

## **ARTICLE I.**

The name of the Organization shall be The University Medical Center Alliance.

## **ARTICLE II.**

The Organization is non-profit in status whose purpose is to promote goodwill and fellowship in the support of the University of Mississippi Medical Center.

## **ARTICLE III.**

The governing authority of the Organization shall be its Bylaws.

## **BYLAWS**

### **ARTICLE I. MEMBERS**

#### **Section 1. Membership**

The membership of the Organization consists of the following:

- A. University of Mississippi full and part-time faculty, administrative and contractual personnel.
- B. Spouses of the University of Mississippi Medical Center full and part-time faculty, administrative and contractual personnel.
- C. Fellows of the University of Mississippi Medical Center.
- D. The spouses of the University of Mississippi Medical Center fellows.
- E. The members of the immediate families of full and parttime members of the University of Mississippi Medical Center faculty, administrative and contractual personnel, and fellows who share the interests of the organization and wish to belong.
- F. Any person interested in promoting goodwill and fellowship in the support of UMC.

#### **Section 2. Rights and Privileges of Members**

Members as defined in Section 1 who have paid the designated dues shall have voting rights and may hold elective offices and be appointed to committees.

#### **Section 3. Dues**

Dues shall be determined by majority vote of the membership after discussion and amendment of any proposed dues structure.

#### **Section 4. Membership Year**

Membership year shall coincide with the fiscal year which shall be July 1 through June 30 of the following year.

#### **Section 5. Enrollment of Members**

Membership shall remain open to eligible members during the fiscal year. Eligible members shall be notified of the first annual meeting. Notice of subsequent meetings shall be limited to members who have paid dues.

## **ARTICLE II. MEETINGS**

#### **Section 1. Regular Meetings**

The Organization shall hold a minimum of two (2) meetings during each fiscal year. Except as otherwise stated in the Bylaws, members shall be the final authority for governing the Organization.

#### **Section 2. Special Meetings**

In the intervals between regular meetings, special meetings may be called by the President if requested in writing by a majority vote of the Members of the Executive Board or by 25 percent of the Organization. Only business specified in advance notice of such meetings shall be transacted.

#### **Section 3. Place of Meetings**

The Executive Board shall designate a place for all meetings. The site of each meeting shall be publicized.

#### **Section 4. Quorum**

The members present shall constitute a quorum.

## **ARTICLE III. ELECTED OFFICERS**

#### **Section 1. Election and Term of Office**

- A. Elected officers of the Organization shall be a President, President-Elect, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Parliamentarian, Historian, and Chaplain.
- B. Elected officers shall take office at the beginning of the Organization fiscal year and serve until the

close of the fiscal year or until their successors have been chosen and assumed their duties.

- C. Unless otherwise provided for in the Bylaws, the term of office for elected officers is one fiscal year.
- D. The President-Elect shall serve one year as President-Elect and one year as President.

## **Section 2. Vacancies Occurring During the Fiscal Year**

- A. A vacancy arising in the office of President shall be filled by the President-Elect who shall serve out the unexpired term of the President and continue as President for the full succeeding term to which she/he was elected the President-Elect.
- B. Any vacancy arising in the office of the President-Elect shall be appointed by the President with the approval of the Executive Board. The replacement shall serve in that capacity only until the close of the fiscal year and shall not automatically become President the following year.
- C. Vacancies not covered by the Bylaws shall be filled by the President with the approval of the Executive Board.

## **Section 3. Duties of Elected Officers**

### **A. President**

The President shall preside at all meetings of the Organization and of the Executive Board.

The President shall appoint all necessary committees

- 1. except those specifically named in the Bylaws as duties of elected officers or otherwise provided for in the Bylaws
- 2. The President shall serve as an ex-officio representative for the organization on the Medical Center Auxiliaries Board and shall report regularly to the membership the actions and expenditures of funds by the Auxiliary Board.
- 3. The President shall serve as the senior representative for the organization on the Medical Center Auxiliaries Board upon completion of the term as President.

### **B. President-Elect**

- 1. The President-elect shall, at the request of the President or during the absence of the President, preside at all meetings of the Organization. In this performance of duties, the President-elect shall exercise the functions and powers of the President.
- 2. The President-elect shall serve as Chairman of the Membership Committee.

- 3. The President-elect may appoint a subcommittee of the Membership Committee to welcome newcomers and plan functions for the newcomers.
- 4. In the event of a vacancy in the President's office, the President-elect shall assume such duties as provided for in the Bylaws

### **C. Vice-President**

- 1. At the request of the President and in absence of the President-Elect, the Vice-President shall preside at all meetings of the Organization.
- 2. The Vice-President shall serve as Chairman of the Program Committee, giving written notice of the Organization's calendar to the Corresponding Secretary for distribution to the membership as provided in the Bylaws.

### **D. Recording Secretary**

The Recording Secretary shall take minutes of all meetings and Executive Board meetings and shall be custodian of the records.

### **E. Corresponding Secretary**

- 1. The Corresponding Secretary shall be responsible for the general correspondence of the organization.
- 2. The Corresponding Secretary shall notify eligible members of the Organization's calendar, first annual meeting and dues. The Corresponding Secretary shall notify dues-paying members only of all subsequent meetings.
- 3. The Corresponding Secretary shall be responsible for the Organization's Yearbook which shall be furnished to all members upon payment of dues.
- 4. The Corresponding Secretary may appoint a Telephone Committee.

### **F. Treasurer**

- 1. The Treasurer shall develop an operating budget for the Organization based on anticipated dues revenue and shall present that proposed budget to the Executive Board for adoption.
- 2. The Treasurer shall be responsible for collecting dues and keeping records of all income and expenses of the Organization. The Treasurer shall report regularly to the Executive Board on the financial status of the Organization and shall prepare the necessary financial records of the Organization as required by the Internal Revenue Service.

### **G. Parliamentarian**

The Parliamentarian shall instruct the membership and the Executive Board as to parliamentary procedures adopted by the membership.

### **H. Historian**

The Historian shall keep a scrapbook of the Organization's Members and events and shall act as archivist. The Historian will provide photographs of the Organization's newsworthy events with cut-lines to Medical Center and local newspapers.

### **I. Chaplain**

The Chaplain shall present an invocation at each Organizational meeting and may perform other duties appropriate to that office as requested by the President.

## **ARTICLE IV. EXECUTIVE BOARD**

### **Section 1. Membership**

The Executive Board shall consist of all elected officers. The President of the Organization shall serve as Chairman of the Board and shall not vote except to break a tie.

### **Section 2. Powers**

The Executive Board shall have general supervision of the affairs of the Organization. It shall fix the day, hour and place of those meetings, make recommendations to the membership, adopt the Organization's annual operating budget which shall be presented for approval of the membership at its first annual meeting, perform other duties as may be specified in the Bylaws. The Board shall be subject to the orders of the Organization Membership; none of the Board's acts shall conflict with the actions taken at the Organization's business meetings.

### **Section 3. Meetings**

The Executive Board, for the purpose of organization and transactions of immediate business, shall meet as soon as possible following election of office, but such meeting must take place prior to the Organization's first annual business meeting. Special meetings of the Board may be called by the President with the approval of a majority of the Board's voting members.

## **ARTICLE V. NOMINATIONS AND ELECTION OF ORGANIZATION OFFICERS**

A Nominating Committee of five (5), with Board representation of the Organization's Membership, shall be appointed by the President with the approval of the Executive Board. The Committee shall prepare annually a slate of officers for the forthcoming year.

The Chairman of the Committee shall present the slate of officers to the Membership at the spring business meeting. The President shall call for nominations from the floor. A three-fourths (3/4) majority vote of members present shall be required for election to each office.

## **ARTICLE VI. ORGANIZATION FUNDS**

### **Section 1. Expenditure of Funds**

Any expenditure of funds other than those provided for in the annual operating budget or provided for in the Bylaws shall be determined by a vote of the membership.

### **Section 2. Patient Needs Funds**

This fund is supported by tax-deductible donations solicited by individuals, groups and monies raised by the Alliance. The Executive Board will take recommendations from the Director of Volunteer Services of the University of Mississippi Medical Center who has budget authority over the "Patient Needs Fund." The Board shall prioritize the recommendations and designate funds to be spent on the projects.

### **Section 3. Art Acquisitions Fund**

This fund is supported by tax-deductible donations solicited from individuals and groups interested in the acquisition of art for the University of Mississippi Medical Center. Any monies donated to this fund for a designated project must be spent on that project. The Committee has the authority to spend money donated. The Chairman of the Committee shall report regularly to the President and the membership of the action of the Committee and expenditures of the funds.

### **Section 4. University Support Fund**

This fund is supported by money raised by the Alliance and will be used by the Alliance to fund special needs of the various units of the University of Mississippi Medical Center. The Chairman of the Committee shall report regularly to the President and the membership of the action of the Committee on fund expenditures.

## **ARTICLE VII. STANDING COMMITTEES**

### **Section 1. Membership Committee**

The President-elect shall serve as Chairman of a Membership Committee representative of the constituency of the Organization. The Committee shall welcome newcomers at a reception in their honor early in the fall. At this gathering, opportunity may be provided for the information of a newcomer's group sponsored by the Membership Committee.

## **Section 2. Program Committee**

The Vice-President shall be Chairman of a Program Committee representative of the constituency of the Organization. The Program Chairman shall present a plan for a least two (2) general meetings a year to the Executive Board and submit the approved program to the Corresponding Secretary.

## **Section 3. Yearbook Committee**

The Corresponding Secretary shall be Chairman of a Yearbook Committee which shall compile a yearbook to be furnished to all dues-paying members.

## **Section 4. Art Acquisitions Committee**

The purpose of the Committee is to acquire art for the enhancement of the Medical Center facilities. The President, with the approval of the Executive Board, shall appoint a Steering Committee of three members, one of whom shall be the designated Chairman. The members shall be selected as follows: one shall be a former officer of the Organization; one shall be a representative of the schools of the Medical Center; and one shall be a representative of the fiscal affairs division of the Medical Center.

The Chairman of the Committee, with the approval of its members, shall appoint a larger committee representative of all components of the Medical Center. The number of appointees shall be determined by the members of the Steering Committee in consultation with the President. The Chairman of the Steering Committee shall also serve as Chairman of the Art Acquisitions Committee. The Committee shall conduct its business in accordance with the Bylaws, Article VI, Section 3.

## **Section 5. University Support Committee**

The purpose of the Committee is to review requests for Alliance funding to meet special needs of the University of Mississippi Medical Center. Requests must be submitted in writing to the Committee Chairman. The Chairman will be appointed by the President with the approval of the Alliance Executive Board. The Executive Board shall appoint other appropriate members to this committee.

## **ARTICLE VIII. PARLIAMENTARY AUTHORITY**

Rules in the current edition of Robert's Rules of Order, Newly Revised Edition, shall govern the Organization in all cases where they are applicable and consistent with the Bylaws and in any special rules adopted by the Organization.

## **ARTICLE IX. AMENDMENTS TO CONSTITUTION AND BYLAWS**

### **Section 1.**

The Constitution and Bylaws may be amended or rescinded by majority vote of those members present on any properly proposed and considered amendment as specified in the Bylaws. Notice of proposed amendments recommended by the Executive Board or by petition of a minimum of 25 Organization members shall be sent to each Member at least one meeting before the date the amendments are to be considered. The notice shall indicate the time and place of the next meeting when the amendment will be discussed. Opportunity shall be given at that meeting for debating and amendment to any properly proposed amendment to any part of the Constitution or Bylaws.

### **Section 2.**

The Constitution and Bylaws shall become effective on April 11, 1984. The amendments to the Constitution and Bylaws will become effective on May 6, 1999.