

1                   **MEDICAL ASSOCIATION OF GEORGIA ALLIANCE BYLAWS**

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4   **ARTICLE I. ORGANIZATIONAL INFORMATION**

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6   The name of this organization shall be the Medical Association of Georgia Alliance (hereinafter referred  
7   to as the MAG Alliance). The MAG Alliance is a committee of the Medical Association of Georgia  
8   (hereinafter MAG). While the MAG Alliance has its own bylaws, governance and funds, the programs  
9   of the MAG Alliance are approved by MAG.

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12   **ARTICLE II. PURPOSES**

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14   The purposes of the MAG Alliance are:

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16       • To assist in those programs of the MAG that improve the health and quality of life for all people;  
17       • To support the medical family;  
18       • To promote health education, to implement health promotion projects, and to encourage  
19       participation of volunteers in activities that meet health needs;  
20       • To support health-related legislative initiatives as directed by or approved by MAG;  
21       • To support medical education and research;  
22       • To support the activities of county alliances;  
23       • To recognize the programs of the American Medical Association Alliance (hereinafter AMA  
24       Alliance)

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27   **ARTICLE III. THE FEDERATION**

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29   **Section 1. Component Alliances**

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31       A. County alliances shall be alliances to the county medical societies which make up MAG.  
32       B. The state, county, and component alliances may become federated with the AMA Alliance.  
33       C. Resident Physician Spouse/Medical Student Spouse component organizations shall be  
34       considered part of the federation.

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36   **Section 2. Bylaws**

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38       All component alliances shall adopt their own bylaws provided that those bylaws do not conflict  
39       with the bylaws and objectives of the MAG Alliance and AMA Alliance.

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41   **Section 3. Programs**

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43       MAG Alliance programs shall be approved by MAG.  
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47 **ARTICLE IV. MEMBERSHIP**

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49 **Section 1. Categories**

50 The categories of membership shall be Regular, Associate, and Honorary.

51 A. A Regular member can be:

- 52 1. The spouse of a physician member of MAG.
- 53 2. The surviving spouse of a) a physician who was a Regular member at the time of the
- 54 physician's death, or b) a physician who was a member of MAG or any county medical
- 55 society at the time of death, provided that said surviving spouse has not remarried outside
- 56 the profession of medicine.
- 57 3. The spouse of a medical intern, resident, or fellow who is a member of MAG.
- 58 4. The spouse of a medical student enrolled in a medical school in Georgia who is a
- 59 member of MAG.
- 60 5. Any member of MAG.

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62 B. An Associate member can be:

- 63 1. The spouse of a physician who is eligible to be a member of MAG.
- 64 2. The surviving spouse of a physician who was an Associate member at the time of the
- 65 physician's death, provided that said surviving spouse has not remarried outside the
- 66 profession of medicine.
- 67 3. The spouse of a medical intern, resident, or fellow who is eligible to be a member of
- 68 MAG.
- 69 4. The spouse of a student enrolled in a medical school in Georgia who is eligible to be
- 70 member of MAG.

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72 C. An Honorary member shall be:

- 73 1. Any past president of MAG Alliance.
- 74 2. A Regular member upon whom Honorary membership is conferred by a majority of the
- 75 Alliance Membership.

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77 **Section 2. Rights and Privileges of Members in Good Standing**

78 A. Regular members shall be eligible to vote, hold office, serve on MAG Alliance Committees and

79 be delegates to the AMA Alliance Annual Meeting of Members.

80 B. Associate members shall be eligible to vote and to serve on MAG Alliance committees.

81 C. Honorary members shall be considered regular members with all such rights and privileges.

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83 **Section 3. Dues**

84 Annual dues shall be established by the Board and shall be paid by each member, except for Honorary

85 members who are exempt.

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88 **ARTICLE V. FISCAL YEAR**

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90 The fiscal year shall be from January 1 to December 31.

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93 **ARTICLE VI. ANNUAL MEETING**

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95 **Section 1. Call**

96 The Call to the Annual Meeting shall be posted at least 30 days in advance on the MAG Alliance  
97 webpage and included in the issue of the official e-mail publication of the MAG Alliance preceding the  
98 Annual Meeting.

99 **Section 2. Session**

- 100 A. MAG Alliance Membership shall meet annually at the time and place designated by the Board of  
101 Directors.  
102 B. The Annual meeting may be postponed or canceled by the Board of Directors when necessitated  
103 by emergency condition.  
104 C. If the Annual meeting is canceled due to emergency condition, the Board of Directors shall be  
105 authorized to elect officers by mail or email of membership; any actions shall be made a matter of  
106 record at the next meeting of the Board of Directors.  
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108 **Section 3. Purpose**

109 The Purpose of the Annual Meeting is to:

- 110 A. Report on the MAG Alliance’s activities over the past year  
111 B. Report on the MAG Alliance Financials  
112 C. Elect officers and new members of the Board  
113 D. Vote on Legislative and Health initiatives proposed by the Board  
114 C. Transact business of the MAG Alliance not otherwise specifically provided for in these  
115 bylaws.  
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117 **Section 4. Quorum**

118 Those members attending the Annual Meeting shall constitute a quorum.

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120 **ARTICLE VII. AMA ALLIANCE ANNUAL MEETING – DELEGATE SELECTION**

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122 **Section 1. Allocation**

123 All AMA Alliance members may attend the AMA Alliance Annual Meeting of Members.  
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125 **Section 2. Method of Election/Selection**

126 The MAG Alliance president shall serve as the AMA Alliance state presidential delegate.  
127 There shall be one additional official representative of the MAG Alliance with preference to the  
128 President-elect, then the Immediate Past-President, then another MAG Alliance Member as  
129 designated by the MAG Alliance President.  
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132 **ARTICLE VIII. BOARD OF DIRECTORS**

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134 **Section 1. Board Membership**

135 The MAG Alliance Board of Directors shall consist of no fewer than five Members. To be  
136 eligible for Board service, members must be in good standing and be “Regular” members of

137 the MAG Alliance. All MAG Alliance Past-Presidents are automatically eligible to serve on  
138 the Board of Directors.

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140 **Section 2. Authorities and Duties**

141 The Board of Directors shall:

- 142 A. Carry out mandates and policies of the MAG Alliance as determined by the Membership at the  
143 Annual Meeting.
- 144 B. Have authority to perform all actions in the transaction of business for, or on behalf of, the  
145 MAG Alliance, subject to the provisions of these bylaws and resolutions and enactments of the  
146 Membership.
- 147 C. Manage property and direct activities of the MAG Alliance, subject to the provisions of these  
148 bylaws and resolutions and enactments of the Membership.
- 149 D. Be responsible for the financial operation of the MAG Alliance.
- 150 E. Provide an annual report of activities to the Membership at the Annual Meeting.
- 151 F. Approve time and places of meetings sponsored by the MAG Alliance.
- 152 G. Present a slate of nominated Board Members and Officers for consideration at the Annual  
153 Meeting.
- 154 H. Fill vacancies in elective offices as provided in these bylaws.
- 155 I. Serve as a governance board in the absence of officers and perform the duties of those offices  
156 as defined in these bylaws.

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158 **Section 3. Election**

159 Election to the Board of Directors and Officers of the Board shall be by a plurality vote at the  
160 Annual Meeting from nominees submitted by the Board and/or nominations from the floor.

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162 **Section 4. Terms of Office**

163 Except as provided below, a term of office of a Board Member shall be for approximately two  
164 (2) years. The term shall begin immediately following the completion of the Annual Meeting  
165 where said person was elected and shall terminate at the completion of the Annual Meeting  
166 approximately two (2) years later. There are no automatic term limits.

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168 **Section 5. Termination**

169 A Board Member (including any officer) shall be terminated from the Board when the Board  
170 Member submits his/her resignation in writing to the President.

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172 A Board Member who fails to attend three (3) consecutive meetings of the Board may be  
173 terminated by a majority vote of the Board. The Secretary/Treasurer will notify, in writing, any  
174 board member removed pursuant to this provision.

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176 The Board may remove a Board Member (including any officer) for cause. Any Board Member  
177 whose removal is recommended by the Board shall be notified in writing of the  
178 recommendation and the meeting date at which final action on the recommendation is to be  
179 taken. Said meeting date must be set 15 days or more from the date of notification allowing for  
180 an opportunity to be heard. Removal shall be by  $\frac{3}{4}$  vote of the other Board Members.

183 **Section 6. Vacancies**  
184 A Board vacancy for any reason shall be filled upon majority consent by the Board Members.  
185 The person elected/appointed shall serve for the remainder of the unexpired term for which  
186 they were selected.

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188 **ARTICLE IX. OFFICERS**

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190 **Section 1. Officers**  
191 The elected officers of the MAG Alliance, comprising the Executive Committee, shall be the  
192 President, Immediate Past-President, President-Elect, Secretary-Treasurer, and any additional  
193 Board members as determined by the President to make at least five Executive Committee  
194 members. Any elected position may be held by more than one person when circumstances  
195 warrant, as determined by the Board.

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197 **Section 2. Terms of Office**  
198 Except as provided below, a term of office for an officer shall be approximately two (2) years.  
199 The term shall begin immediately following the completion of the Annual Meeting where said  
200 person was elected and shall terminate at the completion of the Annual Meeting approximately  
201 two (2) years later. If for any reason an officer of the Board is unable to fulfill his/her duties,  
202 the person elevated or appointed by the Board shall serve the remainder of the unexpired term.

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204 **Section 3. Duties**  
205 A. The president shall:  
206 1. Be the presiding officer of the Board of Directors, the presiding officer of the  
207 Annual Meeting, and shall preside at or designate a presiding officer for all other  
208 meetings under the sponsorship of the MAG Alliance;  
209 2. Be an ex-officio member of all committees;  
210 3. Appoint chairs for standing and ad hoc committees.  
211 4. Become a member, and serve as an ex-officio voting member of the Board of  
212 Directors, of the Georgia Medical Political Action Committee (“GAMPAC”) of MAG;  
213 5. Be the official representative of the MAG Alliance and shall carry out such other  
214 duties as are prescribed by these bylaws or assigned by the Membership and/or the Board  
215 of Directors.

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217 B. The President-Elect shall:  
218 1. Serve as an active aide to the President;  
219 2. Perform the duties of the office of President in the absence of the President;  
220 3. Serve as President if there is a vacancy in that office;  
221 4. Be an ex-officio member of all committees;  
222 5. Lead Membership Development;  
223 6. Perform other duties as defined in these bylaws or assigned by the Membership and/or  
224 the Board of Directors.

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226 C. The Secretary-Treasurer shall:  
227 1. Be responsible for a record of the proceedings of the Annual Meeting  
228 and all meetings of the Board of Directors;

- 229 2. Be responsible for distributing copies of the minutes to the Board of Directors  
230 for approval;  
231 3. Be chair of the Finance Committee;  
232 4. Be a liaison to MAG staff and responsible for acquiring a statement of accounts each  
233 month from MAG's chief accounting officer and distributing the reports to the Board of  
234 Directors.  
235 5. Be responsible for the reporting and supplying of all documents and relevant financial  
236 records needed to prepare tax forms or for audits.  
237 6. Be responsible for presenting a statement of accounts at all meetings of the Board of  
238 Directors and making an annual report to Membership at the Annual Meeting.

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240 D. All Past Presidents shall:

- 241 1. Be eligible to present Board Member Nominations for Board consideration;  
242 2. Be eligible to be a member of the Board of Directors;  
243 3. Be eligible to fill an officer vacancy if needed; however the immediate Past-President  
244 is on officer.  
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246 **Section 3. Meetings**

- 247 A. The Board of Directors shall meet at least three (3) times a year.  
248 B. Special meetings may be called by the President or shall be called upon written request of the  
249 majority of members of the Board of Directors  
250 C. The Board of Directors shall be permitted to hold meetings by telephone conferencing.  
251 Participation by such means shall constitute presence in person at the meeting  
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253 **Section 4. Quorum**

254 A majority of the Board of Directors present, or by proxy, shall constitute a quorum.  
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256 **ARTICLE X. COMMITTEES**

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258 The Board of Directors may operate without committees. At the discretion of the Board,  
259 standing or ad hoc committees can be created, including but not limited to, Bylaws,  
260 Finance, Foundations, Health Promotion, Legislation, Membership Development,  
261 Planning and Development, and Public Relations/Technology Committees. When  
262 committees are created, a Board Member shall chair each such committee as appointed  
263 by the President, and any MAG Alliance member can participate on a committee.  
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265 **ARTICLE XI. PUBLICATIONS**

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267 The Board of Directors shall issue quarterly an official electronic publication for the membership.  
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269 **ARTICLE XII. PARLIAMENTARY AUTHORITY**

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271 The rules of parliamentary practice contained in *Robert's Rules of Order Newly Revised* shall govern  
272 proceedings of the MAG Alliance, so long as such rules are not inconsistent with these bylaws or any  
273 special rules that have been adopted by the MAG Alliance Membership.  
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**ARTICLE XIII. AMENDMENTS TO BYLAWS**

**Section 1. Methods**

- A. The Board of Directors may propose bylaw amendments to the Membership at the Annual Meeting provided said proposed amendments have been published to the Membership at least 30 days prior to the meeting. The amendments will pass with two-thirds (2/3) vote of the members present.
- B. Any Regular member of the MAG Alliance may propose bylaw amendments to the Board of Directors for consideration. Any Regular member in attendance at the Annual Meeting may offer an amendment to a proposed amendment being presented by the Board of Directors.

**ARTICLE XIV. SUSPENSION OF BYLAWS**

Any portion of these bylaws may be suspended at any Annual Meeting by two-thirds (2/3) vote of those members present.

**ARTICLE XV. IN THE EVENT OF DISSOLUTION**

In the event of dissolution of the MAG Alliance, after payment of all due and just debts, all remaining MAG Alliance assets shall vest in charitable organization(s) with a healthcare mission as designated by the Board of Directors.

Adopted by the MAG Alliance Membership on September 26, 2016.