BYLAWS AND GOVERNING DOCUMENTS

The following are the official bylaws of the University of Colorado Medical Alumni Association. These bylaws serve as a foundation and guide for Association activities, and should be reviewed annually and amended, if needed, to include the most current operational practices of the Association.

ARTICLE I: NAME OF THE ASSOCIATION

1.1 The name of this Association shall be the Medical Alumni Association (the “Association”) of the University of Colorado (the “University”) School of Medicine (the “School”).

ARTICLE II: VISION AND GOALS

2.1 The purpose of the Association is to help advance and influence the interest of our alma mater, to support current medical students on their journey to becoming physicians, provide programs and opportunities for alumni to connect with each other and the School of Medicine, and to develop a lifelong alumni experience.

2.2 The goals of the Association shall be:

   i. To support the School and extend its name and reputation as an institution dedicated to the highest standards in educating physicians and other medical professionals;

   ii. To develop and implement networking opportunities among alumni and students that will be mutually beneficial;

   iii. To promote activities and programs designed to elevate the support and awareness for the School;

   iv. To engage in activities promoting the art and science of medicine;

   v. To encourage the highest ethical standards within the education and practice of medical care;

   vi. To participate in resource development activities that support, advance, or enhance the quality of student services, curriculum, and infrastructure of the School;

   vii. To be supportive of an environment that encourages diversity;

   viii. And to always serve as a steadfast ambassador for the School of Medicine as well as its student, faculty, staff, and fellow alumni.
ARTICLE III: ASSOCIATION MEMBERSHIP & DUES

3.1 Members of the Association shall be:

   i. **Alumni**: Those who received a medical degree (MD) conferred by the School.

   ii. **Residents, Interns, and Fellows (RIFs)**: Physicians who have completed or are currently pursuing a residency, internship, or fellowship at the School.

   iii. **Students**: Students currently enrolled in the MD program at the School.

   iv. **Honorary Members**:

       a. Former and present academic faculty and clinical faculty;

       b. Those who are defined as any spouse, partner, family member, or other friend of the School;

       c. Or, others to whom the Board of Directors offer membership, such as part-time faculty or other staff.

3.2 There shall be no dues for alumni, RIFs, students and honorary members. Membership benefits shall be based on levels of aggregate support for qualifying Association funds held at the University and/or the University of Colorado Foundation.

ARTICLE IV: BOARD OF DIRECTORS

4.1 **General Powers**: The general management of this Association shall be vested in a Board of Directors (the “Board”) consisting of at least 15 but no more than 30 members-at-large, each of whom must be an active member of the Association.

4.2 **Role of Board Members**: The role of board members shall be as follows:

   i. Attend board and committee meetings and functions, such as reunions, special events, etc.

   ii. Support the Association’s mission, policies, services, and programs.

   iii. Be informed about the School’s mission, services, and programs.

   iv. Review agenda and supporting materials prior to board and committee meetings.

   v. Serve on committees and offer to take on special assignments.

   vi. Inform others about the Alumni Association.

   vii. Suggest possible nominees to the board who can contribute to the work of the board and the School.

   viii. Assist the board in carrying out its fiduciary responsibilities, such as reviewing the board’s annual financial statements.

   ix. Consider making a personal financial contribution to the University, School, and various Association charitable funds.

4.3 **Student Board Members**: Two student representatives elected by each of the four current classes of the School and shall serve as non-voting members of the Board.
4.4 **Housestaff Board Members:** Two housestaff representatives will be elected by their respective governing body and/or campus association and shall serve as non-voting members of the Board.

4.5 **Ex-officio Members:** Ex-officio members of the Board with voting privileges shall include the following:

   i. The Dean of the School of Medicine
   ii. No more than two Development Office Designee(s)
   iii. No more than two Office of Alumni Relations Designee(s)

4.6 The Association’s elected board members will each serve for a term of three years, commencing at the beginning of the next fiscal year. Each individual board member will not be eligible to serve more than two consecutive terms unless otherwise re-elected to an additional term by a two-thirds vote of the Board, provided that a quorum is present.

4.7 The Board will be structured through its elections so that approximately no more than one-third rotate off each year to provide for continuity.

4.8 If, for any reason, a Board member fails to uphold the standards of University, the School, and the Association Board, his or her membership on the Board may be terminated by a two-thirds vote, provided that a quorum is present.

4.9 For the purposes of all Association activities, the Board shall operate in conjunction with the University’s standard fiscal year calendar—commencing on July 1 of each year and concluding on June 30.

**ARTICLE V: OFFICERS OF THE ASSOCIATION**

5.1 The officers of the Association shall be: President, Vice President, and Secretary/Treasurer.

5.2 Officers shall be elected from the members of the Board.

5.3 The duties of the officers shall be as follows:

   i. **President:** The President is the principle executive officer for the Association and shall supervise all of the business and affairs of the Association. The President shall preside at all regular, special, and Executive Committee meetings of the membership and Board of Directors, and shall perform other such duties applicable to the office as prescribed by parliamentary authority.

   ii. **Vice President:** The Vice President shall be an assistant to the President of the Association—and in the absence of the President—shall exercise the power of the President, and shall serve on the Executive Committee.

   iii. **Secretary/Treasurer:** The Secretary/Treasurer shall actively participate in financial affairs of the Association and keep the Board of Directors informed of the Association’s financial status. The Secretary/Treasurer will make periodic reports to the Board and will work with Alumni Relations staff to keep record of all Board, Executive Committee, and general meetings.
5.4 Terms of Officers: The term of office for the President, Vice President, and Secretary/Treasurer is one year. The term of office will commence on July 1 and conclude on June 30 of the following year. Officers will not be eligible to serve in the same officer position for more than two consecutive terms unless otherwise re-elected to an additional term by a two-thirds vote of the Board provided that a quorum is present.

5.5 All officers will be elected by the Board, in accordance with the terms of office defined above at the last board meeting of the fiscal year. Elections will be made by a majority vote of the Board present at the last board meeting of the fiscal year.

ARTICLE VI: COMMITTEES

6.1 Executive Committee:

i. The Executive Committee shall consist of the officers of the Association, the Dean of the School of Medicine and an Office of Alumni Relations designee.

ii. The Executive Committee is empowered to carry on the business of the Board between Board meetings except that the Executive Committee shall not have the authority to amend the Board’s Bylaws.

iii. Fifty percent of the voting members of the Executive Committee must be present in person or by conference call at the beginning of any meeting to constitute a quorum.

iv. A simple majority vote of a quorum at any meeting shall decide all action items.

v. The Executive Committee shall meet at such times and places as shall be determined by the Chair of the Board, provided that notice has been given to each Executive Committee member at least seven days before the meeting.

6.2 From time to time, special and ad hoc committees may be appointed by the President or majority vote of the Board. These assignments may include, but are not limited to, the following committees that shall have pre-determined roles and responsibilities:

i. Nominating Committee: Responsible for identifying candidates for election to the Board under provisions outlined earlier. The committee shall consist of at least two members of the Board and have a designated chair.

ii. Awards Committee: Shall be responsible for planning alumni events and/or determining the recipients of awards bestowed by the Association—including the Silver & Gold Award; Distinguished Service Award; and Distinguished Achievement Award. The committee shall consist of at least two members of the Board and have a designated chair.

iii. Finance Committee: Establishes the budget for the upcoming year and monitors the income statement and balance sheet for the current year. The committee shall consist of at least two members of the Board and have a designated chair.

iv. Communications Committee: Communicate Association mission of connecting alumni to each other through events, programs, written and social media outlets to alumni, students, faculty, and staff. Ensure regular dialogue with key alumni, students, faculty, and staff. Provide feedback and content suggestions for the Alumni website. Measure effectiveness of all outreach efforts by reviewing communications that are sent out and collecting feedback received from alumni.
6.3 The President and the Dean shall, in all cases, be voting members of each standing, special, and/or ad hoc committee.

6.4 Non-Board members may be appointed to standing and special committees, except to the Executive Committee. There should always be two Board members on each committee.

6.5 For the purposes of efficiency, the President of the Association may designate University staff (e.g. the Office of Alumni Relations) to serve as project lead on tasks such as nominations, special events, awards, and fundraising. In such cases, staff recommendations will be presented to the Board and the Board shall act as the Committee of the Whole.

ARTICLE VII: BOARD NOMINATIONS AND ELECTIONS

7.1 Election of new members of the Board shall be held annually at the final, regular meeting of the fiscal year.

7.2 Current Board members shall nominate candidates for the Board who will appropriately represent the membership of the Association, taking into account such factors as: years of participation, geographic representation, occupation and efforts to create a diverse, inclusive Association.

7.3 Nominations for all elected members of the Board shall be received by the Nominating Committee and/or Committee of the Whole. Opportunities for nominations from the membership shall be available through electronic and traditional correspondence to the Board and all other alumni.

7.4 Nominations and subsequent recommendations shall be presented to the Board at least two weeks prior to the election.

7.5 The Board shall elect its members from the nominations presented through a paper ballot, electronic ballot, or voice vote.

7.6 Any vacancies among Board members may be filled through appointment by the Executive Committee for the remainder of the individual’s term.

7.7 From time to time, the Board may elect additional members at another regularly scheduled meeting, provided that (1) nomination has been screened by the officers of the Association and (2) their name and C/V has then been distributed to the Board at least two weeks prior the meeting.

ARTICLE VIII: MEETINGS

8.1 The Board will meet at least four times each fiscal year, at a time and place to be determined by the President of the Board with guidance from University staff. Meetings shall be announced to its members at least two weeks prior to the meeting.

8.2 A simple majority of the whole number of the Board members shall constitute a quorum, and a majority of the votes cast at a regularly convened meeting shall be sufficient to approve all matters of business.

8.3 Actions may be voted on without a meeting through written or email ballot. In the case of a written ballot, actions will be decided by a simple majority of the Board members.
8.4 In meetings of the Association, the Board of Directors, or the Executive Committee, any business may be conducted provided that a written agenda has been presented and pre-approved by the President of the Association and the Office of Alumni Relations at least one week prior to each meeting.

8.5 Additional meetings may be called by the President or upon written request and consensus of any five Board members.

8.6 Alumni Relations staff must be present at all regular, special, and committee meetings of the Association.

8.7 All regularly scheduled meetings of the Board are open to the general membership.

8.8 Each fiscal year, Board members are required to attend in person, or via conference call, one half of the regularly scheduled Board and committee meetings on which they serve. Failure to comply may result in their removal from the Board.

8.9 The rules of procedure in all meetings of the Association and of its Board of Directors shall be governed by the latest edition of Robert’s Rules of Order.

8.10 Board members may designate another currently elected member of the Board as their proxy if unable to participate in any Board or committee meeting.

8.11 The following shall be the usual order of business at regular meetings of the Board, but the order may be suspended or changed at any time at the request of the President:

- Roll Call
- Report from the Dean of the School of Medicine
- Action on Minutes of Previous Meeting
- Report of the President of the Association
- Report of the Development Office
- Report of the Office of Alumni Relations
- Report of the Housestaff and Medical Student Representatives
- Report of Standing and/or Special Committees
- Unfinished Business
- New Business
- Adjournment

**ARTICLE IX: FINANCES/STAFFING OF ASSOCIATION ACTIVITIES**

9.1 The fiscal year of the Association shall begin July 1 and end June 30 or such other fiscal year as shall be adopted by the University.

9.2 In addition to funds obtained through the University of Colorado Foundation, the School, and the University, the work of the Association shall be financed through its activities and programs.

9.3 The annual budget of the Association shall be developed by the Office of Alumni Relations and approved by the Dean of the School of Medicine consistent with normal University fiscal cycles.
9.4 Day-to-day operations of the Association including financial management, program implementation, special events, reunion planning, external communications, Board relations, development, etc. shall be overseen by the Office of Alumni Relations and its staff.

9.5 As to all fiscal, accounting, and tax reporting matters, the Association shall follow University policies and procedures.

ARTICLE X: AFFILIATION

10.1 These bylaws and all transactions affected by any part of the Medical Alumni Association shall be consistent with all policies and procedures of the University of Colorado and the School of Medicine. No action of the Board of Directors or the Medical Alumni Association may supersede the authority of these entities.

10.2 The Association bylaws must receive final approval from the Dean of the School of Medicine.

ARTICLE XI: AMENDMENTS

11.1 The Association bylaws may be amended at any meeting of the Association by a two-thirds vote provided that a quorum is present and provided the proposed amendment(s) have first been submitted in writing to the Board of Directors.

11.2 Any subsequent amendments to the bylaws must also be approved by the Dean of the School of Medicine. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the Board of Directors in a manner otherwise consistent with the passage of other actions.

ARTICLE XII: ADOPTION AND REVIEW

The above bylaws were adopted by the Medical Alumni Association’s Board of Directors by a majority vote on September 29, 2014.

9.29.2014

William Maniatis, President
Class of 1965
The University of Colorado Medical Alumni Association

11.17.2014

Richard Krugman, Dean
University of Colorado School of Medicine &
Vice Chancellor for Health Affairs