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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Medical Association Alliance, Inc.

DOCUMENT NUMBER: 713038

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey Scott, Esquire

(Name of Contact Person)

Florida Medical Association Alliance, Inc.

(Firm/ Company)

1430 Piedmont Drive East

(Address)

Tallahassee, FL 32308

(City/ State and Zip Code)

jscott@flmedical.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey Scott

(Name of Contact Person)

at (850)

224-6496

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301*

Articles of Amendment
to
Articles of Incorporation
of

Florida Medical Association Alliance, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

713038

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

1430 Piedmont Drive East

Tallahassee, FL 32308

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

P.O. Box 10269

Tallahassee, FL 32302

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

(City)

_____, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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2012 OCT 18 AM 10:26
TALLAHASSEE, FL
CLERK OF CIRCUIT COURT

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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4) <input type="checkbox"/> Change	_____	_____	_____
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5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article I - Change of Address

Article II - Objects - Updated to new Mission statement

Article III - Component Alliances - Deleted and moved to Bylaws

Article IV - Membership - Deleted and moved to Bylaws

Article V - Duration - Deleted as Bylaws address Disposition of Assets

Article VI - Policy - Original Subscribers - Renumbered to new Article III

Article VII - Administration - Deleted as not required and Bylaws address issue

Article VIII - Policy - Deleted as no longer unified with American Medical Association Alliance

Article IX - Officers - Renumbered to new Article IV

✓ Article X - Original Corporation Officers and Board of Directors - Renumbered
to new Article V

Article XI - Amendments - Renumbered to new Article VI

Article XII - Assets and Liabilities - Deleted as not required

Amended Articles of Incorporation attached

FLORIDA MEDICAL ASSOCIATION ALLIANCE ARTICLES OF INCORPORATION

ARTICLE I – TITLE

The name of the Corporation shall be Florida Medical Association Alliance, Inc., and the place of its location and principal office shall be 1430 Piedmont Drive East, Tallahassee, Florida, 32308. The mailing address shall be Florida Medical Association Alliance, Post Office Box 10269, Tallahassee, Florida, 32302.

ARTICLE II – MISSION

The Florida Medical Association Alliance, Inc. promotes and supports the well-being of Florida's physicians, their families, and communities statewide.

ARTICLE III – ORIGINAL SUBSCRIBERS

Mrs. Scottie J. Wilson	757 Middle River Drive, Ft. Laud.
Mrs. Perry D. Melvin	3665 Park Lane, Miami
Mrs. Augustus S. Weekly	Lutz
Mrs. Lee Rogers Jr.	1341 Rockledge Drive, Rockledge
Mrs. Bernard M. Barrett	2835 N. Magnolia Drive, Miami
Mrs. William D. Fitzgerald	1757 Wakeena Drive, Miami
Mrs. Edward W. Ludwig	624 Temple Road, Jacksonville
Mrs. Wendell J. Newcomb	1621 E. Gadsden Street, Pensacola
Mrs. Russell B. Carson	1727 S.E. 8 th Street, Ft. Lauderdale
Mrs. Lawrence Van Tiborg	Riverhouse Plantation, Ft. Pierce
Mrs. Thomas C. Kenaston	2531 Indian River Drive, Cocoa
Mrs. Richard F. Stover	1631 N.W. 10 th Street, Miami
Mrs. Samuel S. Lombardo	4358 Landover Drive, Jacksonville

ARTICLE IV – OFFICERS

The officers shall consist of a president, a secretary, a treasurer, and such other officers as the Board of Directors may deem proper.

ARTICLE V – ORIGINAL CORPORATION OFFICERS AND BOARD OF DIRECTORS

President	Mrs. Perry D. Melvin
President-Elect	Mrs. Lee Rogers, Jr.
First Vice-President	Mrs. William D. Rogers
Second Vice-President	Mrs. Leffie M. Carlson, Jr.
Third Vice-President	Mrs. Edward W. Ludwig
Fourth Vice-President	Mrs. James M. Weaver
Recording Secretary	Mrs. Wendell J. Newcomb
Treasurer	Mrs. Willard L. Fitzgerald
Corresponding Secretary	Mrs. Lynn W. Wheldiel
Parliamentarian	Mrs. John D. Bloom
Director for one year	Mrs. Richard L. Stover
Director for two years	Mrs. Samuel S. Lombardo
Director for three years	Mrs. Scottie J. Wilson
Chairmen of the Standing Committees	
Chairmen of the Special Committees	
Chartered Component Alliance Presidents	

ARTICLE VI – AMENDMENTS

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Charter in the manner now hereinafter prescribed by law, and all rights conferred on members in this Corporation are granted subject to this reservation.

FLORIDA MEDICAL ASSOCIATION ALLIANCE BYLAWS

ARTICLE I – NAME

The name of this organization shall be the Florida Medical Association Alliance, Inc., hereinafter in these bylaws referred to as the Florida Medical Association Alliance.

ARTICLE II – MISSION

The Florida Medical Association Alliance promotes and supports the well-being of Florida's physicians, their families, and communities statewide.

ARTICLE III – COUNTY ALLIANCES

The Florida Medical Association Alliance's relationship with County Alliances will be collaborative. County Alliances will govern themselves and the Florida Medical Association Alliance will support this relationship unless the actions of a county alliance are in direct conflict with the Florida Medical Association Alliance's policies and procedures.

ARTICLE IV – MEMBERSHIP

Section 1 – Voting Members

Voting members are:

- a. The Spouse, Significant Other, or Partner of a physician or medical student,
- b. The Widow, Widower, or Divorced Spouse of a physician or medical student who has not remarried.
- c. A physician or medical student.

Voting members are eligible to be elected as officers, members of the Board of Directors, Finance Committee and Board Development Committee; and to serve on committees and task forces as chairs and committee members.

Section 2 – Non-Voting Members

Non-voting members are adult (18 and older) immediate family members of voting members of the corporation.

Non-voting members are eligible to attend the annual and special meeting of the members (with a voice but no vote), to serve on special committees and task forces as chairs and committee members; and, as a group, they may select a one non-voting member to serve as a registered voting member to annual and special meetings of the corporation.

Section 3. Dues

Dues are payable annually by the voting and non-voting members of the Florida Medical Association Alliance, except for past state presidents who shall be exempt from payment of dues.

Dues shall be determined by the Board of Directors in consultation with the Finance Committee, except that the Board of Directors shall increase the dues no more than once in a three year period, unless authorized by the members.

Dues shall be receivable throughout the year.

Dues for members must be received by the Florida Medical Association Alliance by June 1 of the current fiscal year for members to be in good standing throughout the fiscal year.

ARTICLE V – ANNUAL MEETING

Section 1: Responsibilities:

The voting members of the corporation shall:

- A. Elect officers of the corporation
- B. Elect other members of the Board of Directors
- C. Elect members of the Board Development Committee
- D. Elect members of the Finance Committee
- E. Determine the general direction for the Florida Medical Association Alliance by receiving and acting upon reports of the Board of Directors
- F. Amend the Articles of Incorporation and Bylaws, and
- G. Take all other action requiring membership vote, within the responsibilities of the corporation.

Section 2: Annual Meeting

The annual meeting of the corporation shall be held at such time and place as may be determined by the board of directors; or through agreed upon electronic means stated in the notice of the meeting. Notice of time, place, and purpose of the annual meeting, together with the slate of nominees for all offices and positions to be filled at such annual meeting pursuant to these bylaws, shall be personally given or mailed or electronically transmitted ("mailed" is defined throughout this document as: the United States mail, facsimile, transmission, and private mail carrier services handling nationwide mail services; "electronic transmission" or "electronically transmitted means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by a recipient) not more than forty-five (45) days and not less than thirty (30) days before the annual meeting. If any annual meeting is not held, by oversight or otherwise, a special meeting shall be held as soon as reasonably practical, and any business transacted or election held at that meeting shall be as valid as if transacted or held at the annual meeting.

Section 3. Special Meetings

Special meetings of the corporation may be called by the president and shall be called upon written request of:

- a. at least two-thirds (2/3) majority of the Board of Directors, or:
- b. least twenty-five of the voting members of the corporation

The purpose of such special meetings shall be stated with the written or electronically transmitted request. No business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of the meeting shall be given personally or mailed or electronically transmitted to each member not more than thirty (30) days and not less than ten (10) days before the special meeting. Each voting member present in person or through agreed upon electronic means stated in the notice of meeting shall be entitled to one vote.

Section 4: Quorum.

Twenty percent (20%) of the registered voting members of the annual meeting of the corporation shall be present in person, or through agreed upon electronic means stated in the notice of meeting, to constitute a quorum for the transaction of business.

Fifty percent (50%) of the registered voting member at a special meeting of the corporation shall be present in person, or through agreed upon electronic means stated in the notice of meeting, to constitute a quorum for the transaction of business.

Section 5: Voting Procedures

Each voting member present in person, or through agreed upon electronic means stated in the notice of meeting, shall be entitled to one vote at any annual or special meeting of the corporation. Election of all elected positions shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a majority of votes cast shall elect. If no majority is reached on the first ballot, the nominee with the fewest

votes shall be removed from consideration and a subsequent ballot cast. This process shall be repeated until one nominee achieves a majority. Nominations from the floor shall be in order, provided that written consent of any individual nominated has been secured and submitted to the chair at the time of nomination. All other matters shall be determined by a two-thirds (2/3) vote of the registered voting members present in person, or through agreed upon electronic means stated in the notice of meeting, and voting at any annual or special meeting of the council, unless otherwise provided by law or these bylaws.

ARTICLE VI - BOARD DEVELOPMENT COMMITTEE

Section 1. Composition

There shall be a Board Development Committee of the corporation composed of six (6) members elected by the voting members of the corporation, provided that the number of elected board members does not exceed the number of elected non-board members. The immediate past president serves as chair of the committee. The current president and president-elect in any year are not eligible to serve as a Board Development Committee member.

Section 2. Election, Term, and Vacancies

Board Development Committee members shall be elected by the voting members the corporation for a term of one (1) year beginning at the close of the annual meeting at which such committee members are elected and assume office, or, if earlier, upon such individual's resignation, death, or removal from office. Upon expiration of the term, a committee member shall be eligible to be elected to serve two (2) consecutive terms on the committee, and shall not be eligible to serve again on the committee until after a lapse of one year. The Board of Directors shall have the power to fill vacancies in the board development committee until the next annual meeting of the corporation.

Section 3. Board Development Committee Chair

The chair of the Board Development Committee shall be the immediate past president of the corporation, and shall be a member of the Board of Directors and Executive Committee. A vacancy in the office of chair of the Board Development Committee shall be filled from among the remaining Board Development Committee members by majority vote of the Board of Directors.

Section 4. Quorum for the Board Development Committee

A majority of the members of the Board Development Committee must be present in person, or through agreed upon electronic means, to constitute a quorum for the transaction of business.

Section 5. Responsibilities

The Board Development committee shall be responsible for development, assessment, education, succession planning, and evaluation of the Officers, Board of Directors, and such other committees as the organization shall choose to elect. The Board Development Committee shall present to the voting members of the corporation at the annual meeting a single slate of nominees for: officers of the corporation, members of the Board of Directors, and members of such other committees as the organization shall choose to elect.

Section 6. Confidentiality

All activities of the board development committee while performing its responsibilities as outlined herein shall be confidential to the extent allowed by applicable law.

Section 7. Eligibility

Persons who are under consideration for election to the Board Development Committee must be voting members of the corporation, and may retain any other position in the corporation while serving on the board development committee.

Section 8. Removal

Any member of the Board Development Committee may be removed by unanimous vote of the total membership of the Board of Directors, if removal is first recommended by two-thirds (2/3) vote of the entire Board Development Committee.

ARTICLE VII- OFFICERS

Section 1. Officers

The officers of the corporation shall be a president, president-elect, secretary, and treasurer.

Section 2: Election, Term and Vacancies.

The officers of the corporation shall be elected together in the same year by the voting members of the corporation for a term of one (1) year, beginning at the close of the annual meeting at which time such officers are elected, and expiring at the annual meeting at which such officers' successors are elected and assume office, or, if earlier, upon such individual's resignation, death, or removal from office. No person shall serve more than two consecutive terms in any office, including the President.

In the event of a permanent vacancy, as determined by the Board of Directors, in the office of president, the president-elect will succeed until the next annual meeting. A vacancy in any office, other than that of president, may be filled by a majority vote of the Board of Directors for a term expiring at the next annual meeting of the corporation.

Section 3: Duties

The president, who shall have the working title of chair of the board, shall be the chief corporate officer of the alliance and shall preside at all meetings of the corporation, the Board of Directors, and the Executive Committee. The president shall be responsible for seeing that the lines of direction given by the voting members of the corporation and the actions of the board of directors are carried into effect, and for reporting the members and the board of directors on the conduct and management of the affairs of the corporation. The president shall be ex-officio a member of all committees (except the Board Development Committee) established by the Board of Directors, and shall perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in these bylaws, and by the parliamentary authority adopted by this organization.

The president-elect shall assist the president in seeing that the policies and directives of the membership and the Board of Directors are carried into effect. The president-elect shall be ex-officio a member of all committees, except the Board Development Committee, and shall perform such other duties as assigned by the Board of Directors or prescribed elsewhere in these bylaws, and by the parliamentary authority adopted by this organization.

In the event of a temporary absence or disability of the president, the president-elect shall preside at meetings of the corporation, Board of Directors and Executive Committee; and shall have such other powers and perform such other duties as may be assigned by the president or the Board of Directors.

The secretary shall be responsible for seeing that notices are issued of all meeting of the corporation and the Board of Directors, and shall see that minutes of such meetings are kept. The secretary shall be responsible for the custody of corporate books, records and files, and shall exercise the powers and perform such other duties usually incident to the office of secretary, and shall exercise such other powers and perform such other duties as may be assigned by the president or Board of Directors, and by the parliamentary authority adopted by this organization.

The treasurer shall be responsible for receipt and custody of all monies of the corporation and for the disbursement thereof as authorized; keeping of accurate accounts of monies received and paid out; and preparation and issuance of financial statements and reports. The treasurer shall exercise the powers and perform such other duties as may be assigned by the president or Board of Directors. The treasurer shall be chair of the finance committee if such a committee is established by the board of directors, and by the parliamentary authority adopted by this organization.

Section 4: Removal

An officer may be removed without cause by at least a two-thirds (2/3) vote, excluding blanks and abstentions, of the registered voting members legally entitled to vote at any annual or special meeting at which a quorum is present.

ARTICLE VIII – PARTIAL TERMS

A person who has served more than half a specific term in any office or position, as that term is set forth in these bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or position

ARTICLE IX – BOARD OF DIRECTORS**Section 1. Powers, Responsibilities, Accountabilities**

The corporate business and affairs of the Florida Medical Association Alliance shall be governed by the Board of Directors, except as may be otherwise designated in these bylaws or the articles of incorporation.

Section 2. Composition

The Board of Directors shall consist of the officers of the corporation, the chair of the Board Development Committee, the Florida Medical Association President, and no less than five nor more than ten directors.

Section 3. Term of Office

Directors shall be elected by the voting members of the corporation for a term of one (1) year, beginning at the close of the annual meeting at which such director is elected and expiring at the annual meeting at which such director's successor is elected and assumes position of director, or, if earlier, upon such director's resignation, death, or removal from the Board of Directors. Directors shall serve no more than two (2) consecutive terms as a director. Regardless of the number of consecutive terms a person shall have served as director, such person shall be eligible to be a member of the Board of Directors when serving as chair of the Board Development Committee.

Section 4. Vacancies

Vacancies in the Board of Directors occurring by death, resignation, or otherwise, Shall be filled by majority vote of the remaining directors then in office, even Though less than a quorum, for a term expiring at the next annual meeting of the corporation.

Section 5. Regular Meetings

Regular meetings of the Board of Directors shall be held at such time and place as is determined by the Board of Directors. Meetings, if agreed upon, may be held by electronic means. Notice of time, place, and purpose of meeting shall be given personally or electronically transmitted to each director not less than five (5) business days before the meeting.

Section 6. Special Meetings.

Special meetings of the Board of Directors may be called by the president.

Special meetings shall be called by the president within fourteen (14) days upon written request of a majority of the members of the Board of Directors.

The purpose and time of such meeting shall be stated with the request, and no business shall be transacted except that for which the meeting has been called. The location of the meeting shall be determined by the president. Meetings, if agreed upon, may be held by electronic means. Notice of the time, place, and purpose of the meeting shall be given personally or electronically transmitted to each member of the Board of Directors not less than two (2) days before the meeting.

Section 7. Quorum

A majority of the members of the board of directors must be present in person as required; or, if allowed, linked by telecommunication by means such that all members participating in the meeting are able to hear one another, to constitute a quorum for the transaction of business.

Section 8. Removal

Any member of the Board of Directors may be removed without cause, in accordance with the applicable state law or upon a two-thirds (2/3) vote of the membership of the Board of Directors. Any board member who is absent from three (3) consecutive entire board meetings without prior notification may be considered to have resigned and, upon approval by the majority of the members present and voting at any regular meeting of the Board of Directors, shall be notified to this effect.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee of the Board of Directors shall include the officers of the corporation. The president shall be the chair of the Executive Committee. The immediate past president (Board Development Chair), shall serve on the Executive Committee.

Section 2. Responsibilities

The Executive Committee may exercise the powers of the Board of Directors in the interim between board meetings, except that the Executive Committee shall not have the power to adopt the budget, or to take action which is contrary to or a substantial departure from, the direction established by the Board of Directors or the voting members of the corporation, or which represents a major change in the affairs, business, or policy of the corporation. Further, the Executive Committee shall not take any action prohibited it by federal or state statute. The Executive Committee shall submit reports in writing to the Board of Directors regarding all action taken.

Section 3. Meetings

Meetings of the Executive Committee may be called by the president. Meetings shall also be called by the president upon written request of at least three (3) members of the Executive Committee. Meetings may be held by agreed upon electronic means. Notice of the date, time, place and purpose of the meeting shall be provided in advance to each member of the Executive Committee.

Section 4. Quorum

A quorum shall consist of a majority of the members of the Executive Committee

ARTICLE XI – BOARD COMMITTEES

Section 1. Establishment

The Board of Directors may from time to time establish other committees, special committees, and/or task groups as it deems necessary or advisable. Each committee must have two (2) or more members, in addition to the chair, who serve at the pleasure of the Board of Directors.

Section 2. Appointment and Term of Committee Chairs

The chair of any such committee, except the Finance Committee, shall be appointed by the president, with the approval of the Board of Directors, for no more than one (1) year or until a successor is appointed, and assumes office. The chair of any such committee, shall serve no more than two (2) consecutive years.

Section 3. Appointment and Term of Committee Members

Members of any such committees shall be appointed by the president, with the approval of the Board of Directors, and after consultation with the chair of the respective committee, for a term of one (1) year. Upon expiration of the term, a committee member shall be eligible to be appointed to serve two (2) additional one (1) year terms.

Section 4. Finance Committee

A Finance Committee shall be composed of an elected treasurer and four (4) elected members. It shall be duty of this committee to prepare a budget for the fiscal year, beginning January 1, and to submit it to the Board of Directors for approval before December 31 of each year. The Finance Committee may from time to time submit to the Board of Directors amendments to the budget for the current fiscal year, which may be adopted a majority vote.

Section 5. Bylaws Committee

A Bylaws Committee shall be composed of an appointed chair and four (4) other members, who shall be appointed by the President. It shall be the duty of the committee of the bylaws committee to review the governing documents of the corporation, and submit recommendations regarding amendments of the corporate documents to the members at the annual meeting of the corporation.

Section 6. Audit Committee

An Audit Committee of three (3) members shall be appointed by the President, whose duty is to audit the Treasurer's accounts at the close of the fiscal year and to report at the annual meeting of members.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules of parliamentary practice comprised in *Robert's Rules of Order, Newly Revised* shall govern the Florida Medical Association Alliance in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, and any special rules that have been or may be adopted.

ARTICLE XIII – AMENDMENT OF BYLAWS

The bylaws of the corporation may be made, altered, or rescinded by a two-thirds (2/3) vote of those present and voting, or through agreed upon electronic means stated in the notice of meeting, at any properly constituted annual or special meeting of the voting members of the corporation, provided the membership has been personally given in writing or mailed or electronically transmitted, information of the proposed changes not more than forty-five (45) days and not less than thirty (30) days prior to the date of said meeting

ARTICLE XIV – PROPERTY

All assets and property of the corporation shall be held in the name of the Florida Medical Association Alliance, Inc.

ARTICLE XV – EMERGENCY CLAUSE

In case of a war or other great disaster or extraordinary emergency, the function, powers, and duties of the corporation shall be as prescribed under applicable law.

ARTICLE XVI – DISPOSITION OF ASSETS

No person shall possess any property right in or to the property or assets of the corporation. Upon dissolution of the corporation, and after all obligations are satisfied, the Board of Directors shall distribute all assets exclusively to a charitable endeavor aligned with the mission of the corporation.

ARTICLE XVII – DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this corporation and one or more of its directors and officers or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship interest or because such director or directors and officers are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because their votes are counted to such purpose if:

A: The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote of consent sufficient for the purpose without counting the votes or consent of such interested directors; or

B: The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

C: The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board of directors or a committee.

Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof, which authorizes, approves or ratifies such a contract or transaction.

ARTICLE XVIII – FINANCE AND MISCELLANEOUS

Section 1. Fiscal Year

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

Section 2. Contributions

Guidelines for accepting contributions shall be established by the Board of Directors.

Section 3. Depositories

All funds of the corporation shall be deposited to the credit of the corporation, under such conditions and in such banks as shall be designated by the board of directors.

Section 4. Approved Signatures

Approval for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money and access to securities of the corporation shall be provided by resolution of the board of directors.

Section 5. Bonding

All persons having access to or major responsibility for handling of monies and securities of the corporation shall be bonded.

Section 6. Budget

The annual budget of estimated income and expenditures shall be approved by the board of directors. No expense shall be incurred in excess of the total budgetary appropriations without approval of the board of directors.

Section 7. Audits

A certified public accountant or other independent public accountant shall be retained by the board of directors to make an annual examination of the financial accounts of the corporation. A report of all examinations shall be submitted to the board of directors.

Section 8. Financial Reports

A summary report of the financial operations of the corporation shall be made at least annually to the members in such forms as the board of directors shall provide.

Section 9. Investments

The corporation shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors, without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of, the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under section 503 or Section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereinafter be amended.

Section 10. Indemnification for Actions, Suits, or Proceedings

Officers and directors are indemnified to the fullest extent provided by applicable law.

The date of each amendment(s) adoption: July 27, 2012

Effective date if applicable: July 27, 2012

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

Signature

10/1/12
[Signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Joni Routman

(Typed or printed name of person signing)

President

(Title of person signing)