

EASTERN VIRGINIA MEDICAL SCHOOL
SCHOOL of HEALTH PROFESSIONS ALUMNI ASSOCIATION
BY-LAWS

Adopted: July 2008

**ARTICLE I
NAME, LOCATION, & MISSION**

SECTION 1: Name & Location - The name of this organization shall be the Eastern Virginia Medical School Health Professions Alumni Association (the “Association”). The principle address of the Association shall be c/o Office of Alumni Relations, P.O. Box 1980, Norfolk, VA 23501-1980.

SECTION 2: Mission - The mission of the Association is to strengthen the relationship between Eastern Virginia Medical School (“EVMS”) and its alumni and to encourage and promote improved educational enterprises, programs and services for the EVMS Health Professions Programs.

**ARTICLE II
AUTHORITY OF THE ASSOCIATION**

SECTION 1: Under EVMS Authority - The Association shall operate under the authority of EVMS through the Office of Alumni Relations. The Association shall be recognized as the parent organization of any chapter. Chapters are any group established under the authority of the Association and may include, but are not limited to, regional and local alumni clubs and special interest alumni associations.

SECTION 2: Incorporation and Tax Status - Neither the Association nor any of its chapters shall seek or may be granted separate incorporation status or separate tax-exempt status.

**ARTICLE III
MEMBERSHIP**

SECTION 1: Membership - Membership is open to any graduate of EVMS’ Health Professions Programs and/or graduate of a shared degree/certificate health profession program sponsored by EVMS (“General Members”)

SECTION 2: Dues - Dues will not be collected from members.

**ARTICLE IV
BOARD OF TRUSTEES**

SECTION 1: General Powers & Duties - The Association shall be managed by the Board of Trustees (the “Board”) whose primary responsibility shall be to represent the Association, establish policies and procedures to govern the Association and its chapters, and to ensure the timely and effective functioning of the Association.

SECTION 2: Trustees; Number - The Board shall consist of not less than ten nor more than fifteen Trustees, as shall be fixed by resolution of the Board from time to time. Trustees need not be residents of the Commonwealth of Virginia. The Board shall include the Officers of the Association, the President of each Health Professions Academic Program, and up to six members at large (“At Large Trustees”).

SECTION 3: At Large Trustees

A. One-half of the At Large Trustees shall be elected on alternate years.

B. At Large Trustees shall hold office for a term of two years, and there shall be no limit on the number of non-consecutive terms that may be served. Unless having resigned or been removed, each At Large Trustee shall hold office until his successor has been duly elected and has taken office.

C. The Nominating Committee will issue a call for nominations to the General Members for At Large Trustees vacancies no later than sixty days prior to the Annual Meeting. Any potential nominee must submit 1) a biography or curriculum vitae of the nominee; 2) the signed consent or other confirmation by the nominee to enter the election; and 3) a statement of why the nominee desires to serve on the Board. The Nominating Committee will submit the list of candidates who supplied the above information for approval to the Board. Thereafter and no less than 30 days prior to the Annual Meeting, the Nominating Committee will announce the slate of At Large Trustee nominations to the General Members, along with a biography/ curriculum vitae of each nominee on the Association Website.

D. General Members shall be entitled to vote for the vacant At Large Trustees either in person at the annual meeting or prior to the Annual Meeting on the Association Website. Each General Member shall be entitled to cast one vote. The results of the election shall be announced at the Annual Meeting and the newly elected Trustees shall assume office on the first regular meeting of the Board following the Annual Meeting.

E. If in any election for At Large Trustees, the number of vacancies for At Large Trustees equals the number of nominees, the nominees shall be deemed automatically elected effective the date of the Annual Meeting of the Association and will assume office on the first regular meeting of the Board following the Annual Meeting.

SECTION 4: Regular Board Meetings - There shall be regular, quarterly meetings of the Board at a day and time to be determined by the President with at least ten (10) days' prior written notice via regular or electronic mail of the meeting and the proposed agenda, to be mailed to each Trustee.

SECTION 5: Special Meetings - Special meetings of the Board may be called at the request of the President or upon written request of not less than a majority of the then serving Trustees. The persons authorized to call special meetings may fix the time and place for said meeting with at least five (5) days' prior written notice via regular or electronic mail specifying the purpose of the special meeting to each Board member.

SECTION 6: Attendance - Trustees will be required to attend a minimum of two meetings a year.

SECTION 7: Quorum - At all meetings of the Board, one-third of the Trustees shall constitute a quorum for the purpose of transacting business, but any number less than a quorum at a meeting may adjourn the meeting from time to time until a quorum is present.

SECTION 8: Majority - With the exception of changes to the By-Laws, the act of a majority of the Trustees present at a meeting in which a quorum is present, shall be the act of the Board.

SECTION 9: Resignation, Removal of Trustees - Notice of resignation by any Trustee shall be made in writing or electronic mail to the Board. If any Trustee fails to fulfill his/her duties, he/she may be removed from the Board at any time with a majority vote of the Board. Vacancies on the Board may be filled by the President, with the approval of the remaining Trustees at any meeting, to serve the unexpired term(s).

SECTION 10: Compensation - Trustees shall not receive any salaries or compensation for their services on the Board.

ARTICLE V
OFFICERS OF THE ASSOCIATION

SECTION 1: Officers & Duties of Officers - The Officers of the Association shall be:

A. President. The President shall supervise the affairs of the Association under the direction of the Board. The President shall:

- i. Serve as chairperson of the Executive Committee, and may serve as an ex-officio member of any committees of the Association;
- ii. Preside at all meetings of the Board and the Association and will be the principle representative of and spokesperson for the Association;
- iii. Appoint a Nominating Committee and any ad hoc committee(s) as needed; and
- iv. Be present at and participate in official functions of EVMS, including Graduation Banquets and Graduation Day.

B. President-Elect. A General Member, once elected by the Association for the position of President, shall first serve a term as President-Elect, which term shall become effective upon the current President-Elect taking office as President. The President Elect shall:

- i. Serve as Vice Chairperson of the Executive Committee;
- ii. In the absence of the President, shall preside and perform all of the duties of the President; and
- iii. In the event of the President's resignation, removal, or death, the President-Elect shall succeed to that office for the remaining unexpired term of such President, in addition to the term of President for which the President-Elect was selected.

C. Past President. The Past President shall be the most recent President to have served to the end of his or her term. The Past President shall serve on, and act as Chairperson of, the Nominating Committee.

D. Executive Director. The EVMS Director of Alumni Relations shall serve as the Executive Director of the Association, concurrent with his or her employment as Director of Alumni Relations, and can neither be appointed nor removed by the Board. Should the position of Director of Alumni Relations be vacant, the Vice President for External Affairs may appoint an individual to serve as Interim Executive Director until the vacancy is filled. The Executive Director shall, at a minimum:

- i. Be the chief administrative officer of the Association and will manage, coordinate and oversee the day to day functions of the Association.
- ii. Set the agenda for meetings of the Board with input from the President.
- iii. Attend all meetings of the Board and will serve as an ex-officio member of the Board, all committees of the Association, and Executive Committee, without voting privileges and shall not constitute a part of the quorum.

SECTION 2: Nomination and Election of President

A. With the exception of the first year of the Association's existence, the Nominating Committee will issue a call for presidential candidate nominations to the General Members no later than the last meeting of a sitting President's elected term and which shall be no less two years prior to the when the presidential candidate will take office. Any potential nominee must submit 1) a biography or curriculum vitae of the nominee; 2) the signed consent or other confirmation of the nominee to enter the election; and 3) a statement of why the nominee desires to serve as President. The Nominating Committee will submit the list of candidates who supplied the above information for approval to the Board. Thereafter and no less than 30 days prior to the Annual Meeting, the Nominating Committee will announce the slate of Presidential nominees to the General Members, along with a biography/ curriculum vitae of each nominee on the Association Website.

B. General Members shall be entitled to vote for President either in person at the annual meeting or prior to the Annual Meeting on the Association Website. Each General Member shall be entitled to cast one vote. The results of the election shall be announced at the Annual Meeting and the newly elected President shall assume the position of President-Elect effective as of the date the then current President-Elect takes office as President.

C. If in any election for President, there is only one nominee, that nominee shall be deemed unopposed and automatically elected effective the date of the Annual Meeting of the Association and shall assume the position of President-Elect effective as of the date the then current President-Elect takes office as President

SECTION 3: Terms of Office

A. Except as otherwise provided herein, Officers shall serve two-year terms with each term to commence on the first regular Board meeting date after the Annual Meeting of the Association. There shall be no limit on the number of non-consecutive terms that an Officer may serve.

B. Unless removed, each officer shall hold office until his successor has been duly elected and/or has taken office.

SECTION 4: Resignation and Removal of an Officer – Unless otherwise stated herein, if any Officer fails to fulfill the responsibilities of that office, he/she may be removed from office at any time by a majority vote of the Board. With the exception of the President, a vacant unexpired term may be filled by an Interim Officer who shall be nominated by the Nominating Committee and subsequently elected by a two-thirds vote of the Board. Such Interim Officer will serve until such time as the requisite elections can be held to fill the vacant office.

ARTICLE VI EX-OFFICIO MEMBERS

The EVMS Vice Provost for Planning and Health Professions shall serve as ex-officio member of the Board and Executive Committee and shall not have a vote in Board matters.

ARTICLE VII ANNUAL MEETING

The Association shall hold the annual meeting of the Association (“Annual Meeting”), at such time and place as selected by Board with at least fifteen (15) days’ prior written notice, via regular or electronic mail, of the meeting and the proposed agenda to be mailed to each General Member and Trustees. The election of At Large Trustees and the President shall be concluded and announced at the Annual Meeting. One of the regular meetings of the Board will also be in conjunction with the Annual Meeting.

ARTICLE VIII COMMITTEES

SECTION 1: The Nominating Committee

A. There shall be a Nominating Committee composed of three members: 1) the Past President; 2) a non-officer member of the Board; and 3) a General Member who is not a Board member. In the absence of a Past President, the President will act as Chairperson of the Nominating Committee. The second and third members shall be appointed by the President. It shall be the duty of the Nominating Committee to call for nominees for At Large Trustees vacancies and the position of President.

B. In the Association’s first year of existence, the original members of the Alumni Steering Committee will act as the Interim Nominating Committee (the “INC”) as follows:

- i. The INC will call for nominees for At Large Trustees, the 2008-2010 President and the 2010-2012 President (who, upon election, shall be the President-Elect) no less than sixty days prior to the Annual Meeting. Any

potential nominee must submit 1) a biography or curriculum vitae of the nominee; 2) the signed consent or other confirmation of the nominee to enter the election; and 3) a statement of why the nominee desires to serve as an At Large Trustee or President. The INC will submit the list of candidates who supplied the above information for approval to the Board. Thereafter and no less than 30 days prior to the Annual Meeting, the INC will announce the slate of At Large Trustees and Presidential nominees to the General Members, along with a biography/ curriculum vitae of each nominee on the Association Website.

- ii. General Members shall be entitled to vote for At Large Trustees and the President either in person at the annual meeting or prior to the Annual Meeting on the Association Website. Each General Member shall be entitled to cast one vote. The results of the election shall be announced at the Annual Meeting and the newly elected At Large Trustees and the 2008-2010 President shall assume their respective office effective the date of the Annual Meeting. The 2010-2012 President shall assume the office of President-Elect effective the date of the Annual Meeting.

SECTION 2: Executive Committee – The Executive Committee shall be composed of the Officers of the Association. The Executive Committee shall meet at the call of the President and have the authority to act on matters between regular meetings of the Board with such action to be reported to the Board at the next regular Board meeting. The President may call an Executive Committee meeting with two (2) days’ prior written notice. The agenda is to be sent to all Trustees of the Board and minutes of the Executive Committee meetings shall be distributed at the next regular meeting of the Board.

SECTION 3: Ad Hoc Committees - The President shall appoint, with the approval of the Board, any additional standing and ad hoc committees that the Board deems appropriate and shall meet as deemed necessary by the chair of the committee. When a new committee is appointed, the duties and objectives of said committee shall be created by the Board.

ARTICLE IX ROBERTS RULE OF ORDER

The rules contained in the current edition of Robert’s Rule of Order Newly Revised shall govern in all cases to which they are applicable and to such end that they are not inconsistent with these By-Laws or any special rules of order that may be adopted by the Association or the Board.

ARTICLE X AMENDMENTS TO BYLAWS

In order for these By-Laws to be repealed, revised, or amended, in whole or in part, at least 50% of the Board must be present to constitute a quorum. For any Bylaws changes, a minimum two-thirds vote of those Board members present is required, provided that the amendment has been

submitted to the Board members in writing via regular or electronic mail at least ten (10) days prior to the meeting.