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NORTH CAROLINA MEDICAL SOCIETY ALLIANCE
BYLAWS (Effective May 19, 2021)

ARTICLE I – NAME

The name of the corporation shall be the North Carolina Medical Society Alliance.\(^1\)

ARTICLE II – OBJECTIVES

Subject to the limitation set forth in the Articles of Incorporation and Internal Revenue Code Section 501(c)(3) or any successor section, the objectives of the corporation shall include, but shall not be limited to, the following:

- to improve the health and quality of life for the people of North Carolina;
- to assist component alliances with their programs and projects;
- to make grants for charitable or educational health-related projects and programs;
- to solicit and administer gifts and grants that promote good health and health education;
- to collaborate with the North Carolina Medical Society\(^2\) in serving the health care needs of the people of North Carolina.

ARTICLE III - STRUCTURE

Section 1. National Affiliation

The State Alliance shall be an affiliate of the American Medical Association Alliance\(^3\) and is composed of component alliances.

Section 2. Tax Status

The State Alliance shall be a tax-exempt 501(c)(3) organization.

Section 3. Component Alliances

A. Requirements

A component alliance shall consist of at least three members of physician or medical student couples, present or former, where at least one member of each couple is a physician or medical student who is or was eligible to be a member of the NCMS; or individual physicians or medical students who are eligible to be members of the NCMS; and who pay unified dues, who adopt bylaws approved by the Executive Committee of the State Alliance, and who have regular meetings. Alliances shall be chartered as components to constituent medical societies or in association with a training program or medical school approved by an appropriate accrediting agency except where no constituent medical societies, training programs or medical schools exist or the medical society is inactive. Other groups of spouses of physicians or physicians-in-training may organize alliances not based on a constituent medical society if approved by a two-thirds vote at the Annual Meeting.

B. Tax Status

Component alliances that qualify may obtain tax-exempt status as components of the State Alliance.

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\(^1\) hereinafter referred to as State Alliance
\(^2\) hereinafter referred to as NCMS
\(^3\) hereinafter referred to as the National Alliance
ARTICLE IV – MEMBERSHIP

Section 1. Categories, Rights and Privileges
The categories of membership shall be:

A. Regular:
   1. A regular member shall be any member of a physician or medical student couple, present or former, at least one of whom is a physician or medical student who is or was eligible to be a member of the NCMS; or an individual physician or medical student who is eligible to be a member of the NCMS.
   2. Regular members shall have all rights and privileges of the NCMS Alliance as determined by the Board of Directors.

B. Thirty-Year and Fifty-Year Members
   1. A thirty-year member and fifty-year member are regular members who have paid State Alliance dues for thirty years or fifty years, consecutive or not. They shall receive special recognition at the annual meeting.
   2. A thirty-year member and fifty-year member shall pay dues and shall be entitled to all the privileges of a regular member.

C. Honorary
   1. An honorary member is a member or non-member who is elected to honorary membership by a majority vote at the Annual Meeting provided there is prior approval by the Board of Directors. To be nominated for honorary membership, a person must have rendered long and distinguished service in the work of the State Alliance. The Board of Directors or a component alliance may submit nominations for honorary membership.
   2. An honorary member shall be entitled to such privileges in the State Alliance as are awarded in each case by the Board of Directors and shall be exempt from payment of state dues.
   3. Any honorary member who is eligible to be a regular member shall be entitled to all the privileges of a regular member. An honorary member who is not also eligible to be a regular member shall not be eligible to vote or hold office on the state level but shall be entitled to serve on committees and shall be exempt from payment of state dues.

D. Friends and Family of the NCMS Alliance
   1. A Friends and Family member of the NCMS Alliance may be nominated by the Board of Directors of the county Alliance in which they live.
   2. The NCMS Alliance Board of Directors may nominate a person as a Friends and Family member of the NCMS Alliance.
   3. A Friends and Family member of the NCMS Alliance shall not be eligible to vote at the Annual Meeting, nor serve as an officer of the NCMS Alliance, but shall be entitled to serve on committees and shall have all other rights and responsibilities accorded to membership. A Friends and Family member shall pay regular dues.
   4. Nominations for a Friends and Family membership shall be submitted to the Membership Development Committee. The Board of Directors of the NCMS Alliance shall determine the eligibility of each person nominated for membership. A Friends and Family membership of the NCMS Alliance shall expire at the end of the fiscal year and may be renewed annually.

Section 2. Dues
Annual membership dues shall be determined at the Annual Meeting. Dues must be paid in accordance with instructions from the Treasurer.
ARTICLE V - ANNUAL MEETING

Section 1. Definition
The NCMS Alliance shall hold an annual meeting of the membership to conduct the business of the corporation. To qualify as a voting member, a person shall be a regular member of the State Alliance.

Section 2. Meeting
The Annual Meeting shall be held annually at such time and place as determined by the Executive Committee.

Section 3. Duties
Voting members at the Annual Meeting shall receive reports, elect officers and directors for the corporation, elect the Board Development Committee and approve the budget for the new fiscal year. All regular members of the State Alliance may vote as part of the Annual Meeting.

Section 4. Voting
A. Quorum
One-third of the registered voting members of the State Alliance shall constitute a quorum for any Annual Meeting.
B. Proxy voting shall not be permitted.

Section 5. Resolutions
Resolutions pertaining to organizational and health-related issues may be brought to the Annual Meeting for action, provided that the resolutions are received in the State Alliance office sixty days prior to the Annual Meeting in the year they are to be considered for action. The Board of Directors, State Alliance standing committees, or component alliances may submit resolutions.

ARTICLE VI - OFFICERS

Section 1. Elected Officers
A. The officers of the State Alliance shall be President, President-elect, Immediate Past President, Secretary, Treasurer, Vice-President of Membership Development, Vice-President for Resource Development and Vice-President for Program Development.
B. No individual shall hold more than one office concurrently.

Section 2. Assumption of Duties
The officers shall assume the duties of their respective offices at the close of the Annual Meeting and shall continue in office until their successors are duly elected and installed.

Section 3. Terms of Office
A. The President and President-elect shall be elected to serve in these offices for a term of one year or until their successors are duly elected. The President-elect shall enter the class of directors elected at the same Annual Meeting and assume the office of President the following year.
B. The Secretary, Treasurer and Vice-Presidents are elected to serve for a term of one year or until their successors are duly elected. They may be reelected for two additional consecutive terms.

Section 4. Eligibility for Office
A. The President and President-elect shall be regular members of the State Alliance and members of the National Alliance.
B. All other officers shall be regular members of the State Alliance and are encouraged to be members of the National Alliance.

C. In order to be eligible for the office of President-elect, a member must have served at least one year on the State Alliance Board of Directors and as a component alliance president or served at least two years on the State Alliance Board of Directors.

D. All other officers must have served as an officer for a component alliance, either in North Carolina or another state, or have served on a State Alliance Committee.

Section 5. Duties

A. The President shall:
   1. Serve as chief executive officer of the State Alliance.
   2. Serve as chair of the Personnel Committee.
   3. Preside at meetings of the Executive Committee, Board of Directors, Personnel Committee, and Annual Meeting.
   4. Appoint individuals or committees for special activities as needed or as directed by the Board of Directors or at the Annual Meeting.
   5. Serve as an ex officio member of all committees except the Board Development Committee.
   6. Perform such other duties as defined in State Alliance bylaws and policies.

B. The President-elect shall:
   1. Preside at all meetings in the absence of the President.
   2. Serve as the chair of the Administrative Committee.
   3. Serve as an ex-officio member of all committees except the Board Development Committee.
   4. Perform such other duties as defined in State Alliance bylaws and policies.

C. The Immediate Past President shall:
   1. Serve as a liaison with the Past Presidents.
   2. Serve as chair of the Board Development Committee.
   3. Perform such other duties as defined in State Alliance bylaws and policies.

D. The Secretary shall:
   1. Maintain a record of the proceedings of all meetings of the Annual Meeting, Board of Directors and Executive Committee.
   2. Serve as the chair of the Bylaws Committee.
   3. Perform such other duties as defined in State Alliance bylaws and policies.

E. The Treasurer shall:
   1. Serve as the chief financial officer of the State Alliance.
   2. Serve as chair of the Finance Committee.
   3. Provide financial oversight of personnel employed by the State Alliance, in order to ensure full and accurate accounts of receipts, disbursements, and investments of the funds of the State Alliance.
   4. Prepare and present the annual budget and other financial reports to the Board of Directors and at the Annual Meeting.
   5. Ensure the submission of accounts to a certified public accountant as designated by the Board of Directors for an annual review or audit as defined in the State Alliance bylaws and policies.
   6. Perform such other duties as defined in State Alliance bylaws and policies.

F. The Vice-President for Resource Development shall:
   2. Oversee the development of resources and financial support.
   3. Appoint directors to implement specific projects targeting the development of resources in consultation with the President.
   4. Assist component Alliances with resource development projects.
5. Perform such other duties as defined in State Alliance bylaws and policies.

G. The Vice-President for Program Development shall:
   1. Serve as chair of the Program Development Committee.
   2. Oversee the development of programs such as health initiatives, legislative advocacy, and other programs that fulfill the mission of the State Alliance.
   3. Appoint directors to implement specific projects targeting the development of programs in consultation with the President.
   4. Assist component Alliances with program development projects.
   5. Perform such other duties as defined in State Alliance bylaws and policies.

J. The Vice-President for Membership Development shall:
   1. Serve as chair of the Membership Development Committee.
   2. Oversee membership and communications.
   3. Appoint directors to implement specific projects targeting membership and communication in consultation with the President.
   4. Perform such other duties as defined in State Alliance bylaws and policies.

ARTICLE VII – NOMINATIONS, ELECTIONS, AND VACANCIES

Section 1. Board Development Committee
   A. Composition
      The Board Development Committee shall be composed of at least five (5) members, including two (2) current directors and two (2) current non-directors at the time of the election, and the Outgoing President, who shall serve as chair.
   B. Term of Office
      Members of the Board Development Committee shall serve from the close of the Annual Meeting at which they are elected to the close of the next Annual Meeting.
   C. Election of Committee
      1. State Alliance members shall nominate eligible individuals to serve on the Board Development Committee. After receiving the consent of the nominees, members shall submit nominations in writing to the State Alliance office at least forty-five days prior to the Annual Meeting.
      2. Nominations shall be permitted from the floor of the Annual Meeting provided there is prior consent from any persons so nominated.
      3. The Board Development Committee shall be elected at the Annual Meeting by ballot and a plurality vote shall elect.
   D. Responsibilities
      1. The Board Development Committee shall nominate eligible candidates for officers and directors.
      2. The committee shall reach agreement before asking anyone to serve and shall obtain the consent of all nominees before submitting their names as part of the slate. Agreement may be reached by mail, telephone, or electronic means.

Section 2. Election of Officers and Directors
   A. The chair of the Board Development Committee shall submit the slate of officer and director nominees to the President and the President-elect as soon as it is completed and shall publish the slate prior to the election.
   B. Nomination of eligible members for officer and director positions shall be permitted from the floor of the Annual Meeting providing there is prior consent from any members so nominated.
   C. The election shall be held during the Annual Meeting by ballot and a plurality vote shall elect.
Section 3. Vacancies
   A. President
      If the President is unable to serve, the President-elect shall become President immediately and shall serve for the remainder of the term. If such time is less than nine months, the person shall also serve as President for the term to which the person was duly elected. If the President-elect succeeds to the office of President more than nine months before the beginning of the person’s normally elected term of office, the person shall serve this term only, and a new President and President-elect shall be elected at the Annual Meeting.
   B. Other Officers
      1. If the office of President-elect becomes vacant, the Executive Committee shall fill the office.
      2. If there is a vacancy in the office of both President and President-elect, the Immediate Past President shall act as President until the next Annual Meeting. The Board Development Committee shall nominate, and the voting members at the Annual Meeting shall elect eligible members to serve as President and President-elect in accordance with the bylaws.
      3. The Executive Committee shall fill a vacancy occurring in any other office or a vacancy due to the failure of the above process.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Number, Tenure and Qualifications
   A. Number
      The Board of Directors shall be divided into three staggered classes and consist of at least nine (9) but no more than fifteen (15) members including the elected officers.
   B. Tenure
      Directors elected to the board shall serve for a term of two (2) years, beginning with the installation at the Annual Meeting. A Director may serve only three (3) consecutive terms, and after one (1) year leave of absence, is eligible for election.
   C. Qualifications
      Candidates for the Board of Directors shall be members who offer talents, expertise and abilities that represent the mission and objectives of the State Alliance.

Section 2. General Powers
The Board of Directors shall manage the property, affairs, and business of the corporation.

Section 3. Duties
   A. The Board of Directors shall review the strategic plan annually and revise as necessary.
   B. Board members are expected to attend all board, committee, and state meetings and submit reports as requested by the President.
   C. Board members shall serve on at least one standing committee.

Section 4. Quorum
A quorum shall be a simple majority of the members of the Board of Directors.

Section 5. Meetings
   A. The Board of Directors shall meet quarterly at such time and place as determined by the President.
   B. Special meetings of the Board of Directors may be called by the President or at the request of three or more members of the Board of Directors.
   C. The person(s) authorized to call meetings of the Board may fix any place within the State of North Carolina or electronic means as the venue.
Section 6. Notice of Meetings
Notice of each regular meeting of the Board of Directors shall be given at least thirty days prior thereto. Notice of any special meetings of the Board of Directors shall be given at least five days prior thereto. All notices shall be delivered in accordance with the State Alliance bylaws.

Section 7. Voting
Except as otherwise expressly provided by statute, by Charter of the corporation, or by State Alliance bylaws and policies, the action of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors. Proxy voting shall not be permitted.

Section 8. Resignation
Any member of the Board of Directors may resign by giving notice thereof in writing to the President or Secretary of the corporation. Such resignation shall take effect at the time specified by the President or Secretary, unless it shall be necessary to accept such resignation by its terms before it becomes effective, in which event the resignation shall take effect upon its acceptance by the Board of Directors.

Section 9. Removal
Any member of the Board of Directors may be removed from office for just cause by a two-thirds vote of the full Board of Directors. The member is entitled to a hearing at a meeting of the Board of Directors to determine just cause.

Section 10. Vacancies
If a vacancy occurs in a director position, the Board of Directors, by majority vote shall elect an eligible member of the State Alliance to serve the unexpired portion of the term.

ARTICLE IX - EXECUTIVE COMMITTEE

Section 1. Composition
The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer, and Immediate Past President.

Section 2. Duties
The Executive Committee shall perform the duties of the Board of Directors between meetings of the Board, make recommendations to the Board of Directors; act in the event of an emergency; and report committee actions to the Board of Directors for ratification.

Section 3. Meetings
The Executive Committee shall meet upon call of the President or by written request of three members of the Executive Committee.

Section 4. Quorum
A quorum shall be a simple majority of the members of the Executive Committee.

Section 5. Voting
A. The vote of the Executive Committee may be taken by mail, telephone, or electronic means.
   B. Proxy voting shall not be permitted.
ARTICLE X - COMMITTEES

Section 1. Establishment
A. Standing Committees
   Standing committees may be established or abolished through an amendment to the bylaws as needed to promote the work of the State Alliance and support the policies and activities of the National Alliance. Unless specified by the bylaws, chairs of standing committees shall be responsible for selecting their own committee members in consultation with the President except as specified by the State Alliance bylaws and as appointed by the President. Standing committee members shall include both non-directors and directors.

B. Subcommittees
   Subcommittees to a standing committee may be established or abolished by the Board of Directors as needed to promote the work of the State Alliance and support the policies and activities of the National Alliance. Unless specified by the bylaws, chairs of subcommittees shall be appointed by the standing committee chair in consultation with the President and approved by the Board of Directors. Subcommittee chairs shall be responsible for selecting their own committee members in consultation with the President except as specified by the State Alliance bylaws and as appointed by the President. Subcommittee chairs and members may be non-directors or directors.

C. Special Committees
   Special committees may be established by the President or Board of Directors to address a specific issue or project. Unless specified by the bylaws, chairs of special committees shall be appointed by the President and approved by the Board of Directors. Special committee members may be non-directors or directors and may be selected by the chair. A special committee automatically ceases to exist when its task is completed.

Section 2. Standing Committees
A. Administrative Committee shall:
   1. Be composed of at least one (1) director and the President-Elect, who shall serve as the chair.
   2. Work with the President, Vice President for Program Development and staff in planning and implementing State Alliance meetings.
   3. Work with staff on the operations and needs of the State Alliance office.

B. Board Development Committee shall:
   1. Be composed of two (2) directors and two (2) non-directors and the Immediate Past President, who shall serve as the chair.
   2. Oversee the nomination of eligible candidates for officer and director positions.

C. Bylaws Committee shall:
   1. Be composed of the President-Elect, at least one (1) director and the Secretary, who shall serve as the chair.
   2. Review and update the bylaws and present any changes to the Board of Directors and at the Annual Meeting for approval.

D. Communications Committee shall:
   1. Be composed of the Tandem Editor, Vice President for Membership Development, and at least one (1) additional director, one of whom shall serve as chair.
   2. Utilize timely and effective strategies to communicate with members and optimize our external communications to attract new members.

E. Executive Committee shall:
   1. Be composed of the President-Elect, Immediate Past President, Secretary, Treasurer and President, who shall serve as chair.
   2. Publicize awards criteria, select awards recipients, and plan awards presentations.
3. Review grant requests and make recommendations to the Board of Directors for awarding grants.
4. Authorize the disbursement of grants per State Alliance policies between meetings of the Board of Directors.
5. Set the philosophy and direction of official state publications.

F. Finance Committee shall:
1. Be composed of the President; President-elect; Immediate Past President; Treasurer, who shall serve as chair; and at least one (1) additional member of the State Alliance appointed by the President.
2. Meet at least quarterly to review the finances of the State Alliance and act in an advisory capacity to the Board of Directors in all transactions involving State Alliance funds, including oversight of investments.
3. Approve expenditures of State Alliance funds related to proposed new projects.
4. Assist in the preparation of the budget.

G. Personnel Committee shall:
1. Be composed of the President-Elect, Immediate Past President and President, who shall serve as the chair.
2. Make recommendations to the Board of Directors of the terms of employment and/or termination of personnel employed by the State Alliance or, if contracted services are used in lieu of employees, shall make recommendations regarding scope of work and evaluation of the performance of contracted service workers.
3. Coordinate the activities of all personnel employed by the State Alliance, or if contracted services are used, shall evaluate and recommend changes in the scope of work used by contracted service providers.
4. Perform and/or review, at least annually, evaluations of personnel employed by the State Alliance, or, if contracted services are used, provide an evaluation of the performance of contracted service providers at least annually.
5. Provide written job descriptions of personnel employed by the State Alliance for approval by the Board of Directors.

H. Program Development Committee shall:
1. Be composed of at least one (1) director and the Vice President for Program Development, who shall serve as chair.
2. Research, develop, implement, and evaluate health projects and programs for the State Alliance.
3. Be responsible for statewide educational symposia.
4. Serve as a resource to component alliances for health project ideas and materials.
5. Educate the membership on legislative issues pertaining to community health, health care, and the practice of medicine.

I. Resource Development Committee shall:
1. Be composed of at least one (1) director and the Vice President for Resource Development, who shall serve as chair.
2. Study funding sources, make recommendations to the Board of Directors for funding opportunities, develop promotional materials suitable for soliciting contributions, and develop and conduct appropriate fund-raising.
3. Work with the President and staff to publicize programs and projects of the State Alliance.

J. Membership Development Committee shall:
1. Be composed of at least one (1) director and the Vice President for Membership Development, who shall serve as chair.
2. Direct a membership campaign as part of the ongoing recruitment and retention of members.
3. Work with the President and staff to encourage membership and projects of the State Alliance.
Section 3. Meetings
Standing committees shall meet once quarterly or more frequently if necessary, to carry out the committee duties and responsibilities. Subcommittees shall meet as needed. Standing committees and subcommittees shall meet at such time and place as determined by the chair.

Section 4. Special Appointments and Liaison Positions
The President, with the approval of the Board of Directors, may appoint representatives to other organizations with which the State Alliance maintains a liaison.

ARTICLE XI - PUBLICATIONS

The State Alliance shall issue an official publication for the membership and other publications authorized by the Board of Directors.

ARTICLE XII - HEADQUARTERS

Section 1. Location
The corporation shall have and continuously maintain a registered office and a registered agent whose office is identical with such registered office and may have such other offices within the State of North Carolina as determined by the Board of Directors.

Section 2. Executive Director
An Executive Director shall be engaged by the Board of Directors and shall:
A. Be responsible to the Board of Directors for adherence to established policies and directives.
B. Report to the Board of Directors to keep them informed on the conditions and operations of the State Alliance.
C. Supervise additional personnel employed by the State Alliance.
D. Perform duties as outlined in a job description approved by the Board of Directors.
E. If the Executive Director is provided through a third-party contracted arrangement as a substitute for items A. through D. above, the contracted Executive Director shall fulfill all obligations outlined in the scope of work and contract between the State Alliance and the contracted provider.

ARTICLE XIII - CONTRACTS, DEPOSITS, AND FUNDS

Section 1. Contracts
Except as otherwise provided in State Alliance bylaws and policies, the Board of Directors may authorize any officer or officers, agent, or agents to enter into any contract or to execute or deliver any instruments on behalf of the State Alliance, and such authority may be general or confined to specific instances.

Section 2. Deposits
All funds of the State Alliance shall be deposited to the credit of the State Alliance in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent, or agents of the State Alliance to whom such power may be given by the Board of Directors.
Section 3. Checks and Drafts
All notes, drafts, acceptances, checks and endorsements, or other evidence of indebtedness shall be signed by the President, Treasurer, or Executive Director, or in such other manner as the Board of Directors may determine.

Section 4. Gifts
The Board of Directors may accept on behalf of the State Alliance any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the State Alliance.

Section 5. Funds
A. The endowed funds of the State Alliance consist of the unrestricted Health Education Opportunity Fund and the restricted Anne Holmes Hubbard Memorial Lectureship Endowment Fund.
B. Other named or restricted funds may be established as requested and desired with the approval of the Board of Directors. A Memorandum of Understanding shall be provided to the contributor at the time of establishment of a named fund or restricted fund in accordance with State Alliance policies.
C. The Program Development Committee of the State Alliance, as well as component alliances, may request grants for health projects from established funds. Charitable 501(c)(3) organizations outside the State Alliance may also request funds for appropriate health projects. Priority for grants shall be given to alliance projects.

ARTICLE XIV - GENERAL PROVISIONS

Section 1. Corporate Seal
The corporate seal shall be in such form as shall be approved by the Board of Directors.

Section 2. Fiscal Year
The fiscal year of the State Alliance shall be established by the Board of Directors.

Section 3. Notice
Whenever notice is required to be given for any purpose under these bylaws, it shall be sufficient that notice has been transmitted by any means, including, but not limited to electronic mail or facsimile transmission. Unless otherwise stated, a recipient shall be deemed to have agreed to notice in any manner for which the number or address for receiving such notice has been provided to the alliance for receipt of messages or notices.

Section 4. Waiver of Notice
Whenever any notice whatever is required to be given under the provisions of the Non-Profit Corporation Act of the State of North Carolina or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Compensation
No part of the net earnings of the organization shall inure to the benefit of its members, directors, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax-exempt purposes of the organization.
Section 6. Amendment to bylaws
These bylaws may be amended at the Annual Meeting by a majority vote, provided the Board of Directors has previously approved the proposed changes and that (1) notice has been given at a previous meeting, or (2) thirty days’ notice has been given either in the State Alliance's official publication or in written communication to the membership.

Section 7. Nonmaterial Changes to the Bylaws
The Bylaws Committee shall be authorized to correct punctuation, grammar, spelling, article and section designations, and to make such other nonmaterial changes as needed. These changes shall not alter the intent nor the meaning of the Bylaws. Notice of changes made under this authority shall be communicated in writing or electronically to the Board of Directors.

Section 8. Parliamentary Authority
The most current edition of Robert's Rules of Order-Newly Revised shall be the parliamentary authority for the State Alliance.

Section 9. Indemnification
To the extent permitted by law, members of the Board of Directors and staff member(s) designated by the Executive Committee shall be indemnified by the State Alliance against reasonable expenses, including attorney's fees, settlement and judgment costs necessarily incurred by them in defense of any action, suit or proceeding instituted against each member of the Board of Directors or designated staff member(s) or to which they may be made a party defendant by reason of their being or having been a member of the Board of Directors or designated staff member(s) of the State Alliance.

Section 10. Disposition of Assets
No person shall possess any property right in or to the property or assets of this organization. Upon dissolution of the organization and after all obligations are satisfied, all assets shall be distributed such that priority is given to charitable organizations or foundations currently supported by the State Alliance which are exempt as organizations described in section 501(c)(3) of the Internal Revenue Code.