



**WAYNE STATE**  
**School of Medicine**

**BYLAWS**

*THE WAYNE STATE UNIVERSITY*  
*SCHOOL OF MEDICINE*  
*ALUMNI ASSOCIATION*

*Approved February 3, 2021*

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THE WAYNE STATE UNIVERSITY  
SCHOOL OF MEDICINE ALUMNI ASSOCIATION

**Article I**

Name

The name of the Corporation is the Wayne State University School of Medicine Alumni Association, referred to in this document hereafter as the Association.

**Article II**

Mission and Vision

II.1 The mission of the Association is to support the advancement of the WSU School of Medicine by developing, fostering and maintaining sound relationships and lifelong involvement between alumni and the School of Medicine.

This mission is achieved through an organization that provides a variety of services, benefits, programs and communications that foster awareness, generate pride and encourage involvement among alumni, students and the School of Medicine community at large.

II.2 The vision of the Association is to create and sustain a strong, collaborative relationship with the Wayne State University School of Medicine and its alumni.

**Article III**

Non-Stock Non-Profit Corporation

III.1 This Corporation shall be a non-stock corporation without pecuniary profit.

III.2 The Association's principal office is the Office of Alumni Affairs at the Wayne State University School of Medicine.

## **Article IV**

### **Fiscal Year**

The fiscal year of the Association shall begin the 1<sup>st</sup> day of October and end the 30<sup>th</sup> day of September. The fiscal year coincides with Wayne State University's fiscal year. Should WSU change its fiscal year, the Association's fiscal year will adjust accordingly.

## **Article V**

### **Membership**

- V.1 All graduates of a recognized program of the WSU School of Medicine (M.D., Ph.D., Res., Fel., MS/MA) are eligible for membership into the Association.
- V.2 The membership of the Association shall be classified as follows:
  - A. Active Members – those who are current in their annual dues payment.
  - B. Life Members – those who have paid life membership dues.
  - C. Emeritus Members – those who have reached their 50th anniversary of graduation will receive free membership and have the same privileges as Active Members.
  - D. Honorary Members – those distinguished Doctors of Medicine, or laypersons who have distinguished themselves in the allied sciences, or who have contributed significantly to the advancement of Wayne State University School of Medicine, may be elected to Honorary Membership in this Association by majority vote of the Board of Governors.
  - E. Associate Members – those graduates of any medical school, who are in good standing in the profession, or those laypersons in a profession closely aligned with medicine, and in good standing in that profession, may be elected to Associate Membership by majority vote of the Board of Governors.

Membership categories may be altered through recommendation of the Membership Committee and approval by majority vote of the Board of Governors.

- V.3 Privileges of Membership:
- A. Active and Life members shall have privileges of voting, holding office, serving on committees and serving as chairpersons of committees.
  - B. All members will be eligible for special member-only benefits.
- V.4 Dues:
- A. Annual dues cover the period from January 1 – December 31 of each year.
  - B. Dues amounts shall be determined by the Board of Governors, upon recommendation of the Membership Committee and approval by majority vote of the Board of Governors.
  - C. Any member neglecting or refusing to pay his annual dues or his special assessments after notice or demand by the Treasurer, shall be dropped from membership. A member dropped for non-payment of dues will be automatically reinstated by payment of these dues of assessments.
- V.5 Annual Meetings of the Membership
- A. The Association shall meet once a year on a date set by the Board of Governors. In the event of circumstances which make it impossible to hold an annual meeting in person, such as a pandemic, the Board of Governors may conduct the business of the annual meeting during a regularly scheduled board meeting.
  - B. At any meeting of the Association, regularly and properly called, eleven members in good standing shall constitute a quorum. Voting is by majority vote.
  - C. The Order of Business at the Annual and Special meetings shall be a function of the President of the Board of Governors.
  - D. The following must be included in the Annual Meeting: Election of Board Members and Officers, Treasurer's report, President's report and minutes of the prior Annual and/or Special meeting.

## **Article VI**

### Board of Governors

VI.1 The Management of this Association shall be vested in a Board of Governors. The actions of the Board are subject to review by the Members at the Annual Meeting.

VI.2 The Board of Governors shall be composed of:

- Officers of the Association
  - President (one-year term)
  - First Vice-President (one-year term)
  - Second Vice-President (one-year term)
  - Secretary (one-year renewable term)
  - Treasurer (one-year renewable term)
  - Honorary President (immediate past president)
  - Executive Director of the Alumni Association
  
- The immediate five Past Presidents (who serve as the Advisory Committee)
  
- Maximum of thirty-eight Board Members
  - Eighteen MD alumni (three-year term)
  - Four MD alumni (reside outside of MI – one-year renewable term)
  - Two current residents and/or fellows (one-year renewable term)
  - Four resident and/or fellow alumni (one-year renewable term)
  - Two graduate (PhD) alumni (one-year renewable term)
  - Two SOM master degree (MS or MPH) alumni – (one-year renewable term)
  - Two graduate student representatives (one-year renewable)
  - Four medical student representatives (one-year term)
  
- Honorary Members – individuals who have contributed significantly to the advancement of the Wayne State University School of Medicine may be granted honorary board member status.

VI.3 Each year, the Nominating Committee shall nominate up to 10 new MD alumni members, two graduate alumni members, four resident/fellow alumni members, two master degree alumni members and two current resident/fellow members. They may also nominate an honorary member, if a suitable candidate has been recommended. Election of the medical student representatives will be with the advice of the Associate Dean of Student Affairs. Election of graduate student members will be with the advice of the Office of Graduate and Postdoctoral Scholars. The Nominating Committee will seek to have a diverse group of nominees.

VI.4 All members will be elected by majority vote of the Active Members of the Alumni Association who are present at the Annual Meeting.

VI.5 The Director of Alumni Affairs and the Dean of the School of Medicine of Wayne State University shall be ex officio, non-voting members of the Board.

VI.6 Board member vacancies that occur between Annual Meetings shall be filled by the Board of Governors. All Past Presidents shall be ex officio members, with the exception of members of the Advisory Committee, who have full voting privileges.

VI.7 Tenure:

- A. MD alumni members shall serve one 3-year, non-renewable term.  
MD alumni members (out-of-state) shall serve up to three 1-year renewable terms.  
Current residents/fellows shall serve up to three 1-year renewable terms.  
Resident/fellow alumni members shall serve up to three 1-year renewable terms.  
Master degree alumni members shall serve up to three 1-year renewable terms.  
Graduate alumni members shall serve up to three 1-year renewable terms.  
Graduate student reps shall serve up to four 1-year renewable terms.  
Current medical students shall serve up to four 1-year terms.
  
- B. The Secretary and Treasurer shall serve up to three 1-year renewable terms and be a past or current member of the Board. All shall be Active members of the Association.
  
- C. Active members are eligible for re-election to the Board two years after the expiration of their last term. An exception will be made for board members who were elected to complete a partial term.
  
- D. In the event of unprecedented circumstances, such as a global pandemic, the Executive Committee may recommend the extension of all board terms for one year. Terms may not be extended for more than one year, and will be extended only under extraordinary circumstances. Each board member will be given the option to serve their original term, or serve their original term plus an additional year. Approval requires a majority vote of the Board.

VI.8 Duties: The Board of Governors shall carry on the current business of the Association between annual meetings, except for those functions specifically reserved to the membership. The Board shall be subject to the orders of the membership and none of its acts shall be in conflict with actions taken by the membership.

## **Article VII**

### Meetings of the Board of Governors

VII.1 The Board of Governors shall meet regularly at least four times per year on dates fixed by the President.

VII.2 A quorum shall consist of eleven members of the Board of Governors. Past Presidents who are not members of the Advisory Committee shall not be counted as part of the quorum. Under pressing circumstances the President or Secretary may poll absent members by telephone to obtain a vote.

VII.3 Voting is by majority. Members are expected to be physically present at all meeting.

VII.4 Special meetings of this Association may be called at any time by the President or the Advisory Council, or any twenty-five members in good standing of the Association.

VII.5 Notice of meetings, for regular or special meetings shall be prepared and sent electronically to each member no less than five days before any meeting; and for a special meeting, such a notice shall state the purpose of the meeting. If the member does not have a verified email address, the notice will be mailed to the last known post office address.

VIII.6 Provisions will be made for remote participation for out-of-state board members. Provisions for other members may be granted by the President or Executive Director on a case-by-case basis, however, all other board members are expected to attend board meetings in person.

VIX.7 Members who are absent without notice from two consecutive board meetings, or 50% or more of the scheduled board meetings during the fiscal year, will be notified by the board President that they are in jeopardy of being removed as a member. Members may choose to resign, be asked to resign by the President, or agree to continue serving with their renewed commitment to attend all board meetings.

## **Article VIII**

### **Election of Board of Governors and Officers**

VIII.1 A First Vice-President, Second Vice-President, Treasurer, Secretary and fourteen Governors shall be nominated by the Nominating Committee and elected each year by the Active, Emeritus, and Life Members present at the Annual Meeting.

VIII.2 The Nominating Committee shall consist of the Executive Committee and two Past Presidents.

VIII.3 One or more candidates for each office shall be nominated by the Nominating Committee at least 28 days prior to the Annual Meeting. The Board of Governors shall vote on these candidates, and upon approval, they shall be submitted in nomination to the Active, Emeritus and Life Members at the Medical Alumni Annual Meeting.

VIII.4 The election of candidates shall be by a majority vote of those present at any Annual Meeting.

VIII.5 Further nominations of qualified candidates may be made from the floor at the Annual Meeting by any Active, Emeritus and Life Members in good standing.

## **Article IX**

### **Officers and Duties**

IX.1 The Officers of this Association shall be the immediate Past President, President, First Vice-President, Second Vice-President, Secretary, and Treasurer. Officers must have received their medical degree (M.D.) from the WSU School of Medicine and are expected to attend all board meetings.

A. The Office of the Past President shall be held by the immediate Past President.

Duties: The Past President shall serve as Chair of the Advisory Council. The Advisory Council shall consist of the immediate past five Past Presidents of the Association. The President shall be an ex-officio of the Advisory Council. The Advisory Council will study and advise the Board of Governors on all matters in which their judgment and advice may be requested.

B. The President of the Association shall be the immediate First Vice-President, except in the event the First Vice-President is unwilling or unable to serve. In the case when the First Vice-President cannot succeed to the office of President, the Second Vice-President will serve, if willing and able. In the case neither can serve, the Nominating Committee will select a candidate from current or past members of the Board of Governors. The nominee will be presented to the Board of Governors for approval. If the nominee receives the majority of the votes, this result will be submitted for approval at the Medical Alumni Annual Meeting.

Duties: The President shall be an Active Member of the Association in good standing, and shall preside at the meetings of the Association, and shall serve as Chairman of the Board of Governors. The President shall have supervision of the affairs of the Association and serve as advisor to the Office of Alumni Affairs. The President shall appoint all Committees, members of committees, and chairs of committees, make reports to the Board of Governors, preside at the Annual Meeting and board meetings and perform all such duties as are incident to this office. The President is a voting member of all committees and serves as chair of the Awards, Nominating and Executive Committees.

C. The First Vice-President shall be an Active Member of the Association in good standing, and shall be a past or present member of the Board of Governors. The First Vice-President shall be nominated by the Board of Governors and elected by the general membership at the annual meeting.

Duties: The First Vice-President shall perform duties of the President in his/her absence and is the chosen successor to the president. The First Vice-President is Co-Chair of the Reunion Committee and is assigned to plan the Annual CME program.

D. The Second Vice President shall be an Active Member of the Association in good standing, and shall be a past or present member of the Board of Governors. The Second Vice-President shall be nominated by the Board of Governors and elected by the general membership at the annual meeting.

Duties: The Second Vice President shall perform duties of the First Vice-President in his/her absence and is the chosen successor of the First Vice-President. The Second Vice-President is Co-Chair of the Reunion Committee and is assigned to help plan the annual CME program.

E. The Secretary shall be an Active Member of the Association in good standing, and shall be a past or present member of the Board of Governors.

Duties: The Secretary shall be responsible for issuing the notices of all meetings and for the keeping of the minutes of the meeting. The Secretary should be assisted in this task by the Executive Director of the Alumni Association. The Secretary shall serve for a term of one year by election of the Board of Governors. This term is renewable for three years. The Secretary is the Chair of the Membership Committee.

F. The Treasurer shall be a member of the Association in good standing and a past president. The Treasurer shall serve for a term of one year by election of the Board of Governors. This term is renewable for three years.

Duties:

1. The Treasurer shall attend all meetings of the Board of Governors and the Annual Meeting of the Association. At these meetings, he/she shall present a report showing the status of all funds governed by the Association.

2. The Treasurer shall receive all funds for the Association and manage them in accordance with WSU policies.

3. The Treasurer, or his designee, shall be responsible for all checks for payment of current expenditures that have been approved by the Board of Governors.

4. The books of the Treasurer shall be open at all times to the inspection of any member of the Board of Governors and of any auditor appointed by the Association. An accountant appointed by the Board of Governors shall review the books annually.

5. The Treasurer shall serve as Chairman of the Allocations Committee and insure that the Medical Alumni Annual Fund monies are allocated as seen appropriate by the mission of this organization, the Board of Governors and the Dean of the Wayne State University School of Medicine.

G. Executive Director is the Director of School of Medicine Alumni Affairs.

Duties: The Executive Director shall be appointed by the Dean of the WSU School of Medicine with advice from the President of the Board of Governors. The Executive Director shall be responsible for the conduct of daily business in accordance with the policies and procedures described by the WSU School of Medicine and the Association. The Executive Director shall keep a true and faithful record of all proceedings of the Association, and shall be the custodian of all of the books, papers, records and reports of the Association. The Executive Director shall serve as the liaison between the School of Medicine administration and the Association.

## **Article X**

### **Committees**

X.1 The President may appoint standing and special committees.

X.2 The Executive Committee shall be the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, Secretary, Honorary President, Chair of the Special Projects committee, and 3 current or past members of the Board of Governors who are appointed by the President to serve a three-year, non-renewable term. The Executive Committee will serve as the Awards and Nominating Committee.

X.3 The standing committees of the Medical Alumni Association Board of Governors shall be: Nominating, Allocation, Awards, Reunion, Annual Fund, Membership and Special Projects. Members of the committees may be drawn from the membership as well as from the Board of Governors. Every board member is expected to serve on at least one standing committee.

## **Article XI**

### **Repeal and Amendment**

These Bylaws may be repealed or amended in whole or in part by majority vote of the Board of Governors.

## **Article XII**

In all cases not covered by these Bylaws, Roberts' Rule of Order will be accepted as parliamentary authority.