

# **BYLAWS of the RICHMOND ACADEMY OF MEDICINE ALLIANCE FOUNDATION, INC.**

## **ARTICLE I NAME**

The name of this non-profit corporation is the Richmond Academy of Medicine Alliance Foundation, Inc., also called the RAMA Foundation (hereafter “the Foundation”).

## **ARTICLE II OBJECTIVES**

The purpose of the Foundation shall be to initiate, promote and fundraise for educational and/or charitable endeavors that benefit the health of our community; and to cultivate friendly relations within our community. The Foundation shall operate within the meaning of Section 501(c)(3) of the Internal Revenue Service Code or corresponding section of any future federal tax code.

## **ARTICLE III MEMBERS**

Section 1. Qualifications. Membership in the Foundation shall be open to persons who support the objectives of the organization, meet the standards set out in the Standing Rules, and are sponsored by both the Membership Chair and another member.

Section 2. Dues. Dues may be collected at the discretion of the Board of Directors. Dues shall be paid to the Treasurer at the beginning of each fiscal year.

Section 3. Annual Meeting. There will be an annual meeting of the members held each year at a time and place designated by the Board of Directors to inform the members of new and important matters and to conduct such other business as may properly come before the meeting.

Section 4. Notice of Meetings. A notice stating the time and place of the annual meeting and of special meetings shall be given to each member not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notices may be given personally, by prepaid or overnight mail, by electronic distribution, or any other method permitted by Virginia law. Any notice required by these Bylaws may be waived at any time in writing by a member entitled to receive the notice.

Section 5. Quorum. At any meeting of the members, the presence of one-tenth of the Foundation’s membership shall constitute a quorum for the transaction of business. Members may be represented in person or by proxy, as permitted by law.

## **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Management of the Foundation. The business and affairs of the Foundation shall be overseen by its Directors, and managed by [the President, subject to any requirement set forth by law, the Foundation’s Articles of Incorporation, these Bylaws and the Standing Rules

Section 2. Voting. Each Director is entitled to one vote on any issue before the Board. The President shall vote only in the event of a tie.

Section 3. Number of Directors. The number of Directors shall be seven; this number may be changed by an amendment to the Bylaws.

Section 4. Composition of the Board. The Board of Directors shall consist of three officers, a President, Secretary, and Treasurer, and four Directors.

Section 5. Term. A term of office is defined as one year, and Directors shall hold office until a successor is elected, beginning at the Annual Meeting. No person shall be eligible to serve more than two consecutive terms in the same office. No person shall be eligible to serve more than six consecutive years on the Board of Directors in any office.

Section 6. Board Functions and Powers. The duties and powers of the Board of Directors of the Foundation shall include, but not be limited to:

- (a) Conduct Meetings. At the direction of the Board, the President shall assemble agendas and conduct meetings.
- (b) Committees of the Board. The Board may create, activate, and dissolve committees for specific needs and purposes, in accordance with the objectives of the Foundation, as the Board deems advisable, in its sole discretion, to administer and conduct the affairs of the Foundation, and the Board may appoint persons to serve on each committee. The individuals appointed to committees need not be restricted to Board Directors. Committees shall report to the Board and assume those duties which are assigned by the Board. A majority of individuals serving on any committee shall constitute a quorum. Together with the Board of Directors, the President may designate committee members as may be required to properly conduct the business of the Foundation.
- (c) Duties of the Board Officers. The Board has authorized the officers to perform the following duties:
  - (i) The President will arrange for a financial review of the Foundation's finances at the end of the fiscal year.
  - (ii) The Secretary shall keep a written copy of the minutes of meetings and other records for the Foundation. She/he shall provide a copy for the archives following the Annual Meeting.
  - (iii) The Treasurer shall be the custodian of all funds of the Foundation. She/he shall pay bills as budgeted or duly authorized by the Board, and shall be responsible for completion of any and all required government forms. The Treasurer's books shall be verified following the end of the fiscal year.
- (d) Duties of Other Directors. Other Directors shall perform such duties and have such powers as may be assigned by the Board of Directors and as permitted by law.
- (e) Board Vacancy. The unexpired term of any Board vacancy may be filled by a member upon a majority vote of the Board of Directors.

Section 7. Resignation. Any Director may resign by submitting written notice to the Board with an effective date.

Section 8. Board Elections. The Secretary shall appoint and may serve on the Nominating Committee in January of each year. Candidates for President, Secretary, and Treasurer, and four additional Directors shall be submitted to the Board by March 31 of each year. Membership shall be notified of the slate of candidates at least thirty days prior to the Annual Meeting. Additional candidates may be nominated from the floor at the Annual Meeting. If there is more than one candidate for any position, voting shall be by electronic or other ballot. At the discretion of the Board of Directors, meetings and votes may be held in person, or by any electronic means permitted by law.

## **ARTICLE V MEETINGS**

Section 1. Membership Meetings. Meetings of the Foundation membership shall be held at such time and place as the Board of Directors shall decide. Regular meetings shall occur at the times specified in the Standing Rules.

Section 2. Notice of Meetings. A notice stating the time and place of any Board meeting, annual meeting or membership meeting shall be given to each member not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notices may be given personally, by prepaid or overnight mail, by electronic distribution, or any other method permitted by Virginia law. Any notice required by these Bylaws may be waived at any time in writing by a member entitled to receive the notice.

Section 3. Board Meetings. The Board of Directors shall be held at such times and places designated by the Board to conduct such business as may properly come before the Board. Members are welcome at any meeting of the Board of Directors.

Section 4. Board Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. Directors may cast votes in-person at the meeting, electronically, or by Unanimous Consent.

Section 5. Alternative Board Meeting Method. The Board may permit any or all Directors to participate in or to conduct regular or special meetings through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director serving as a Director participating in the meeting by this means is deemed to be present in person at the meeting.

Section 6. Action Without a Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all Directors. The action shall be evidenced by one or more written consents, stating the action taken and the time when it shall be effective, signed by each Director either before or after the action taken, and must be included in the minutes or filed with the corporate records of the Foundation to reflect the action taken. The action taken is effective when the last Director signs the consent, unless the consent specifies a different effective date.

## **ARTICLE VI LEADERSHIP BOARD**

The Leadership Board shall consist of the seven elected Directors, and the chairs of certain committees, which are appointed by the Board as described in the Standing Rules.

## **ARTICLE VII PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, when not in conflict with these Bylaws, shall be the parliamentary authority for the Foundation.

## **ARTICLE VIII INDEMNIFICATION**

The Foundation shall have the power and authority to indemnify its directors, officers, members, employees and agents to the fullest extent permitted under Va. Code 13.1-875 et. seq. or the corresponding provision of any future Virginia Code provision.

## **ARTICLE IX AMENDING THE BYLAWS**

These Bylaws may be amended at any meeting of the Foundation, provided that the amendment has been submitted in writing to the membership not less than ten (10) days ten nor more than sixty (60) days before the date of the meeting, provided that at least one-tenth of the membership is present, and a majority of members present agree.

## **ARTICLE X DISSOLUTION OF ORGANIZATION**

In event of dissolution of this Foundation, any assets remaining after payment of all claims against the Foundation shall be distributed only to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1968 that meet the Foundation's objectives as stated in Article II of these Bylaws, and as decided by the Board of Directors, in its sole discretion. None of the funds shall inure to the benefit of individual members.

**EFFECTIVE DATE: MAY 23, 2019**