

## **SAMPLE STATE BYLAWS**

### **INTRODUCTION**

The following areas of mandatory compliance must be present in all state society bylaws:

1. Society name and affiliation statement
2. Purpose
3. Organizational policy
4. Membership requirements
5. Dues
6. Reciprocity of membership
7. Dissolution
8. Delegate representation of AAMA

These eight (8) areas are reviewed by the AAMA Bylaws and Resolutions Committee as required in the AAMA Bylaws.

These areas of mandatory compliance are editorial changes for the state society and do not require prior approval by the society's legislative body (State House of Delegates or General Assembly). State society delegates to the AAMA vote on behalf of their state society membership at the AAMA House of Delegates.

No state society may make rules of membership eligibility which are more stringent or more lenient than the national's (e.g., requirements for attending a certain number of meetings per year or having a council on the state level which approves a member's membership except for honorary and life membership).

These bylaws are meant to be skeletal in nature and should be adapted to fit a state society's individual needs.

Some additional points to consider:

- Society treasurers should be bonded. It is recommended that this be in your society bylaws.
- A policy manual can incorporate more material and is easier to change than the bylaws.

These sample bylaws are available by email or on computer disk from the AAMA executive office for use by members in preparing bylaws for constituent societies.

## BYLAWS

### ARTICLE I. - NAME (Mandatory)

The name of this organization shall be \_\_\_\_\_, (State) Society of Medical Assistants, hereafter referred to as the Society (capitalize its initials in parentheses). It is a constituent society affiliated with the American Association of Medical Assistants, Inc., and hereafter known as AAMA.

### ARTICLE II -OBJECTIVES/PURPOSE (Mandatory)

The purpose of the Society is to enable medical assisting professionals to enhance and demonstrate the knowledge, skills and professionalism required by employers and patients; protect medical assistants' right to practice; and promote effective, efficient health care delivery through optimal use of multiskilled Certified Medical Assistants (CMAs).

### ARTICLE III ORGANIZATIONAL POLICY (Mandatory)

This society is hereby declared to be nonprofit. It is not, nor shall it ever become, a trade union or collective bargaining agency. No person otherwise qualified for membership in this Society will be denied membership because of race, religion, sex, national origin or political party affiliation, except that, no person who attends or participates in the activities of organizations whose purpose is to overthrow the Government of the United States by force or violence may become a member of this Society.

### ARTICLE IV- MEMBERSHIP (Mandatory)

Section 1. Classes: There shall be seven classes of membership on the society level: active, sustaining, associate, student, affiliate, honorary and life (Honorary and Life are optional).

- A. Membership in a component chapter, a constituent society and AAMA shall be required (except for honorary members) unless there is no component chapter in the area.
- B. No other membership or quasi-membership classes shall be permitted by this Society or a component chapter of this Society.
- C. An individual, other than a life or honorary member, may not belong to a component chapter without also belonging to this Society and AAMA.

#### Section 2. Qualifications:

- A. Active- An active member shall be one of the following:
  - 1. An AAMA Certified Medical Assistant (CMA)
  - 2. Anyone who was an active member on December 31, 1987, and who maintains continuous active membership. (Continuous active membership shall be defined as having dues postmarked to the Executive Office by December 31.)

- B. Sustaining- Anyone who has been an active or associate member for at least two years, who has retired from medical assisting, and who has not entered into another field is eligible for sustaining membership. This membership shall be forfeited if not renewed annually.
- C. Associate- An associate member shall be a medical assistant who is not yet an AAMA-Certified Medical Assistant (CMA) and who does not fall under any other category.
- D. Student- A student member:
  - 1) shall be enrolled in a medical assisting program;
  - 2) shall carry a minimum of six (6) contact hours per week per term;
  - 3) may retain membership for one additional dues year after graduation if active or associate membership is not chosen;
  - 4) shall be limited to a maximum of three (3) years as a student member.
- E. Affiliate - An affiliate member shall be one who is not eligible for another category of membership but who is interested in the profession of medical assisting.

### **(CATEGORIES F -Honorary & G - Life, and H - Member-At-Large ARE OPTIONAL FOR STATE SOCIETIES)**

- F. Honorary- An honorary member shall be one who is not eligible for active membership but has made outstanding contributions to the advancement of medical assisting and/or the Society. Honorary membership is conferred by a two-thirds vote of the House of Delegates (or general assembly) after recommendation by the Board of Directors. Names of candidates for honorary membership shall be presented to the Board of Directors at least sixty (60) days prior to presentation at the House of Delegates (or general assembly).

Honorary or Life membership in a constituent Society does not transfer to the National level.

- G. Life- A life member shall be an active member who has had life membership conferred by 2/3 vote of the House of Delegates (or general assembly). The guidelines are the same as outlined above in section F.
- H. Member-at-large- A member at large is one who meets all the qualifications of active, life, sustaining, associate, student, honorary and affiliate except that a component chapter does not exist in the area of residence. Such a member shall pay only state and national dues.

Additionally, to submit a nomination for national honorary or national life membership, a Society will submit the nomination with the supporting documentation to the AAMA Board of Trustees in accordance with the Article VI Membership Section 2 Qualifications B Life, or G Honorary of the AAMA Bylaws.

(CLARIFICATION ON PRIVILEGES: The Society has the right to define privileges for active, sustaining, associate, student, affiliate, life, and honorary membership).

**Smaller societies may need to include students, associate, and sustaining members as officers and committee persons with the right to vote.**

\*IF CONSIDERING THIS INCLUSION, IT SHOULD BE NOTED THAT DELEGATES/ALTERNATE DELEGATES TO THE AAMA HOUSE OF DELEGATES, ARE REQUIRED TO BE ACTIVE MEMBERS.

#### Section 3 Privileges

- A. All rights and privileges of membership in this Society shall be given to active and life members.

(Optional: In some Societies, only members who are CMAs may be candidates for Society office. If that is your preference, one could insert with the exception that only members who are CMAs may be candidates for Society office in the sentence above).

- B. Sustaining members. Sustaining members shall not vote, hold office, chair a committee or serve as a delegate to the State House of Delegates.
- C. Associate members may not vote, hold office, chair a committee or serve as delegates.
- D. Student members may not vote, hold office, chair a committee or serve as delegates.
- E. Honorary members may not vote, hold office, chair a committee or serve as delegates.
- F. Affiliate members may not vote, or hold office, chair a committee or serve as delegates.

IT MUST BE STATED THAT A DELEGATE TO AAMA NATIONAL CONVENTION MUST BE AN ACTIVE OR LIFE MEMBER OF AAMA.

#### ARTICLE V - DUES (Mandatory)

Section I. Annual State dues for all classes of members shall be fixed by the House of Delegates (or general session) upon recommendation by the Board of Directors. Dues shall become due and payable November 1 and shall be delinquent if not postmarked to the Executive Office by December 31. Dues will be billed by and remitted directly to the Executive Office of AAMA.

- A. Full dues will be assessed for active, associate, and affiliate members.
- B. Half-dues will be assessed for sustaining members.
- C. Student members will be assessed \$20.
- D. Honorary and Life members shall not be required to pay state dues.

Section 2. Dues for a new member joining on or after September 1 shall be credited to the following year.

Section 3. To serve as a candidate for a national office or a delegate/alternate delegate to the annual meeting of AAMA, dues must be postmarked to the Executive Office by December 31.

Section 4. Constituent societies shall offer reciprocity to members transferring from another state. The transferring member shall present proof of AAMA membership.

Section 5. Membership belongs to the individual and shall be nonrefundable and nontransferable.

#### ARTICLE VI-BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of: (list normally would include the elected officers, the immediate past president, the chairs of standing and/or special committees and the parliamentarian who is ex-officio with the right to vote).

Section 2. The Board of Directors shall have full authority to transact the business of this Society between annual meetings.

Section 3. \_\_\_\_\_ (List number) shall constitute a quorum.

Section 4. (If specific functions of the Board are to be listed, it is suggested they be done by formulation of a Policy Manual or Standing Rules. These are more easily altered than bylaws. If not, list duties here.)

Section 5. (This section could contain the meeting requirements of the Board of Directors. However, it is recommended that a policy manual or standing rules be used for meeting requirements or requiring changes affected by economics or inclement weather.)

#### ARTICLE VII-EXECUTIVE COMMITTEE

Section I. There shall be an Executive Committee composed of: (list most commonly elected officers and parliamentarian).

Section 2. The Executive Committee shall, by majority vote of its members, have full authority to act for and in behalf of the Board of Directors whenever the business of the Society demands prompt action between meetings of the Board.

Section 3. The President shall act as Chair of the Executive Committee meetings, which can be called by any \_\_\_\_\_ (list number) members, or the chair. All members must be notified of such a meeting.

Section 4. \_\_\_\_\_ (List number) shall constitute a quorum.

SUGGESTION: If the Executive Committee consists of the President, President Elect, Vice President, Secretary, Treasurer, Speaker of the House, Vice Speaker of the House and Parliamentarian (without the right to vote), that would be seven people and a quorum would be four.

Section 5. In the event of a vacancy in any office not provided for elsewhere in these Bylaws, the Executive Committee shall appoint a member to serve the unexpired term. The member shall meet the qualifications prescribed.

#### ARTICLE VIII-OFFICERS

Section 1. Elected officers shall be as follows: President, Vice President, President Elect, Speaker of the House (or General Assembly), Vice Speaker of the House. Recording Secretary and Treasurer.

\* Note: For smaller societies it is suggested eliminating President Elect, Speaker of the House, and Vice Speaker of the House.

Section 2. Appointed offices will be Corresponding Secretary, Parliamentarian, Chaplain and Historian (These are optional appointed officers and are given here as an example only).

#### Section 3. Qualifications and Eligibility

- A. To be a candidate for state officer, the member shall be an active member (if you allow other categories of members to serve in this capacity. this is where you would insert those), shall have attended at least one meeting in the capacity of a delegate to the annual meeting, shall have chaired a state committee or served as an appointed officer of the Board.
- B. No member may run for an elected office unless they have attained Certification by AAMA.  
(SUGGESTION: This is not mandatory, but if you want your officers to be Certified Medical Assistants, you would put under item B).
- C. No member may run for an elected office if dues are not considered current by the Executive Office of the AAMA.

#### Section 4. Term and vacancy in office:

- A. No retiring President may be re-elected to the office of President Elect until after a lapse of \_\_\_\_\_ (number) of years. (Minimum should be one year so they may serve as Immediate Past President).

- B. List who may serve consecutive terms and what the term limitations are.

EXAMPLE: The Speaker of the House, Recording Secretary and Vice Speaker shall be eligible to serve two consecutive terms but shall be ineligible to serve again in the same office until a lapse of two years.

- C. The term of office for all elected and appointed officers shall be for one year or until their successors are elected and/or appointed and have assumed office.

(A clause such as this prevents chaos if no one will run for an office).

- D. Vacancy in the office of President shall be filled by the Vice President (or, if no Vice President, the President Elect).
- E. In the event of vacancy in the office of President Elect, the office shall remain vacant until the next annual meeting when a President Elect shall be elected by the House of Delegates (or General Assembly).
- F. When a President Elect assumes the office of President under the conditions of a vacancy, any restrictions on consecutive terms is lifted and she/he may run for President at the Annual Meeting.
- G. A vacancy in an appointed office shall be filled by the President appointing a successor. A vacancy in an elected office shall be filled by the Board of Directors within (number) of days.

#### Section 4. Duties of Officers

- A. Officers shall perform such duties as are implied by their respective offices consistent with standard parliamentary procedures and/or as required by law.
- B. Specific duties are enumerated in the Policy Manual.

#### ARTICLE IX- COMMITTEES

Section 1. There shall be the following committees: Standing and special.

Section 2. Standing committees shall be: (Suggested committees: Audit, Budget, Bulletin, Bylaws, Convention, Education, Hospitality, Insurance/Member Benefits, Public Policy, Liaison with Blue Cross/Aetna/Travelers, etc. Postsecondary Education, Medical Assisting Careers, Program, Membership, memorials, Resolutions, Nominating). Either include their duties as subsections here or refer to the Policy Manual.

Section 3. Special committees are appointed by the President for a special function or task and will remain

active until their function is completed and/or they are dissolved upon the completion of their responsibility.

Section 4. A special committee chair has a vote on the Board of Directors. If that chair has another position/chair on the Board, there will be only one vote and that will be considered as one for the purpose of quorum count.

#### ARTICLE X- STATE HOUSE OF DELEGATES (OR GENERAL ASSEMBLY, GENERAL SESSION).

Section 1. The governing body of this society shall be the House of Delegates which shall have the authority to: determine the policies of this society, the power to amend the bylaws, act upon such business as may be presented, conduct the election of officers and delegates and alternate delegates to the AAMA House of Delegates.

Section 2. Delegates to the Society's House of Delegates shall be the ACTIVE, ASSOCIATE, and LIFE members of the Society. No member may serve as Delegate if dues are not considered current by the Executive Office of the AAMA.

Section 3. A majority of the members seated in the House of Delegates shall constitute a quorum.

Section 4. The House of Delegates shall be held during the Annual Meeting of the Society, which is held in the month of \_\_\_\_\_ (name of month).

Note: If your state has a general session/general assembly, the order of the assembly and its rules would be contained here. Points, which should be included: who is eligible to attend, who is eligible to vote: who is the Presiding Officer, and what constitutes a quorum.

Section 5. The Speaker of the House shall appoint such House committees as are necessary to conduct the business of the House. (If your state wants reference committees, timekeeper, minute's review, credentials chair, pages etc. these positions should be listed here or a note could be included here to refer to the Policy Manual under the heading "House of Delegates").

#### ARTICLE XI- NOMINATIONS AND ELECTIONS

Section 1. Nominations for elected officers with their qualifications and written consent to serve shall be submitted to the chair of the Nominating Committee no later than \_\_\_\_\_ (number of days) prior to the annual meeting.

Section 2. The slate of nominees and their qualifications shall appear in the convention issue of the official publication of this society.

Section 3. Nominations may be made from the floor. The Nominating Committee chair must have the written consent of the nominee by 5:00 p.m. the day preceding the election in order for the name to be placed in nomination. (The office need not be specified).

Section 4. Election of officers shall be held during the session of the House of Delegates at the annual meeting.

Section 5. Elections shall be by the written ballot. The candidate receiving a majority of votes cast for each office will be elected.

Section 6. The regular term of office shall commence upon the adjournment of the annual meeting.

#### ARTICLE XII- AAMA HOUSE OF DELEGATES (Mandatory)

Section 1.

- A. Delegates and alternates shall be active or AAMA Life members in good standing in AAMA.
- B. The number of delegates shall be determined by the constituent society's total active and associate membership of the membership year prior to the date on which names of delegates and alternates shall be submitted to the Speaker of the House.
- C. Delegates and alternates shall be elected to serve for one year from the opening of the House of Delegates for the year elected until the opening of the House of Delegates the following year.
- D. The names of delegates and alternates shall be submitted to the Executive Director, the Speaker of the House of Delegates, and the Vice Speaker of the House at least 90 days prior to the Annual Meeting of the House of Delegates.

#### ARTICLE XIII- ADVISORY BOARD

(Note: This will depend on the degree of support a society receives from its state medical society. An advisory board is **NOT** mandatory).

Recommendations:

Section 1. The Advisory Board shall be composed of three members eligible for membership in the \_\_\_\_\_ (name of state) medical society.

(Or. The Advisory Board shall be composed of three members who are eligible for membership in the state medical society and other professionals with an interest in the profession of medical assisting).

Section 2. Names of prospective candidates shall be submitted to the President for appointment to the Advisory Board no later than \_\_\_\_\_ (number of days) prior to the annual meeting. Written consent from the candidate must accompany the nomination. A majority vote of the Board of Directors shall serve to formally appoint members to the Advisory Board.

Section 3. The members of the Advisory Board shall elect their own chair. This Chair shall be their official representative to the Board of the Society without the right to vote.

Section 4. If applicable, the President shall forward the names of the Advisory Board and its Chair to the State Medical Society).

#### ARTICLE XIV- AUTHORITY

Section 1. The Bylaws of the AAMA shall supersede the Bylaws of this Society. In the event of conflict, the Bylaws of AAMA shall take precedence.

Approved by the BOT March 2001

Section 2. The rules contained in Robert's Rules of Order, Newly Revised, most current edition shall govern this Society in all cases to which they are applicable.

#### ARTICLE XV- AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds vote at any annual meeting of the House of Delegates (General Assembly/Session) provided that the proposed amendments shall have been submitted in writing to the elected delegates (members), no later than thirty (30) days prior to the meeting at which they will be considered.

Section 2. These Bylaws may be amended at the annual meeting of the House of Delegates (General Assembly/Session) without previous notice by the unanimous vote of the voting body.

Section 3. Constituent society bylaws must be in strict conformity with the mandated sections of the AAMA Bylaws: Name and Affiliation, Purpose, Membership, Dues, Reciprocity of Membership, Delegates/Alternates representation to the House of Delegates, Dissolution. It will be the responsibility of the AAMA to notify constituent societies of any changes in those mandated bylaws. It will be the responsibility of the constituent societies to make the mandated changes with copies of revised bylaws returned to AAMA within 30 days of notification. Any action taken by a state society that is inconsistent with such mandated language shall immediately be null and void and of no effect.

#### ARTICLE XVI- DISSOLUTION (Mandatory)

Section 1. In the event of the dissolution of the Society, none of the assets shall be distributed to any member, but they will be transferred to a medical or charitable institution or project which a majority of the Delegates attending a meeting of the membership for this purpose of dissolution shall approve and designate.

Section 2. The \_\_\_\_\_ shall notify the AAMA Executive Office of its dissolution within ten (10) days of the meeting at which dissolution is approved by the society membership.

Section 3. It shall be the responsibility of the President and the Treasurer to complete all necessary federal and state forms upon dissolution. Copies of those forms will be sent to the AAMA Executive Office. No funds are to be distributed to any member or officer of the \_\_\_\_\_ Society of Medical Assistants. After all liabilities are paid, any remaining funds are to be donated to a charitable organization.

## **APPENDIX A**

### **CODE OF ETHICS (optional)**

The Code of Ethics of the American Association of Medical Assistants, Inc. and \_\_\_\_\_ (state name) shall set forth principles of ethical and moral conduct as they relate to the medical profession and the practice of medical assisting.

Members of the AAMA and \_\_\_\_\_ (state name) dedicated to the conscientious pursuit of their profession, and desiring to merit the high regard of the entire medical profession and the respect of the general public which they serve, do pledge themselves to strive always to:

- A. Render service with full respect for the dignity of humanity;
- B. Respect confidential information obtained through employment unless legally authorized through employment or required by responsible performance of duty to divulge such information;
- C. Uphold the honor and high principles of the profession and accept its disciplines;
- D. Seek to continually improve the knowledge and skills of medical
- E. assistants for the benefit of patients and professional colleagues;
- F. Participate in additional service activities aimed toward improving the health and well being of the community.

### **CREED (Optional)**

I believe in the principles and purposes of the profession of medical assisting.

I endeavor to be more effective.

I aspire to render greater service.

I protect the confidence entrusted in me.

I am dedicated to the care and well-being of all people.

I am loyal to my employer.

I am true to the ethics of my profession.

I am strengthened by compassion, courage and faith.

