DUVAL COUNTY MEDICAL SOCIETY FOUNDATION  
(ACADEMY OF MEDICINE JACKSONVILLE) BYLAWS

PURPOSE
The Duval County Medical Society Foundation shall lead physicians and local leaders in caring for the health of our community.

ARTICLE I  
DIRECTORS AND OFFICERS

Section 1. The Board of Directors shall have general control of the Academy/DCMS Foundation (“Foundation”). It shall direct the officers as to the management of its properties and fiscal affairs; it shall have general supervision of the work of committees; it shall have the books and accounts audited by a certified public accountant; it shall make an annual report on the current condition of the Foundation. The Board of Directors shall maintain an Executive Office adequate to administer efficiently and effectively the activities of the Foundation. It shall employ an Executive Vice-President and other personnel as required to direct and supervise the Executive Office. The Executive Vice-President shall be responsible to the Board of Directors, which shall define his duties and fix his compensation. At least one regular meeting of the Board of Directors shall be held each year. Special meetings of the Board of Directors may be called at any time by the President when in his or her judgment such meetings are advisable, or shall be called at the request of two members of the Board. A simple majority of the Board of Directors shall constitute a quorum.

Section 2. The Board of Directors of the Foundation shall be comprised of:

- President
- President-Elect
- Treasurer/Secretary
- 6 Directors At-Large

Section 3. Eligibility: The Board of Directors of the Foundation shall be open to physicians and members of the community who have an expressed interest in supporting the Foundation and its mission. Of the nine (9) Directors, five (5) must be medical doctors (MD or DO) who are current members of the Duval County Medical Society. Three of these physicians must currently or previously have served on the DCMS Board of Directors. The remaining four (4) Directors must be community members with an interest in improving community health. Members of the Board of Directors of the Foundation are eligible to serve for two consecutive three-year terms.

Section 4. President: The President shall preside at meetings of the Foundation and of the Board of Directors. He or she shall be eligible to participate as a member of a Committee, and serves as an ex-officio member of all other committees.

Section 5. President-Elect: The President-Elect shall preside at the meetings of the Foundation in the absence of the President.

Section 6. Treasurer/Secretary: The Treasurer/Secretary shall monitor the receipt of all donations to the
Foundation, and shall have authority, with the Executive Vice President, to authorize withdrawals of up to $10,000. Withdrawals in excess of $10,000 shall require the counter-signature by the President. In the absence or incapacity of the Treasurer, the power to sign check may be delegated by the Board of Directors to one of its Directors. The Treasurer/Secretary shall record the minutes of the meeting and perform the usual duties of a corporate secretary and receive and care for all records and papers belonging to the Foundation. He or she shall notify each member of the Foundation Board of Directors as to the time and place of each meeting, and, whenever possible, give notice of the program for such meeting.

**ARTICLE II**

**MEETINGS**

**Section 1.** The meetings of the Foundation shall be held on dates and at times set by the Board of Directors.

**Section 2.** The first meeting of the Board of Directors of the Foundation after January 1 shall constitute the annual business of the Foundation. It shall be held at a time and place set by the President.

**Section 3.** Special meetings of the membership of the Foundation may be called at any time by the President when, in his or her judgment, such meetings shall be advisable; or shall be called by the President or Treasurer/Secretary at the request of a majority of the Board of Directors, or upon the written request of fifteen active members. For special meetings, five days notice shall be given in writing or digital communication.

**ARTICLE III**

**QUORUM**

**Section 1.** A simple majority of Directors shall constitute a quorum for the consideration of any business, at any regular or special meeting called in accordance with the Bylaws. Director vacancies shall not be counted against a quorum. Written proxies, either directed or non-directed, are allowed and count as attendance to establishing quorum.

**ARTICLE IV**

**COMMITTEES**

**Section 1.** Committees shall be invidivuals, physician or community members, appointed by the President unless otherwise stated herein or by resolution of the Board of Directors. All Committees are non-binding advisory bodies that make recommendations to the Board of Directors.

**Section 2. Nominating Committee:** Nominations to the DCMS Foundation Board of Directors will be made by a Foundation Nominating Committee. The Committee will be comprised of five individuals, selected by the Foundation President.

**ARTICLE V**

**GIFTS AND DONATIONS**

**Section 1.** Gifts, donations and bequests to the Foundation shall be used to support the Foundation mission as directed by the Board of Directors. Funds collected on behalf of campaigns may be considered designated funds at the direction of the Board.
Section 2. The Foundation shall maintain a Gift Acceptance and Reporting Policy, a Stewardship Policy, and a Donor Bill of Rights. These Policies shall be available to all donors and potential donors through the Foundation website or appropriate medium.

ARTICLE VI
SEAL

Section 1. The Seal shall consist of the name of the corporation and displayed with the words “Corporation, not for profit”.

ARTICLE VII
AMENDMENTS TO BYLAWS AND ARTICLES OF CORPORATION

Section 1. The Bylaws or the Articles of Incorporation may be adopted, amended or modified at any regular or special meeting of the Board of Directors by two-thirds vote of the Directors, provided, that members of the Foundation Board of Directors were notified no less than ten days prior to the date of such meeting.

ARTICLE VIII
CONDUCT OF BUSINESS

Section 1. “Sturgis Standard Code of Parliamentary Procedure” shall guide the conduct of any business not herein specifically provided for.