



Alumni Association Board of Directors Bylaws

Mission Statement

Cleveland Clinic Alumni represent a constituency of physicians and scientists, throughout the world, who reflect a commitment to excellence. Cleveland Clinic is committed to serving as a resource to its Alumni by providing access to information and programmatic support necessary to ensure their professional growth and success. The goal of these efforts is to bolster the bond between the institution and its Alumni, and to create an atmosphere that encourages a commitment among Alumni to offer support and to participate in the life of the institution.

Article I: Name and Purpose

Name. The name of the organization shall be Cleveland Clinic Alumni Association. This organization supersedes the "Alumni Association of Cleveland Clinic Fellows." It is referred to hereinafter as the "Association." The office of this Association shall be in Cleveland, OH.

Purpose. The purpose of the Association is to establish and maintain an effective relationship between Cleveland Clinic and the various medical specialties of Alumni across the Cleveland Clinic enterprise. The main objectives are to promote and preserve excellence in the fields of medical practice, education, and research, and to provide a network for those who have trained and served at Cleveland Clinic.

Article II: Standards of Conduct

Behavior. All members of the Association will conduct themselves in such a way as to protect and promote organization-wide integrity and enhance the Association's ability to achieve its mission. The Association encourages participation in organizations that promote the well-being of our communities, our healthcare enterprise, its Alumni, and the medical profession. If a member is concerned about a particular conduct that may cause harm to the Association or otherwise violate this Code, a member of the Executive Committee should be consulted.

Data Security. The Association is in possession of data involving membership training, mailing and contact information, financial contributions and has an obligation to ensure the safety of that data. Members shall protect the integrity of the systems and data they are authorized to access, and update and limit access to Association systems or data to only those with official authorization.

Confidentiality. Members are not authorized to disclose any Association proprietary information in any form to members of the media, to former members, to vendors, or to the general public without authorization from the Executive Committee.

Reporting Mechanism. All members have the responsibility to report any violation or potential violation of these bylaws. This includes violations that members themselves may have inadvertently committed. Members are encouraged to contact the Executive Committee when such issues arise and may submit an anonymous report in writing to the Executive Committee.

In no event will there be any retaliation or disciplinary action against a member for reporting an issue that this individual in good faith believes to be a violation of a law or these bylaws. A member who reports a violation or potential violation will, to the fullest extent possible, remain anonymous.

Article III: Membership

Eligibility. Those eligible for membership in the Association include:

- Individuals who trained for a minimum of one (1) year at a Cleveland Clinic training facility through any one of the clinical or research Graduate Medical Education (“GME”) accredited programs.
- Medical students from Cleveland Clinic Lerner College of Medicine (“CCLCM”).
- PhD students who have completed their degree at Cleveland Clinic, through one of our partner universities (Case Western Reserve University, Cleveland State University, Kent State University and the University of Akron).
- Professional staff who hold these positions, but who trained outside Cleveland Clinic, are also eligible for membership in the Association if they have served Cleveland Clinic for a period of three (3) years.

Nomination Rights. All members of the Association have the right to nominate candidates to serve as Specialty Director Board Members (“Specialty Directors”).

Actions in Writing. All members have the ability to contact the Specialty Director of their particular discipline regarding Alumni topics for action. If necessary, the Specialty Director will bring the matter to a member of the Executive Committee for Board discussion and resolution.

Termination of Membership. The Association does not support members who have been found in violation of physician or researcher codes of ethics. Should the Association learn or be informed of members who have lost their license due to medical malpractice or have a conviction of having violated any physician or researcher code of ethics, the Association will exclude these individuals from Association communications.

Article IV: Board of Directors

The Board of Directors (“The Board”) shall consist of elected members of the Association as well as ex-officio members, as follows:

Position Title

Voting Privileges

Elected:

- Specialty Director Board Members (description below) Yes

Ex-Officio:

- Associate Dean or Executive Dean – CCLCM Yes
- Director - Graduate Medical Education Yes
- Head - Alumni Relations No
- President - Cleveland Clinic House Staff No
- Class Representative - CCLCM No

Role. The Board is the governing authority of the Association. It is responsible for oversight of the Association and shall have the power to direct the conduct of the Association's affairs. All actions of the Board, or committees thereof, shall be consistent with the Association's bylaws.

Voting Rights. Each Board member with voting privileges is entitled to cast one (1) vote on each item/issue put forward. Votes that require a quorum must be cast in person unless extenuating circumstances exist. A quorum of the Board is equal to two-thirds (2/3) of the total number of Board members. Votes that require the majority vote of the entire Board ("super majority") may be cast in person, or may be received by phone, email, fax or other electronic communication at least forty-eight (48) hours before the vote.

Terms of Office. Specialty Directors serve for three (3) year terms, with a maximum of two (2) consecutive terms for any individual. After serving for six (6) consecutive years, and abstaining for three (3) years, individuals may again apply to be nominated for a Specialty Director position. Board members are elected into one of two groupings of Specialty Directors. The two groups have staggered expiring terms to maintain continuity and minimize disruption. Specialty Directors have the option of retaining their position should they be elected as an Officer prior to the expiration of their term as Specialty Director.

Vacancies. In case of the resignation, death or disability of a Board member, candidates to fill the vacancy for the unexpired term shall be identified by the Executive Committee and confirmed by a majority vote of a quorum of the Board.

Termination. Termination of a Board member for just cause must be presented by the President-Elect to the Executive Committee and a majority vote of a quorum of the Board is needed for action. Prior to involuntary termination, the Board Member will be offered an opportunity to present information to the Executive Committee under procedure established by the Executive Committee.

Article V: Board Standards of Conduct

Board members have three primary obligations:

A Duty of Care – Board members shall perform their duties with the care that an ordinary, prudent person in a like position would use under similar circumstances.

A Duty of Good Faith – Board members shall take the necessary actions to be informed and exercise appropriate judgment.

A Duty of Loyalty – Board members shall perform their duties in a manner they reasonably believe to be in, or not opposed to, the best interest of the Association.

In discharging their duties, a Board member is entitled to rely in good faith on the honesty and integrity of the Association's executives and the Association's outside advisors and auditors.

Article VI: Duties of the Board

It is the responsibility of Board Members to:

- Attend Alumni Association Board of Directors meeting twice annually. Alumni Relations will cover the cost of travel up to \$1,000 for domestic and \$1,500 for International for in-person meetings.
- Attend specialty events of Alumni, including but not limited to receptions at medical meetings and reunions.
- Connect with Institute Chairperson twice annually at minimum to gather information to share with alumni constituents and offer assistance from the alumni perspective.
- Engage with alumni constituents twice annually via, email, phone or letter and apprise of Institutes/Enterprise happenings.
- Where appropriate, initiate specialty-specific communications to constituents and/or provide information for publication in the *Alumni Connection* magazine or Alumni Association website.
- Initiate and encourage participation in specialty reunions and other social and educational events.
- Assist in the administration of specialty alumni recognition programs, where instituted.
- Assist in publicizing Alumni Association information concerning practice management, job opportunities, professional networking, etc., to current residents / fellows, and especially graduating residents and young alumni.
- Provide requested assistance in alumni development initiatives according to interests/abilities.
- Advance the Alumni Association and organizational objectives including philanthropic goals.
- Recommend additional programs or services the Alumni Association or Department/Center might provide to assist alumni in their continuing professional and educational development.
- Available to participate in specialty events, when appropriate.

Specialty Directors. These individuals serve as the central link between the Board, the Alumni Office and the Alumni within their medical discipline to promote services, research, training and recruitment opportunities. This role includes representatives from the following specialties:

- Anesthesiology
- Behavioral Health
- Cardiovascular Medicine
- Colorectal Surgery
- Dermatology
- Endocrinology
- Gastroenterology
- General Surgery
- Head and Neck
- Imaging / Radiology
- Infectious Disease
- Internal Medicine
- Kidney Medicine
- Neurological Surgery

- Neurology
- Obstetrics and Gynecology and Women’s Health
- Oncology
- Ophthalmology
- Orthopaedic Surgery
- Pathology and Laboratory Medicine
- Pediatrics
- Plastic Surgery
- Research
- Respiratory
- Rheumatologic and Immunologic Disease
- Thoracic and Cardiovascular Surgery
- Urology
- Vascular Surgery
- Cleveland Clinic Florida Representative
- Cleveland Clinic Lerner College of Medicine Representative

These positions are nominated by the Association’s membership. When a vacancy occurs, or when the term for a Specialty Director ends, the Executive Committee will coordinate with Alumni Relations to put out a “call for nominations” to all members. A completed application form, photograph and biographical information must be submitted for each candidate who wishes to be considered for the position(s). Once returned, applications will be vetted by the Executive Committee to a maximum of two (2) candidates who will be put to a vote by the Board. A majority vote of the Board is required for confirmation. Specialty Directors serve for three (3) year terms, with a maximum of two (2) consecutive terms for any individual. After serving for six (6) consecutive years, and abstaining for three (3) years, individuals may again apply to be nominated for a Specialty Director position.

Associate Dean or Executive Dean – CCLCM. This individual serves as the central link between the CCLCM students and the Alumni Office in efforts directed towards such students as current and future members of the Association.

Director - Graduate Medical Education. This individual serves as the central link between residents/fellows in their post-graduate and post-residency training and the Alumni Office in efforts directed towards these future members of the Association.

Head - Alumni Relations. This position functions as the Chief Administrative Officer of the Association and provides support for the Association. This individual will attend all meetings of the Association and will assist the President in planning and issuing notices for all meetings. The Director – Alumni Relations maintains the minutes of all meetings and will prepare and distribute all correspondence necessary for the Association. This individual shall direct the Alumni Relations Office and its programs, will serve on the Executive Committee, and will perform additional duties as assigned by the President.

President - Cleveland Clinic House Staff. This individual represents current house staff at Board meetings and assists the Directors of Graduate Medical Education and Alumni Relations in efforts directed towards house staff.

Class Representative – CCLCM. This individual represents current CCLCM students at Board meetings and assists the Associate Dean for Student Affairs & Admissions and Alumni Relations in efforts directed towards medical students.

Article VII: Board Meetings

The Board will conduct all meetings according to Robert's "Parliamentary Law." The Board shall meet at least once annually. A letter of inquiry regarding continued interest will be sent to anyone missing two (2) consecutive meetings.

Quorum and Voting. The presence of at least two-thirds (2/3) of the total Board members qualifies as a quorum for Board meetings. Any change to the bylaws or approval of a new resolution must be approved by a majority vote of the Board.

Article VIII: Committees

Executive Committee. The Executive Committee meets at the call of the President and consists of all Officers whether elected or ex-officio. Each Officer will serve on the Executive Committee during their term of office. The Committee sets the dates for Board meetings and is responsible for the management of the affairs of the Association in between meetings of the Board. The Committee also has the authority to adjust the disciplines represented by the Specialty Directors from time to time as disciplines are reorganized at Cleveland Clinic. These adjustments shall be confirmed by a majority vote of a quorum of the Board.

Standing Committee(s). Standing committee(s) are comprised of a committee of Board members that the President and the Board wish to organize. The committee members' terms of office shall extend for the term of their Board position. Each committee shall be comprised of at least three Board members, except as determined by the Executive Committee.

Nominating Committee. The Nominating Committee is a standing committee and will be chaired by the President Elect or current President and include all Executive Committee members and other Specialty Directors as appointed. This committee will identify Board members eligible for service in Specialty Director and Officer positions. A maximum of two (2) candidates will be submitted to a majority vote of the Board. It will also identify candidates to receive the various Alumni awards.

Philanthropy Committee: The Philanthropy Committee is a standing committee and will be chaired by the Immediate Past-President or current President. This committee will identify philanthropic projects and approach for the Alumni Association in conjunction with the Philanthropy Institute.

Ad Hoc Committee(s). The President, with the advice of the Executive Committee, shall appoint such ad hoc committees as are deemed appropriate from time to time. Service in an ad hoc committee is open to all members of the Association. Such committees shall serve at the will of the President.

Article IX: Officers

The Officers of the Board will consist of the elected Officers of the Association, as well as the ex-officio members, as follows:

<u>Position Title</u>	<u>Voting Privileges</u>
<u>Elected:</u>	
• President	Yes
• President-Elect	Yes
• Vice President of Alumni Membership	Yes
• Vice President of Alumni Communications	Yes
• Immediate Past-President	Yes
• Medical Director-Staff and Alumni Relations	Yes
<u>Ex-Officio:</u>	
• Director - Alumni Relations	No

Eligibility. A minimum of one (1) year Board experience.

Terms of Office. Each term of office shall be for a three (3) year period. All Officers will be confirmed by a majority vote of the Board.

Vacancies. In case of death, resignation or disability of a Board member, candidates to fill the vacancy for the unexpired term shall be identified by the Nominating Committee and confirmed by a majority vote of a quorum of the Board.

Termination. Termination of an Officer for just cause must be presented by the President Elect to the Executive Committee and a majority vote of a quorum of the Board is needed for action. Prior to involuntary termination, the Officer will be offered an opportunity to present information to the Executive Committee under procedure established by the Executive Committee.

Article X: Duties of Officers

President: The President serves a three-year term and acts as the Chair of the Executive Committee and presides at all meetings of the Board. This individual shall perform such other duties as the Association shall assign. The President, in cooperation with the head of Alumni Relations, shall prepare, with the approval of the Board, the agenda for any business meetings of the Association. The President will serve as an ex-officio member of all standing committees. The President serves as the liaison to the Cleveland Clinic Enterprise and Board of Governors. The President appoints all special Committees as needed. The President will succeed to the office of Immediate Past-President.

President-Elect: The President-Elect serves a three-year term on the Executive Committee. In the absence or inability of the President to act, this individual shall perform the President's duties. The President-Elect will serve as a liaison to Special Committees chairing the Nominations Committee and Awards Committee. The President-Elect will succeed to the office of President.

Immediate Past-President: The Immediate Past-President serves a three-year term. The Immediate Past-President assists the President in the transfer of office and serves on both the Board and the Executive Committee. This individual will also serve on the Nominating Committee and Awards Committee. The Immediate Past-President assists Alumni Relations staff in communicating Philanthropic roles and responsibilities to Officers and Board members and is a member of the Philanthropy Committee. In the absence of the President or President Elect, the Immediate Past-President will conduct any duly called meeting.

Vice President of Alumni Membership: The Vice President of Alumni Membership serves a three-year term with no succession on the Executive Committee. This individual will be responsible for the welcome process of all new alumni annually (3+ year staff alumni, retirees, Post-Doctoral Fellows, Clinical Trainees, and CCLCM graduates). The VP of Membership will train and mentor Specialty Directors in their roles and responsibilities with assistance from the Alumni Relations staff.

Vice President of Alumni Communications: The Vice President of Alumni Communication serves a three-year term with no succession on the Executive Committee. This individual will collaborate with the Alumni Relations staff on all alumni communications (magazine, Eblasts, Website, social media). The VP of Communications will assist with monitoring meeting agendas and minutes, providing financial reports when requested to the Board and insuring maintenance of policies and procedures.

Medical Director: The Medical Director is the central link between the Alumni Association Board, Alumni Relations, and the Office of Professional Staff Affairs. This individual, who must be a current or former member of Cleveland Clinic Professional Staff, is nominated by the Executive Committee and confirmed by a majority vote of the Board. The Medical Director has voting privileges, and the position is not term limited; however, the Nominating Committee will conduct a biannual re-confirmation process.

Article XI: Awards

The Nominating Committee, in collaboration with Alumni Relations staff, will assist in identifying appropriate candidates for nomination of Alumni awards, such as the Distinguished Alumnus Award, the Special Achievement Award and the Special Service Award. Each Alumni award will be confirmed through a majority vote of a quorum of the Board.

Article XII Amendment of Bylaws

The Board, subject to ratification, may amend these bylaws by a vote of a majority of the Board.

Article XIII: Dissolution

Upon dissolution or liquidation of the Association, all assets remaining, after payment of all of its liabilities and obligations, shall be distributed exclusively to Cleveland Clinic to further the purposes of the Association in scientific and/or educational pursuits.

*Approved by Executive Committee: March 24, 2018
Accepted by the Board: March 24, 2018*