



Cleveland Clinic

Alumni Association

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 The Cleveland Clinic Foundation 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 promptly 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 make an anonymous report by submitting the 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 and medical students matriculating through the Lerner College of Medicine at Case Western Reserve University (“CCLCM”).

Professional staff trained outside Cleveland Clinic will also be eligible for membership in the Association if they have served Cleveland Clinic for a period of five (5) 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:

<u>Position Title</u>	<u>Voting Privileges</u>
<u>Elected:</u>	
• Specialty Director Board Members (32-descriptions below)	Yes
<u>Ex-Officio:</u>	
• Associate Dean or Executive Dean of CCLCM	Yes
• Director - Graduate Medical Education	Yes
• Director - Alumni Relations	No
• President - Cleveland Clinic House Staff	No
• 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 death, resignation 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 Vice President 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 Board meetings;
- attend special meetings of Alumni, including but not limited to reunions, summits, and conferences;
- engage and vote on actions impacting the Association;
- act as a role model by mentoring CCLCM students and residents/fellows across the enterprise;
- promote Association benefits among members;
- coordinate with the Alumni Office on all requests for contributions and recognition of gifts;
- coordinate with their Institute Chair to identify Alumni who qualify for recognition awards from the Alumni Office

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 and Critical Care
- Colorectal Surgery
- Cancer Center (hematology, oncology, radiation oncology)
- Cardiovascular Medicine
- Dermatology
- Endocrinology

- Gastroenterology
- General Surgery
- General Internal Medicine
- Imaging (Radiology)
- Infectious Disease
- International
- Nephrology/Hypertension
- Neurological Surgery
- Neurology
- Obstetrics/Gynecology
- Ophthalmology
- Orthopaedic Surgery
- Otolaryngology & Communicative Disorders
- Pediatrics
- Psychiatry & Psychology
- Pulmonary, Allergy & Critical Care Medicine Pediatrics
- Plastic & Reconstructive Surgery
- Pathology
- Research
- Rheumatic & Immunologic Disease
- Thoracic & Cardiovascular Surgery
- Urology
- Vascular Surgery
- Vascular Medicine
- CCF Florida
- 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 the Alumni Office 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 of 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.

Director - 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.

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 Immediate Past-President. 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. 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
• Vice President	Yes
• Secretary of Alumni Membership	Yes
• Secretary of Alumni Communications	Yes
• Immediate Past-President	Yes
<u>Ex-Officio:</u>	
• Director - Alumni Relations	No

Eligibility. A minimum of one year Board experience, completion of a three (3) year Board member term, or service as a current Officer is required to be elected for an Officer position.

Terms of Office. Each term of office, shall be for a two (2) year period. A minimum of one year Board experience is mandatory. 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 Vice President 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 two 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 Director-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.

Vice President/President Elect: The Vice President serves a two 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 Vice President will serve as a liaison to Special Committees. Current committees include: Nominations Committee, Awards Committee, Philanthropy Committee, Legacy Project, Alumni Network App, Alumni Referral Tracking. The Vice-President will succeed to the office of President.

Immediate Past-President: 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 chair the Nominating Committee and Awards Committee. Additionally, this individual is the central link between the Board and Alumni Office staff under the Philanthropy Institute, for Alumni Association international initiatives. He/She 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 Vice President, the Immediate Past-President will conduct any duly called meeting.

Secretary of Alumni Membership: The Secretary serves a two year term on the Executive Committee. This individual will be responsible for the welcome process of all new alumni annually (5+ year alumni, CCLCM graduates, Post-Doctoral Fellows, Clinical Trainees, and retiree's). The Secretary will train and mentor Specialty Directors in their roles and responsibilities with assistance from the Alumni Relations staff. This is a two year term with no succession.

Secretary of Alumni Communications: The Secretary serves a two year term on the Executive Committee. This individual will work with the Alumni Relations staff on all alumni communications (Newsletter, Blog, E-blasts, Website, Social Media). The Secretary will assist with monitoring meeting agendas and minutes, providing financial

reports when requested to the Board and insuring maintenance of policies and procedures. This is a two year term with no succession.

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: April 15, 2016
Accepted by the Board: April 15, 2016