

**BYLAWS OF THE MEDICAL ALUMNI ASSOCIATION
OF THE MARY IMOGENE BASSETT HOSPITAL**

ARTICLE I

Section 1 - This association shall be known as the Medical Alumni Association of The Mary Imogene Bassett Hospital. It shall hereinafter be referred to as the "Association."

Section 2

The objectives of the Association shall be:

- a. To provide support and recommendations to the Medical Education Department of The Mary Imogene Bassett Hospital.
- b. To actively assist in recruitment of high quality applicants for clerkship, residency, and attending staff positions at The Mary Imogene Bassett Hospital.
- c. To provide a means of financial support for the development and enhancement of the above programs.

Section 3

The principal office of the Association shall be at The Mary Imogene Bassett Hospital, 1 Atwell Road, Cooperstown, New York.

ARTICLE II

Membership

Members of the Association shall be present and past members of the faculty and house staff of the Mary Imogene Bassett Hospital. All members of the Association shall be non-voting members. All voting power shall be vested in the Board of Directors.

ARTICLE III

Meetings

Section 1

There shall be an annual meeting of the Board of Directors of the Association for the transaction of business and for the election of directors. The annual meeting shall be held at such time, date, and place as shall be designated by the President.

Section 2

Special meetings of the Board of Directors of the Association may be called at any time by the President, or by a majority of the directors.

Section 3

Notice of the annual meeting or of any special meeting, stating the time, place, and purpose thereof and, if it is a special meeting, the person or persons calling the meeting, shall be mailed or personally delivered to each Director not less than ten nor more than fifty days prior to such meeting. If mailed, such notice shall be directed to each Director's last known address appearing on the books of the Association.

Section 4

At all annual or special meetings, a majority of the Board of Directors shall constitute a quorum. In the event that at any meeting a quorum shall not be present, such meeting may be adjourned and no notice of such adjourned meeting need be given, other than by announcement of the meeting which is

being adjourned, and any business may be transacted at such adjourned meeting (provided a quorum is present) which could have been transacted at the meeting adjourned. Alternatively, in the absence of a quorum, when a vote is needed for any purpose, ballots may be distributed by mail, e-mail or fax to the entire Board of Directors.

Section 5

Any one or more directors may participate in a meeting of the Board of Directors by conference telephone or interactive video equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE IV

Directors

Section 1

The Board of Directors shall consist of thirteen individuals or more if authorized by vote of the existing Board of Directors. At each annual meeting of the Association, directors shall be elected to hold office until the expiration of the term for which each is elected, and until a successor has been elected and qualified.

Section 2

The Director of Medical Education and the Executive Vice President shall be standing members of the Medical Alumni Board by virtue of their offices.

Section 3

All elections of directors shall be by a plurality vote of the Board of Directors of the Association at the time of the meeting, or alternatively, in the absence of a quorum, by ballots distributed by mail or fax. Directors shall be elected for a term of three years unless otherwise specified.

Section 4

Vacancies on the Board of Directors caused by death, resignation, or otherwise may be filled for the unexpired term by vote of a majority of the remaining directors.

Section 5

The Board of Directors may adopt such rules and regulations for the conduct of the meetings and the affairs of the Association as it may deem proper, but not inconsistent with the laws of the State of New York or these Bylaws.

ARTICLE V

Officers

Section 1

At the annual meeting of the Association, the Board of Directors shall elect officers and appoint committees.

Section 2

The officers of this Association shall be a President, Secretary-Treasurer, and an Executive Vice President. The position of Executive Vice President shall be filled by the Director of Medical Education of The Mary Imogene Bassett Hospital or the designate thereof.

The officers (other than the Executive Vice President) shall hold office for a term

of three

years or until their successors are duly elected. The President cannot be elected for more than two consecutive terms in office, but shall again become eligible for election a year after the end of his or her second consecutive term. In the event that an office becomes vacant by resignation or otherwise, the vacancy shall be filled by the Board of Directors.

Section 3

The President shall exercise all the powers and perform all the duties usual to such office. He or she shall preside over the meetings of the Board of Directors.

Section 4

The Secretary-Treasurer shall, in the absence of or incapacity of the President, perform all of the duties of the President. In the absence or incapacity of the Secretary-Treasurer, these duties shall be performed by the Executive Vice President.

Section 5

The Secretary-Treasurer shall have the care and custody of the funds of the Association, and shall perform all of the duties customary to the office.

ARTICLE VI

Committees

Section 1

An Executive Committee shall consist of the following officers; President, Executive Vice President, Secretary/Treasurer, and the immediate past President. The Executive Committee shall report any deliberations in a timely manner to the full Board of Directors for their consideration.

The Board of Directors may designate from among its members other committees as it deems appropriate from time to time.

ARTICLE VII

Amendments

Section I

These Bylaws may be amended at the annual meeting of the Board of Directors of the Association at which a quorum is present by a majority vote of Board members present or alternatively, by a majority of the full Board of Directors through the distribution of proposed changes by mail, email or fax. In either case, amendment of these Bylaws shall require that each director receive advance notice of at least ten days prior to the vote, stating the general nature of the proposed amendment and the Article and the Section of each provision proposed to be amended. No amendment of these Bylaws shall be made unless notice stating the general nature of the proposed amendment and the Article and the Section number of each provision proposed to be amended shall have been sent to each director, at least ten days prior to the meeting of directors at which such amendments are to be voted upon.

Amended: 10/6/06