

# Holy Cross Physicians Association

## By-Laws – 11 September 2022

### Article I: Name and Offices

**Section 1. Name.** The name of the organization shall be the **Holy Cross Physicians Association**, hereinafter referred to as the “Association” or the “HCPA”.

**Section 2. Offices.** Although the organization is supported by Holy Cross (as described in the Holy Cross Affinity Group Guidelines), there is no physical office at the College. Everything is essentially virtual.

### Article II. Purposes.

**Section 1. The Purposes** of the organization include the following:

(a) To safeguard and advance the tradition of Holy Cross producing graduates who go on to become exceptional healthcare professionals and to celebrate the Jesuit tradition and the liberal arts education upon which such success is founded.

(b) To serve as the primary organization connecting alumni physicians and other medical professionals with each other and with the greater College of the Holy Cross community.

### Article III. Membership.

**Section 1. General Membership.** Membership in the Association is open to any member of the Holy Cross community who supports the purposes of the HCPA.

**Section 2. Voting Membership.** Although general membership is quite open, voting membership and Board of Director membership is restricted to Holy Cross graduates who are physicians (MD or DO).

#### **Article IV. Board of Directors.**

**Section 1. Primary Role.** The Board of Directors shall serve as advisors to the Executive Council.

**Section 2. By-Laws.** Beginning in 2023, the Board of Directors will manage and be responsible for By-Laws.

**Section 3. Awards Program.** The Board of Directors have the final approval on Awards bestowed by the Association.

**Section 4. Size.** The Board of Directors shall consist of at least 9 and not more than 15 voting members of the Association.

**Section 5. Length of Service.** The standard tour of duty (term) shall be three years and staggered such that each year there would be turnover of about one third.

**Section 6. Quorum.** A quorum of the Board of Directors is a simple majority.

#### **Section 7. Source of Officers.**

(a) Starting in 2023, the Board of Directors shall be the sole source of selection to the Executive Council. That is, starting in 2023, one must be a member of the Board of Directors before one can be an officer of the Association.

(b) Each year, the Board of Directors shall choose from among its number the President-elect and this will commence in 2023.

## **Section 6. Election to the Board of Directors.**

(a) Members of the Board Directors shall be elected from the voting members annually beginning in 2024.

(b) If elections are not practical or an opening occurs mid-term, the Executive Council may select a member to fill that position.

(c) Elections are anticipated to be virtual.

## **Article V. Officers.**

**Section 1. Number.** There shall be three officers and they shall comprise the Executive Council. The President, the President-elect, and the immediate past President.

**Section 2. Length of Service.** The President's tour of duty (term) is one year. Therefore, one typically serves on the Executive Council for three years.

**Section 3. After Service.** To enhance continuity within the Association, after serving on the Executive Council, the immediate past President becomes a member of the Board of Directors for one year. However, the immediate past President will only vote when there is a tie and will serve as the tie-breaker.

**Section 4. Secretary/Treasurer.** At the pleasure of the President, the President-elect shall typically also serve as the Secretary and Treasurer of the Association. On occasion, the President may select another voting member of the HCPA to fill the role of Secretary/Treasurer.

**Section 5. State of the Association.** At the annual meeting, the President will report to the Board of Directors on the “State of the Association.” Soon thereafter, the immediate past President will report, in writing, on the State of the Association to the entire HCPA membership.

**Article VI. Executive Council.** The affairs and business of the Association shall be managed by the Executive Council.

**Article VII. Meetings.**

**Section 1. Annual.** There shall be an annual meeting held during Fall Homecoming weekend. Though portions may be recorded, this meeting will be in-person.

**Section 2. Other Meetings.** There shall be other meetings at the discretion of the Executive Council and/or the Board of Directors.

**Section 3. On-Line Meetings.** Many meetings, if not most, are likely to be virtual.

**Article VIII. Elections and Voting.**

**Section 1. President-Elect.** Beginning in 2023, the Board of Directors will vote for the President-elect.

**Section 2. Board of Directors.** Beginning in 2024, there will voting by members for the Board of Directors

**Section 3. On-Line Voting.** Voting is anticipated to be virtual.

## **Article IX. Committees.**

**Section 1. Members.** Each Committee will consist of at least three members.

**Section 2. Ex Officio.** The President or his/her representative may serve as an ex officio member of any committee.

**Section 3. Standing.** Standing Committees include: Education & Meetings, Awards, By-Laws, and Elections.

(a)The Education & Meetings Committee manages the annual meeting and other educational endeavors such as Webinars and mentoring. This committee reports to the Executive Council.

(b)The Awards Committee oversees the Awards Program and reports to the Executive Council. After Executive Council review, the Awards Committee recommendations will be presented to the Board of Directors for Approval.

(c)The By-Laws Committee will review the By-Laws annually and will make recommendations to the Board of Directors.

(d)The Election Committee manages the Elections and reports to the Executive Council.

**Section 4. Ad hoc Committees.** Committees may be established by the Executive Council or the Board of Directors as needed.