



THE CADUCEUS CLUB

in support of the UAB HEERSINK SCHOOL OF MEDICINE

CONSTITUTION & BYLAWS

Revised
September 2025

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ARTICLE I. NAME

The Name of this organization shall be "The Caduceus Club."

ARTICLE II. OBJECTIVE

The objective of this organization shall be to support the needs and welfare of medical students during their years at the UAB Heersink School of Medicine and to promote their interest in remaining in the State of Alabama for their career.

ARTICLE III. MEMBERS

Section 1. QUALIFICATIONS. Any person with an interest in medical education and involved in improving healthcare in the State of Alabama is encouraged to apply for membership.

Section 2. RIGHTS AND PRIVILEGES. Members shall be privileged to attend the annual meeting and all other meetings of the organization, and to vote on the election of officers of the Caduceus Club. Only members who are current in their dues shall have the privilege of voting. Members will also have the opportunity to participate in special events and activities in support of medical students sponsored by the Caduceus Club.

Section 3. WAIVER OF DUES. The Board of Directors, upon written application of a member who has been in good standing, may, for good reason, waive the annual dues for such member for a definite period.

Section 4. HONORARY MEMBERS. The Board of Directors may award the title of Honorary Member to individuals who have performed exceptional service to the organization, medical education or shared goals. This is neither a dues paying nor voting membership.

ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

Section 1. ELECTED OFFICERS. The elected officers of this organization shall be a President, President-Elect, Treasurer, and up to eight additional members elected to the Board of Directors.

Section 2. BOARD OF DIRECTORS. The Board of Directors shall consist of the elected officers, up to eight Board members and the immediate Past President. The meetings of the Board of Directors are open and all members of The Caduceus Club are welcome to attend.

Emeritus status can be conferred on previous presidents or requested by anyone who has been a dues paying member dues for at least 10 years. Emeritus members will not require annual dues and are encouraged to attend and participate in Board discussions. The Board of Directors and current active members are allowed to vote on Emeritus status requests.

Section 3. TERMS OF OFFICE. The elected officers shall serve a term of two (2) years and no longer than four (4) years if reelected.

Section 4. RESTRICTION AND RE-ELECTION. No Board member shall be eligible for re-election as a Board member until one year after the terminal date of his prior term. Board members that are unable to participate in organization for more than one (1) year may be asked to retire.

Section 5. ELIGIBILITY. Eligibility to serve as an officer of this organization shall be restricted to members in good standing.

Section 6. DUTIES. The duties of the officers shall be those usually appertaining to such officers as prescribed by *Robert's Rules of Order, Revised*. These include a regular presence in the meetings of the organization, no less than seventy-five (75) percent in number over two (2) years. The Board of Directors officers shall be the governing body of this organization and officer positions are subject to will of majority vote of the membership in any regular or called meeting of this organization.

The officers shall ensure that the financial, business and other administrative affairs, membership services, student services and membership recruitment and retention are assessed on a bi-annual basis at Board meetings. Moreover, the offices have a duty to report and unresolved anomalies to the Board of Directors within 30 days or less.

Section 7. VACANCIES. The office of the President through death or resignation shall be occupied by the President Elect for the remainder of the unexpired term. A vacancy occurring on the Board of Directors or in any office other than the President shall be filled for the unexpired term by presidential appointment subject to ratification by the Board of Directors.

Section 8. DUTIES OF THE EXECUTIVE SECRETARY. The Board of Directors may appoint or hire an Executive Secretary, with duties consistent with such an office to be employed on an at-will basis. The officers will identify this individual and meet with all candidates before presenting the candidate and plans for compensation to the Board of Directors at a called meeting.

It shall be the duties of the Executive Secretary to promote ambassadorship for the organization, schedule meetings, coordinate communications between members, communicate with UAB medical students, staff and faculty seeking information or assistance, maintain financial, insurance, and membership records, and to timely communicate information of importance to the President between scheduled meetings.

Section 9. EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the President, President-Elect, Treasurer, and the immediate Past-President. The Executive Committee shall authorize action on business of the Club between meetings of the Board of Directors. A quorum shall include three members, one of whom is to be the President.

The Executive Committee role is to ensure goals of The Caduceus Club are met. Goals include recruitment, finance, service to students and to identify and recruit officers and Board members.

ARTICLE V. MEETINGS

Section 1. MEETINGS OF THE BOARD OF DIRECTORS. The meetings of the Board of Directors shall be held from time to time at the call of the President or at the request of at least ten (10) members. The President shall preside at such meetings. These meetings of the Board shall occur in person or virtually no less than 2 times per year.

Section 2. GENERAL (ANNUAL AND CALLED) MEETINGS. The annual meeting of this organization shall be held at a time and place to be determined by the Officers with consent of the majority of the Board of Directors. Announcement of the annual meeting must be made to the entire membership at least twenty days in advance of the meeting.

Called (“Special”) meetings may be called by the President with approval of the Executive Committee on an as needed basis and with the utmost attempt to provide twenty days written notice to the membership.

ARTICLE VI. ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1. NOMINATING COMMITTEE. The Nominating Committee consists of the Board of Directors who shall present biannually a list of proposed officers.

The Nominating committee shall select one candidate for each office and for the two retiring members of the Board of Directors. The membership shall be notified of the Nominating Committee's recommendations at least 20 days prior to the annual meeting. Nominations from the floor are in order.

Section 2. ELECTIONS. The elections of officers shall be conducted by vote in accordance with *Robert's Rules of Order, Revised*, at an appropriate announced time during the annual meeting.

ARTICLE VII. COMMITTEE

Section 1. FINANCE COMMITTEE. The Finance Committee shall be composed of the President and President-Elect, the Treasurer, and two other members of the Board of Directors appointed by the President. The President shall serve as the Committee chair. The Executive Secretary shall serve as an *ad hoc* member.

It shall be the duty of this committee to manage financial affairs of the organization in a manner consistent with its purpose and policies, to authorize payment of all current expenses of the organization and set salary of Executive Secretary.

This Committee will review the debts, liabilities, investments, risks, and related financial issues of the Caduceus Club. This data shall be prepared and reported by the Executive Secretary for distribution and retrieval at the Board meeting. Decisions made shall be recorded and made available to the officers as requested during the interim between meetings. This Committee will report any anomalies to the Board of Directors.

ARTICLE VIII. FINANCES

Section 1. DUES. The fiscal year of this organization shall be October 1 through September 30. The annual dues of this organization shall be determined by the Board of Directors.

Section 2. ASSESSMENTS. No assessments other than dues shall be levied without the consent of a majority of the Board of Directors.

Section 3. DISBURSEMENTS. All authorizations for disbursements shall be made by the Treasurer and countersigned by one of the authorized signers. Countersignatures shall be either the President or the Executive Secretary.

ARTICLE IX. RULES OF ORDER

Section 1. *Robert's Rules of Order, Revised*, shall govern the deliberations of this organization in all procedures not expressly covered in these by-laws.

ARTICLE X. AMENDMENTS

Section 1. These By-Laws may be amended, altered, or rescinded by a vote of two-thirds (2/3) of the Board of Directors present at any called or special meeting. Notice of the proposed changes shall have been given in writing to the Board of Directors by the Executive Secretary or Executive Committee at least ten(10) days prior to the holding of such meeting.

ARTICLE XI. DISSOLUTION

Section 1. Should this Association be dissolved, the assets and funds of said Association shall be applied and distributed as follows:

- (a) All liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provision made, therefore.
- (b) Any residue of assets or funds shall be distributed by a majority vote by the Board of Directors.