



SACRAMENTO LATINO MEDICAL ASSOCIATION

ARTICLES OF INCORPORATION & BYLAWS

Dated: August 17, 2006
Revised: January 25, 2007
Revised: March 11, 2009

ARTICLES OF INCORPORATION
of SACRAMENTO LATINO MEDICAL ASSOCIATION

I.

The name of this corporation is Sacramento Latino Medical Association.

II.

A. This Corporation is a nonprofit **PUBLIC BENEFIT CORPORATION** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

B. The specific purpose of this corporation is to:

- Represent and unite Sacramento Valley area Latino physicians and Sacramento Valley area physicians who treat Latino patients;
- Address the healthcare needs of the Sacramento Valley Latino community;
- Promote increased access to quality health care services;
- Provide guidance and support to resident physicians, medical and pre-health students;
- Support increased enrollment and retention of Latinos in institutions of higher learning in the health care professions;
- Support Latino Faculty development; and
- Support Research in critical Latino health issues.

III.

The name and address in the State of California of this corporation's initial agent for service of process is:

Jessica M. Nunez de Ybarra
Post Office Box 367
Sacramento, California 95812

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A. This corporation is organized and operated exclusively for public and **charitable** purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

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B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

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The property of this corporation is irrevocably dedicated to public and **charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

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Jessica M. Núñez de Ybarra, MD, MPH, Incorporator

1 **BYLAWS**

2 **OF**

3 **SACRAMENTO LATINO MEDICAL ASSOCIATION**

4 **A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION**

5 **ARTICLE I**

6 **NAME**

7 The name of this corporation is Sacramento Latino Medical Association (hereinafter referred to
8 as the "Association").

9 **ARTICLE II**

10 **PURPOSES**

11 **2.1 Purposes**

12 The purposes of this Association are to:

- 13 (a) Represent and unite Sacramento Valley area Latino physicians and Sacramento Valley
14 area physicians who treat Latino patients.
- 15 (b) Address the healthcare needs of the Sacramento Valley Latino community.
- 16 (c) Promote increased access to quality health care services.
- 17 (d) Provide guidance and support to resident physicians, medical and pre-health students.
- 18 (e) Support increased enrollment and retention of Latinos in institutions of higher learning in
19 the health care professions.
- 20 (f) Support Latino Faculty development.
- 21 (g) Support Research in critical Latino health issues.

22 **2.2 Limitations**

- 23 (a) The property assets, profits and net income are dedicated irrevocably to the purposes set
24 forth in the Association's Articles of Incorporation and these Bylaws. No part of the
25 profits or net earnings of this corporation shall ever inure to the benefit of any of its
26 directors, trustees, officers, members, employees, or to the benefit of any private
27 individual.
- 28 (b) No substantial part of the activities of this corporation shall consist of carrying on
29 propaganda, or otherwise attempting to influence legislation, and this corporation shall
30 not participate in or intervene in (including the publishing or distributing of statements in

connection with) any political campaign on behalf of any candidate for public office.

- (c) Upon the dissolution of this corporation, after paying or adequately providing for the payment of debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III ASSOCIATION OFFICE

The principal office for the transaction of the activities, affairs, and business of the Association is 2009 D Street, Sacramento, CA 95814. The mailing address is P.O. Box 367, Sacramento, CA 95812. Sacramento Latino Medical Association (SaLMA) Board may change the principal office from one location to another. Any change of location of the principal office shall be amended to state the new location after approval by the full board.

BOARD OF DIRECTORS

3.1 Powers and Duties

Subject to the provisions and limitations of the Non-Profit Mutual Benefit Corporation law and any other applicable laws including, the Articles of Incorporation and Bylaws, the Association's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under direction of **SaLMA Board of Directors**. Without prejudice to the general powers set forth above, but subject to the same limitations, the Board shall have the power to:

- (a) Appoint and remove, at the pleasure of SaLMA Board, all corporate officers, agents and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation and these Bylaws; and fix their compensation.
- (b) Change the principal office or the principal business office in California from one location to another; and designate a place in or outside California for holding any meeting of the Board.
- (c) Accept donations and grants, and borrow money and incur indebtedness on SaLMA's behalf and cause to be executed and delivered for SaLMA's purposes, in SaLMA's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

3.2 Number of Directors

The authorized number of Directors shall be five (5). The number may be changed by amendments of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw as provided in these Bylaws.

3.3 Eligibility and Term of Office

- (a) Except as otherwise provided in these Bylaws, only Active Members in good standing may serve on SALMA Board. Notwithstanding, if approved by SALMA Board, a Honorary Member in good standing may be deemed eligible for nomination to the Board if the Board determines that such Honorary Member possesses unique qualifications that would be of significant value to SALMA and is otherwise distinguished for his or her services or achievements in the field of health care.
- (b) All Directors shall serve for a term of two (2) years unless otherwise removed from office as provided in these Bylaws.

3.4 Composition of Board

SALMA Board shall consist of the following:

- (a) The President, whom shall also serve as the Chairperson of the Board.
- (b) The Treasurer.
- (c) The Secretary.
- (d) Two (2) at-large members.
- (e) Student Representative as an *ex officio* non-voting member.

3.5 Removal and Vacancies

(a) Removal. Any director may be removed from office by the affirmative vote of not less than three-fourths (75%) of the Directors then in office. The director sought to be removed shall not be entitled to vote. A Director may, but need not, be removed from office for any of the following reasons:

- i. Failure to regularly attend 3 consecutive SALMA Board meetings.
- ii. Ineligibility for, or termination of, membership in SALMA.
- iii. Upon other good cause determined by SALMA Board, provided such Director sought to be removed has been given at least ten (10) days' prior written notice at such Director's last known address of such contemplated action. Such Director shall be provided the opportunity to appear and be heard on the matter.

(b) Vacancies. A vacancy on SALMA Board shall exist on the occurrence of the death, removal, or resignation of any Director; or as otherwise determined by law. Any Director may resign upon giving written notice of resignation to the Chairperson of SALMA Board. Except upon notice to the Attorney General of California, no Director may resign

when the corporation would then be left without at least one duly elected Director in charge of its affairs. Any vacancy on SALMA Board shall be filled by the remaining Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

3.6 Meetings and Notice

SALMA Board shall meet at least six (6) times per year at the times, dates, and places fixed by SALMA Board. At least ten (10) days' but not more than ninety (90) days' notice shall be given each Director by the Secretary of SALMA Board of the time and place of the meeting. Notice may be given via mail, facsimile, telephone, or e-mail.

3.7 Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President. Special meetings of the Board shall be held upon four (4) days' notice if sent by first-class mail, or forty-eight (48) hours' notice if given personally or by telephone, e-mail, or other similar means of communication. Any such notice shall be addressed or delivered to each Director at the Director's address as shown upon the records of the Association or as given to the Association by the Director for purposes of notice.

3.8 Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, before the meeting or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the Association's records or made a part of the minutes of the meeting.

3.9 Participants in Meetings by Conference Telephone

Members of SALMA Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

3.10 Quorum and Voting

At meetings of SALMA Board, business shall be transacted as the Directors may determine from time to time by resolution. A majority of the voting members of SALMA Board shall constitute a quorum. Except as otherwise required by law or these Bylaws, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of SALMA Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. Directors shall be allowed to vote by proxy.

3.11 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents may be obtained through facsimile transmission (fax) or electronic mail, and shall be filed with the minutes of the proceedings of the Board. An action by written consent shall have the same force and effect as a vote of the Directors at a meeting duly called.

3.12 Board Committees

(a) **Finance Committee.** The Finance Committee shall be comprised of SaLMA's Treasurer and two (2) other members of the general membership as approved by SALMA Board. The President shall not be eligible to serve on the Finance Committee. The Treasurer shall serve as the chairperson of this committee. The members of the Finance Committee shall be appointed by SALMA Board for a two year term and serve in such capacity until their term expires or they are otherwise removed for cause from the committee by SALMA Board. The purpose of the Finance Committee is to monitor and report to SALMA Board on the Association's finances.

(b) **Scholarship Committee.** The Scholarship Committee shall be comprised of three (3) members of the General Membership. The members of the Scholarship Committee shall be appointed by SALMA Board and serve in such capacity for two (2) years. The purpose of the Scholarship Committee is to develop and assist in the administration of the Association's scholarship programs. The Scholarship Committee shall also be responsible for evaluating scholarship applications and recommending candidates for scholarships to SALMA Board and will work with the Finance Committee to raise funds.

(c) **Bylaws and Nominating Committee.** The Bylaws and Nominating Committee shall consist of three (3) general members as determined by SALMA Board and shall serve in such capacity for two years (2). The Bylaws and Nominating Committee shall nominate candidates for the Officers and such members of SALMA Board whose terms will expire or are otherwise vacated. The Bylaws and Nominating Committee shall accept recommendations for candidates to SALMA Board from the general membership and will review each candidate for qualifications establishing eligibility prior to presenting slate of nominees for approval by SALMA Board. These nominees will be eligible to run for SALMA Board in a general election.

The Bylaws and Nominating Committee will convene at the request of a majority vote of SALMA Board to review these Bylaws and make recommendations for modification, additions or deletions of specific portions of the Bylaws. Members of the general membership may petition the Board for consideration of specific modifications, additions or deletions of these Bylaws with support of the general Association membership by majority vote of each recommendation before they are deliberated by the Bylaws and Nominating Committee and submitted to SaLMA Board for consideration.

(d) **Other Committees.** The Board may create additional committees to serve at the pleasure

of the Board. The Board chair shall appoint the members of such committees, subject to ratification by the Board. Members of such committees shall serve for terms of one year or as determined by SALMA Board.

(e) **Limitations on Committees.** No committee of SALMA Board, shall have the authority to perform any of the following activities, all of which are expressly reserved for SALMA Board:

- i. Fill vacancies on SALMA Board or any committee of SALMA Board;
- ii. Establish the compensation of any directors for serving on SALMA Board or any SALMA Board committee;
- iii. Amend or repeal these Bylaws or the adoption of new Bylaws;
- iv. Amend or repeal and resolution of SALMA Board which by its express terms is not so amendable or repealable;
- v. Appoint any other committees of SALMA Board or members thereof.

(f) **Limitations on the Board of Directors and Committees.** The Board of Directors and all Committees shall not:

- i. Expend Association funds to support a nominee for director after there are more people nominated for director than can be elected; or
- ii. Approve any self-dealing transaction except as allowed by law.

(g) **Committee Meetings and Governance.** Committees shall meet at such times and places as determined by the committee and approved by SALMA Board. Unless otherwise designated by these Bylaws, SALMA Board shall appoint one member of each committee to serve as the chairperson of the committee. A majority of the members of the committee shall constitute a quorum for the purpose of conducting business. A committee may meet in person or by phone. Minutes shall be kept by each committee of all official meetings of each committee. A copy of said minutes shall be signed by the chairperson of each committee and a copy shall be forwarded to SALMA Secretary prior to the next regularly scheduled meeting of SALMA Board following the meeting of the committee (See Article 3.12 h below).

(h) **Committee Reports.** The chairperson of each committee shall make reports to SALMA Board on the activity of that committee at each meeting of SALMA Board, so as to ensure that SALMA Board is at all times adequately informed as to the scope and conduct of activities of the committees. Verbal reports must have a written report with signatures from the chairperson submitted to the Board within 48 hours prior to the Board meeting where the report is scheduled per the agenda.

3.13 Compensation and Expenses of Directors

Members of SALMA Board shall not receive salaries, wages, or bonuses from SALMA for their services, and shall be responsible to pay any and all personal expenses pertaining to their fulfillment of the duties of their office. Notwithstanding, the Board may approve compensation of Board members on a case-by-case basis for extraordinary services performed for SALMA. Furthermore, the Board may approve reimbursement of extraordinary expenses incurred by a Director or member on behalf of SALMA in the performance of such duties.

ARTICLE IV MEMBERSHIP

4.1 What Constitutes Membership

SALMA shall have no members as such term is defined in California Corporations Code Section 5056. Notwithstanding, SALMA and these Bylaws may refer to persons associated with SALMA as “members” even though such persons are not intended to be members as defined in Section 5056. Members whose membership applications have been approved and whose required dues or other assessments have been paid to this Association in accordance with these Bylaws and who are not suspended (see Article 4.7 e) shall be members in good standing.

4.2 Classes of Membership

SALMA shall have the following classes of membership: Active, Retired, Affiliate, Student, and Honorary. SALMA Board, through appropriately designated officers and staff, shall have the authority to approve all applications for membership. Membership shall not, however, be denied or abridged on account of sex, color, creed, race, religion, ethnic origin, national origin, age, disability or sexual orientation.

4.3 Qualifications for Membership

(a) **Qualifications for Active Members.** To be eligible for “Active Member” status, an applicant must hold an unrevoked and unsuspended physicians and surgeons’ certificate issued by the Medical Board of California or Osteopathic Medical Board of California, which license shall not be subject to any conditions of probation, and must reside or practice in the Sacramento Metropolitan Area of California, as defined by the counties of Yolo, Placer, Sacramento, San Joaquin and Solano Counties. In addition, membership can be granted and/or revoked at any time to any qualified physician at the sole discretion of SALMA Board. The applicant must be of good moral and professional character. The applicant must recognize the authorized officers of the applicant’s Chapter and of this Association as the proper authority to interpret any doubtful or ambiguous requirements for membership.

(b) **Qualifications for Retired Members.** SALMA Board may grant “Retired Member” status to those who have ceased the practice of medicine to the extent and for reasons satisfactory to the California Medical Board or other comparable Medical Licensing Board. Retired Member status shall endure as long as the retired member does not engage

in the practice of medicine for pay; but in the event that a member classified as retired resumes the practice of medicine for pay such resumption shall automatically terminate Retired Membership and re-establish Active Membership after payment of dues.

(c) **Qualifications for Affiliate Members.** SALMA Board may grant “Affiliate Member” status to licensed allied health professionals in fields such as nursing, podiatry, optometry, and psychology that are in good standing with their respective licensing authority that reside in the State of California, and satisfy such other criteria as may be established by SALMA Board in its sole discretion. In addition, a special category of Affiliate Members is established for individuals not in the health care field but who provide special expertise such as administration within the University of California or within a major policy making institution at the sole discretion of SALMA Board. The applicant must be of good moral and professional character. The applicant must recognize the authorized officers of the applicant’s Chapter and of this Association as the proper authority to interpret any doubtful or ambiguous requirements for membership.

(d) **Qualifications for Student Members.** SALMA Board may grant “Student member” status to medical school students that have their principal place of residence in California, or that attend medical school in California. Student member status may also be granted to undergraduate and graduate students that are enrolled in programs related to human medical sciences, as determined by SALMA Board. SALMA Board may establish other criteria it deems appropriate for Student membership. The applicant must be of good moral and professional character. The applicant must recognize the authorized officers of the applicant’s Chapter and of this Association as the proper authority to interpret any doubtful or ambiguous requirements for membership.

(e) **Qualifications for Honorary Members.** SALMA Board may accept as “Honorary Members” any persons distinguished for their services or achievements in the field of health care, including physicians, public health professional, academicians, medical researchers, or other scientists contributing to medicine, and any person or professional with expertise or experience that can contribute to the purpose and mission of the Association.

4.4 Rights and Privileges of Membership

(a) **Active Members.** Subject to the provisions of these Bylaws and the Chapter Guidelines, all Active Members shall be equally privileged to vote, to hold Chapter office, to serve on a Chapter Advisory Board, and to serve on SALMA Board.

(b) **Retired Members.** Subject to the provisions of these Bylaws and the Chapter Guidelines, Retired Members shall be equally privileged to vote, to hold Chapter office, to serve on a Chapter Advisory Board, and to serve on SALMA Board.

(c) **Affiliate Members.** Subject to the provisions of these Bylaws and the Chapter Guidelines, Affiliate Members shall be entitled to vote for Chapter Officers and Advisory Board members and may be eligible to serve as a Chapter officer, as a member of a

Chapter Advisory Board, or as a member of SALMA Board at the sole discretion of SALMA Board. Affiliate Members may serve on Chapter committees.

(d) **Student Members.** Subject to the provisions of these Bylaws and the Chapter Guidelines, Student Members shall be not entitled to vote for Chapter officers and shall not be eligible to serve as a Chapter officer or as a member of SALMA Board except as noted in Section 3.4 in an *ex-officio* capacity. Student Members may serve on Chapter committees.

(e) **Honorary Members.** Subject to the provisions of these Bylaws and the Chapter Guidelines, Honorary Members shall not be entitled to vote for Chapter officers. Honorary members may serve on Chapter committees as appointed by SALMA Board. Unless otherwise approved by SALMA Board, Honorary Members shall not be entitled to serve as a Chapter officer, or as a member of SALMA Board.

4.5 Chapter Roster of Members

The secretary shall keep a confidential roster of its members, on which shall be shown the full name, address, email address, school and date of graduation, number of license to practice in this state, class of membership, and such other information as the Association shall prescribe. The Association shall use their best efforts to keep the membership lists current and synchronized, and to prepare all membership lists in electronic format.

4.6 Membership Application

All applicants for membership shall submit an application for membership in the form established by SALMA Board from time to time. Applications shall be reviewed by Association staff then submitted to SALMA Board for approval. In the event Association staff believes that membership should not be granted, a brief explanation of its determination shall be provided to SALMA Board prior to the applicant being informed that membership will not be granted. Membership shall become effective upon receipt of the application, payment of dues, and approval of the application by SALMA Board. SALMA Board may establish conditional or probationary membership on such terms as it may deem appropriate.

4.7 Termination of Membership

Membership in SALMA may be terminated by SALMA Board for any of the following reasons:

(a) A member may resign from membership at any time upon written notice to the Secretary or Executive Director of the Association. No refund of dues paid shall be made on such resignation.

(b) Failure to pay dues may result in automatic termination of membership without further action of SALMA Board; provided, however, that SALMA Board, in its discretion, upon payment of such unpaid dues and any other assessments or dues accruing thereafter, may at any time reinstate such member.

(c) Failure to comply with any qualification for membership applicable to such member as described in Section 4.3.

(d) SALMA Board may suspend or expel any member for due cause, after due proceedings in accordance with these Bylaws.

(e) Whenever an Active Member's license to practice medicine or an Affiliate Member's license to practice such member's profession in this state expires or is revoked, SALMA and Chapter membership shall be immediately and automatically terminated as of the date the action becomes effective. The right to a hearing on any action taken pursuant to this Section shall be limited to a hearing to determine whether the action by the licensing board has occurred.

4.8 Exclusive Authority of Board of Directors

Only SALMA Board, as provided in these Bylaws, shall have the authority to terminate a member's membership after due diligence.

4.9 Transfer of Membership

No membership may be sold, assigned, or transferred in any manner by a member to another person or entity.

ARTICLE V HEARING PROCEDURE

5.1 Notice of Termination and Request for Hearing

Within thirty (30) days after the Board's decision to terminate a member's membership pursuant to Section 4.7(d) above, notice of such decision shall be forwarded to the affected member by certified mail over the signature of an officer of the Association. The affected member shall have the right to request a hearing on the matter. Should the member desire a hearing, a request for a hearing must be made in writing to the Secretary for the Association within thirty (30) days of the member's receipt of notice from the Society.

5.2 Hearing

SALMA Board shall, within ninety (90) days of receipt of notice from a member requesting a hearing, convene a special meeting of SALMA Board, sitting as a committee of the whole, called for the purpose of presentation of facts by the affected member pertaining only to those issues prompting action adverse to the interests of the affected member. In the alternative, the President may appoint, at his/her discretion, three (3) members of SALMA Board for this purpose. When this alternative is selected, SALMA Board shall render a final decision following recommendation by such committee, and such final decision shall be rendered within ninety (90) days of receipt of notice from a member requesting a hearing.

The Chairperson of SALMA Board, or in his/her absence such other officer as designated by

SALMA Board, shall decide after consultation with legal counsel the manner and scope of the hearing. Following presentation of facts by the affected member, and any questioning by SALMA Board, SALMA Board shall enter into executive session to render a decision. Within ten (10) days of the hearing, notice of the Board's decision shall be forwarded to the affected member by certified mail over the signature of an officer of the Association. The decision of SALMA Board shall be final and binding on the member, and the member shall have no claim or cause of action against this Association, or any member, director, or officer thereof, by reason of such decision, or the hearing or the consideration thereof, or expulsion resulting therefrom.

5.3 Reinstatement

Any member expelled by action of SALMA Board may be reinstated by a majority vote of SALMA Board at any subsequent meeting of SALMA Board if conditions for the reinstatement are met as deemed by SALMA Board.

ARTICLE VI DUES AND ASSESSMENTS

6.1 Annual Dues

- (a) Each member must pay each year within the time and on the conditions set by SALMA Board, the dues in amounts to be fixed from time to time by SALMA Board.
- (b) Dues shall be paid on an annual basis for a period of January 1st through December 31st. Annual dues for the next calendar year shall be determined by SALMA Board.
- (c) All membership dues shall be paid directly to the Association's office.
- (d) The Association Treasurer shall maintain records of dues paid. The record of payment of dues on file in the office of the Association shall be final as to the fact of payment by a member and as to the member's right to participate in the business and proceedings of the Association.
- (e) The Association may create different dues amounts for different classes of membership. SALMA Board may approve reductions or waivers of annual dues applicable to any category of members meeting specified criteria, such as members serving in the armed forces of the United States during any year within which the United States is at war or requires mandatory military service by such members.
- (f) Dues shall not be prorated, regardless of the date on which dues are paid.

6.2 Reduced Dues

In cases of financial hardship, SALMA Board is authorized to reduce or waive an individual member's SALMA dues for a year upon receipt of formal request from a member.

390 **ARTICLE VII**
391 **OFFICERS**

392 **7.1 Officers; Term of Office**

393 The officers of this Association shall be a President, a Treasurer, and a Secretary. Any number of
394 offices may be held by the same person. Officers must be Active Members, Retired Members or
395 Affiliate Members. Officers shall serve for a term of two (2) years.

396 **7.2 Election of Officers**

397 (a) **Treasurer.** An election of the Treasurer shall be held prior to the annual meeting of
398 SALMA in every other year. The term of office shall commence on October 1. The
399 Nominating Committee shall nominate one or more candidates for the office, and the
400 election shall be determined by a majority of the votes cast by SALMA Board.

401 (b) **Secretary.** An election of the Secretary shall be held prior to the annual meeting of
402 SALMA in every other year. The term of the office shall commence on October 1. The
403 Nominating Committee shall nominate one or more candidates for the office, and the
404 election shall be determined by a majority of the votes cast by SALMA Board.

405 (c) **President.** The term of office shall commence on October 1st of the year following the
406 President's election.

407 (d) **Vacancies.** If the President becomes unable to perform the duties of that office, another
408 Director shall succeed to that office and continue to serve for the unexpired term.
409 Vacancies in the offices of Treasurer or Secretary shall be filled by SALMA Board, as
410 well.

411 **7.3 Duties of Officers**

412 (a) **Duties of the President.** The President shall be the leader and official spokesperson of
413 the Association. SALMA Board shall decide what portion of the expenses incurred on
414 official visits shall be paid by the Association. The President shall perform such other
415 duties as custom and parliamentary usage may require or as SALMA Board may direct.

416 The President shall also serve as the chairperson at all meetings of SALMA Board. The
417 President shall be authorized to sign contracts and agreements, conveyances, transfers or
418 other instruments to which the Association is a party, the execution of which has been
419 authorized by SALMA Board.

420 In the absence or disability of the President, the Board shall have a Director fulfill all of
421 the duties of the President previously described.

422 (b) **Duties of Treasurer.** The Treasurer shall have charge and control and be responsible for
423 all funds and securities of the Association, receive and give receipts for monies paid to

the Association from any source whatsoever, and deposit all such funds in the name of the Association in such banks, trust companies or other depositories as may be authorized by SALMA Board. At all reasonable times, the Treasurer shall exhibit the books of account and records to SALMA Board upon application during normal business hours of the Association and its principal place of business. The Treasurer shall render a statement of condition of the Association at all regular meetings of SALMA Board. The Treasurer may delegate some of those functions described above to a designee approved by SALMA Board. The Treasurer shall perform such other duties as may be prescribed by SALMA Board from time to time.

(c) **Duties of the Secretary.** The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of Directors and members, with the time and place of holding of the meetings, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at such meetings. The Secretary shall keep, or cause to be kept, a membership record containing the name and address of each member and the date when he or she became a member. The Secretary shall give, or cause to be given, notice of all meetings of the members and of SALMA Board required by the Bylaws or by law to be given; shall keep the seal of the Association and affix said seal to all documents requiring such seal; shall keep all other books, records and papers of the Association and shall have such other powers and perform such other duties as may be prescribed by SALMA Board or these Bylaws. In the case of the absence, disability, refusal or neglect of the Secretary to make service or publication of any notices, then such notices may be served and published by the President. The Secretary may delegate some of those functions described above to a designee approved by SALMA Board. The Secretary shall be a cosignator of any Chapter Certificate issued by the Association. The Secretary shall perform such other duties as may be prescribed by SALMA Board from time to time.

(d) **Immediate Past-President.** In the future any Immediate Past-President shall serve in an advisory role to provide historical knowledge to the officers and SALMA Board. The Immediate Past-President shall further have those duties and responsibilities as may be prescribed by SALMA Board from time to time.

7.4 Authority of Officers for Check-Writing and Indebtedness

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Association in the amount of \$500 or less, shall be signed or endorsed by one officer of the Association. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Association in excess of \$500, shall be signed or endorsed by two officers of the Association.

7.5 Removal from Office

Any officer whose election is subject to these Bylaws may be removed from office for cause by SALMA Board at any regular or special meeting thereof.

464 **7.6 Compensation and Honoraria**

465 Officers are also Directors and therefore must comply with Article 3.13 above.

466 **ARTICLE VIII**
467 **BUSINESS OR COMMERCIAL USE OF TITLE AND ENDORSEMENTS PROHIBITED**

468 It is the policy of SALMA to strictly prohibit the use of SaLMA' name and reputation for the
469 individual benefit of any member, officer, or director of SALMA. It is further the policy of
470 SALMA to strictly monitor the use of its name in materials or statements that can be construed
471 as an endorsement by, or official position of, SALMA. No regular member of SALMA, nor any
472 member elected or appointed to any office of board position of SALMA shall use or permit the
473 use of such membership, office or title, applied to such individual, for public solicitation or
474 advertisement of business or commercial activities. In addition, unless approved in advance by
475 SALMA Board, no member, officer, or board member shall publish any articles, letters, or other
476 materials (regardless of whether in written or electronic form), or make any oral statements, that
477 in any way suggest or imply that the views stated in the material or statements are endorsed or
478 supported by SALMA. Officers and directors of SALMA shall not sign letters under their
479 SALMA title unless authorized to do so. As a condition of being a member and holding any
480 office or board position, each person elected or appointed to such office agrees that this
481 prohibition shall be enforceable by the Association through injunction or any other lawful
482 process. Such prohibitions shall not apply to reference to title or office in professional resumes.

483 **ARTICLE IX**
484 **AMENDMENTS**

485 These Bylaws may be amended by SALMA Board at any properly noticed meeting of SALMA
486 Board by the affirmative vote of at least two-thirds of SALMA Board members present;
487 provided, that any proposed amendment has been submitted in writing to SALMA Board at least
488 twelve (12) hours previous to being voted upon. The written submission shall be formatted in a
489 manner that shows each change and, in the event of the moving of a preexisting provision, shall
490 clearly indicate the moved provision's source and new location.

491 **ARTICLE X**
492 **INDEMNIFICATION OF AGENTS**

493 This Association shall indemnify any of its officers, directors, employees, and agents or former
494 agents against expenses, judgments, fines, settlements, and other amounts actually and
495 reasonably incurred in connection with activities undertaken at the Association's request if such
496 person acted in good faith and in a manner the person reasonably believed to be in the best
497 interest of the Association and to the extent such indemnification is permitted under California
498 Corporations Code Section 7237, as amended from time to time.

499 As provided in California Corporations Code Section 7237(e), indemnification can be made only
500 as to a specific case, upon a determination that indemnification is proper in the circumstances
501 and must be authorized by a majority vote of a quorum consisting of Directors who are not

parties to the proceeding.

The Association shall have power to purchase and maintain insurance on behalf of any director, officer, or agents of the Association against any liability asserted against or incurred by such directors, officers, or agent in such capacity or arising out of the agent's status as such whether or not the Association would have power to indemnify the agent against such liability under the provisions of these Bylaws.

ARTICLE XI RECORDS AND REPORTS

11.1 Maintenance of Corporate Records

The Association shall keep at its principal office:

- i. adequate and correct books and records of account;
- ii. written minutes of the proceedings of SALMA Board, and committees of the Board; and,
- iii. a record each member's name and address and the class of membership.

11.2 Maintenance and Inspection of Articles and Bylaws

The Association shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. Upon request, any Member may obtain a copy of the Bylaws as amended to date.

11.3 Inspection by Directors

Every director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association pursuant to Section 8334 of the California Corporations Code.

ARTICLE XII FORMATION OF CORPORATIONS

In order to carry out the purposes of the Association, SALMA Board may, by two thirds vote of SALMA Board, authorize the formation of such corporations as are appropriate to carry out such purposes.

ARTICLE XIII ALLIANCES

In addition to the organizational structure previously set forth in these Bylaws, this Association may ally or partner with other medical, trade, and ethnic associations on matters determined by

535 SALMA Board to be consistent with the purposes of this Association.

536 **ARTICLE XIV**
537 **PREVIOUS BYLAWS; TERMS OF OFFICE**

538 Any and all previous Bylaws of this Association are hereby repealed, except that the adoption of
539 these Bylaws shall not terminate the tenure of any current office holder prior to the normal
540 expiration date of such term under the prior version of the Bylaws.

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CERTIFICATE

The undersigned, acting as Secretary of SACRAMENTO LATINO MEDICAL ASSOCIATION, certifies that the attached Bylaws of SACRAMENTO LATINO MEDICAL ASSOCIATION, consisting of fourteen (14) Articles, have been duly adopted and approved by the Board of Directors of said corporation at a meeting of said Board of Directors held on August 17, 2006.

IN WITNESS WHEREOF, the undersigned, duly elected and acting as Secretary of this corporation, has signed this Certificate this 17th day of August, 2006.

Jessica Nunez de Ybarra, MD, MPH
Secretary