

**BYLAWS OF
CALIFORNIA MEDICAL ASSOCIATION ALLIANCE**

(Also known as the CMAA)

A California Nonprofit Mutual Benefit Corporation

ARTICLE ONE: OFFICES

1.01 PRINCIPAL OFFICE.

The principal office for the transaction of the activities and affairs of the Corporation is located at 1201 J Street, Suite 300, City and County of Sacramento, State of California 95814. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws, opposite this Section; or this Section may be amended to state the new location.

1.02 OTHER OFFICES.

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE TWO: PURPOSES AND LIMITATIONS

2.01 GENERAL PURPOSE.

This corporation is a nonprofit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful activity for which a corporation may be organized under such law.

2.02 SPECIFIC PURPOSE.

Within the context of the general purpose stated above, the specific purpose of this Corporation is to serve as an association of physicians and surgeons' spouses, and to provide education, community service programs and related activities dedicated to the health of California residents.

2.03 LIMITATIONS.

Political Activity. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

Property. The property, assets, and net income of this Corporation are irrevocably dedicated to the purposes set forth in Sections 2.01 and 2.02 above and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, member (if any), or employee thereof or to the benefit of any private individual.

Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of all debts and liabilities of this Corporation shall be distributed to a nonprofit corporation which is organized and operated exclusively for nonprofit 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 THREE: MEMBERSHIP

3.01 CLASSES AND QUALIFICATIONS OF MEMBERSHIP.

Each member of a county alliance shall be a member of the CMAA. Membership in the American Medical Association Alliance (AMAA) is strongly recommended. There shall be two primary categories of membership, voting and non-voting. The Voting Member category includes membership classes: regular, members-at-large, resident physician spouse, medical student spouse, life, honorary and sustaining. The non-voting member category includes the member class "family and friends of medicine."

(a) Voting Members:

- (i) Regular Member: (regular dues)
 - a. The spouse or widow/widower of:
 - i. a physician and surgeon eligible for membership in the California Medical Association (CMA); or
 - ii. a physician and surgeon who was a member of any other state's medical association or the American Medical Association (AMA) at the time of retirement or death; and
 - b. A member of a county medical alliance, if available.
- (ii) Members-at-Large: (regular dues)
 - a. Criteria same as for regular member.
 - b. Residing in a county where there is no county alliance.
- (iii) Resident/Student Spouse Member: (reduced dues)
 - a. The spouse of a physician and surgeon in an accredited residency program in the State of California; or
 - b. The spouse of a student who is enrolled in an accredited medical school in the State of California.
- (iv) Life/Honorary: (optional dues)
 - a. A life member is a past president of the Alliance; this membership status is conferred upon her/him at the completion of her/his term of office.
 - b. An honorary member is a voting member upon whom the Alliance has conferred this status as a particular tribute by recommendation of the board of directors and a two-thirds (2/3) affirmative vote of the Alliance at Annual Session.
- (v) Sustaining: (reduced dues)

Sustaining member status may be granted to any member of a county alliance who has requested sustaining membership and is:

 - a. A widow or widower of a physician, or
 - b. The spouse of a retired physician.
- (vi) Physician: (regular dues)

A physician and surgeon who is licensed to practice medicine in the State of California.
- (vii) Divorced spouse, (regular dues) who was a regular member in good standing at the time of her/his divorce.
- (viii) Domestic Partner of
 - a. A physician and surgeon, who is eligible for membership in the CMA; or
 - b. A physician and surgeon who was a member of any other state's medical association of the AMA, and
 - c. A member of a county alliance, if available.

- (b) Non-Voting Members (regular dues)
 - (i) "Family and Friends of Medicine":
 - a. A "family or friends of medicine" member must be sponsored by a voting member of the CMAA at the county or state level; and
 - b. Sponsorship must be renewed annually.

3.02 RIGHTS AND PRIVILEGES OF MEMBERSHIP:

All classes of membership shall receive the official publication(s); shall be eligible to attend meetings of the Corporation, unless otherwise restricted; and shall be eligible to testify at reference committee hearings. All classes of voting members shall be eligible to vote at meetings of the Corporation, provided they have registered for the meeting assembled, and hold elective office at the state level. All classes of non-voting members may register for meetings of the Corporation but shall neither be eligible to vote nor hold elective office at the state level.

3.03 DUES.

Each member must pay annual dues within the time and on the conditions set forth in the "CMAA Financial Policies". Dues for all categories of membership shall be determined by the Alliance and shall remain in effect until changed by the Alliance upon recommendation of the board of directors. Dues changes shall become effective one (1) full fiscal year after their ratification by the Alliance.

3.04 GOOD STANDING.

Those members who have paid the required dues in accordance with these Bylaws and who are not suspended shall be members in good standing.

3.05 CAUSES FOR TERMINATION OF MEMBERSHIP.

A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the Member, on reasonable notice to the Corporation;
- (b) Failure of the Member to pay dues as set by the board expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board of directors.
- (c) Occurrence of any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications; or
- (d) Expulsion or suspension of the Member under Section 3.06 of these bylaws based on the good faith determination by the board of directors, or a committee or person authorized by the board of directors to make such determination, that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

3.06 PROCEDURE FOR EXPULSION OR SUSPENSION.

If grounds appear to exist for expulsion or suspension of a Member under Section 3.05 of these bylaws, as provided in the "CMAA Policies for Suspension and Expulsion", the procedure set forth below shall be followed:

- (a) The Member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records.
- (b) The Member shall be given an opportunity to be heard either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The

hearing shall be held, or the written statement considered, by the Board of Directors or by a committee or person authorized by the Board of Directors to determine whether the expulsion or suspension should take place.

- (c) The Board of Directors, committee, or person shall decide whether or not the Member should be suspended, expelled, or sanctioned in some other way. The decision of the Board of Directors, committee, or person shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within ninety (90) days after the date of the expulsion, suspension, or termination.

ARTICLE FOUR: MEETINGS OF THE CORPORATION / ANNUAL SESSION

4.01 CORPORATION.

The term "Alliance" used herein refers to the Corporation. A meeting of the Corporation shall be called a meeting of the Alliance.

4.02 MEMBERSHIP OF THE CORPORATION:

This Corporation shall have one class of members within the meaning of Corporations Code 5056. Only voting members in good standing, who are also registered for the meeting assembled of the Corporation, are entitled to be members of the Alliance. Members of the Corporation shall consist of:

- (a) Members of county alliances, which are alliances to county medical associations/societies chartered by the California Medical Association (CMA), whose membership category is "voting member";
- (b) Members-at-Large of the CMAA whose membership category is "voting member";
- (c) Members of the board of directors and members of the nominating committee of the Alliance; and
- (d) Past Presidents of "the Alliance".

4.03 RESPONSIBILITIES:

The Members of the Alliance shall:

- (a) Elect the officers of the Alliance and other slated positions of the Board of Directors, and members of the Alliance nominating committee;
- (b) Amend the article of incorporation and the bylaws of the Alliance;
- (c) Set the dues rates;
- (d) Authorize the disposition of all or substantially all of the Corporation's assets;
- (e) Authorize any merger and its principal terms and any amendment to those terms; and
- (f) Have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

4.04 NOTICE OF CERTAIN AGENDA ITEMS.

Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice, states the general nature of the proposal or proposals:

- (a) Removing an officer without cause;
- (b) Filling vacancies of officers and other slated position on the Board of Directors and nominating committee;
- (c) Amending the Articles of Incorporation; or
- (d) Electing to complete the business and dissolve the Corporation.

The Board of Directors in Sections 6.02 and 6.04 of these bylaws also has the powers of removing and/or filling vacancies of officers.

4.05 REGULAR MEETING OF THE CORPORATION / ANNUAL SESSION.

The regular meeting of the Members of the Corporation shall be held at such time as may be determined by the Board of Directors. The notice of the time, place, and purpose of Annual Session, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be given, in the manner prescribed in 4.07, not less than thirty-five (35) days before the meeting. At this regular meeting of the Alliance, the officers, other slated positions on the Board of Directors, shall be elected. Members of the Board Development Committee shall be appointed and ratified. and any other proper business may be transacted.

- (a) Only members of the Alliance may introduce business.
- (b) Reference Committees shall be appointed by the president for Annual Session for the purpose of conducting hearings on the business to be presented to the Alliance.
- (c) All resolutions, except courtesy resolutions shall be submitted to the president no later than forty-five (45) days prior to Annual Session, and the mover and the seconder shall be members of the Corporation. Other resolutions may be introduced at Annual Session by a two-thirds (2/3) vote of the Alliance. The assignment of resolutions to reference committees shall be made by the president.

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4.06 SPECIAL MEETINGS.

Special meetings of the Alliance shall be called by the president, or the presiding officer, within twenty (20) days, upon receipt of written request of two-thirds (2/3) of the members of the Board of Directors or a majority of the county presidents with the authorization of their boards. The meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. The general nature of the business proposed to be transacted shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice, in the manner prescribed in Section 4.07 of the time, place, and purpose of the meeting shall be given not less than ten (10) days before the meeting date. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice.

4.07 MANNER OF GIVING NOTICE.

Notice of any meeting of the Alliance shall be in writing and shall be given either personally, by first class mail, or by other means of written or electronic communication, charges prepaid, and shall be addressed to each member eligible to vote, at the address of the Member appearing on the books of the Corporation or at the address given by the member given by the member to the Corporation for purposes of notice.

4.08 QUORUM—PERCENTAGE REQUIRED.

Two-thirds (2/3) of the voting Members of the Alliance present shall constitute a quorum for the transaction of business of any meeting of the Corporation.

4.09 LOSS OF A QUORUM.

Subject to Section 4.08 of these Bylaws, the Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

4.10 ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS.

Any member's meeting, whether or not a quorum is present, may be adjourned by the vote of the majority of the Members of the Corporation at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a meeting of the Alliance is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice of voting, a notice of the adjourned meeting shall be given to each member who, on the record date was a member of the Alliance, is entitled to vote at the meeting. At the adjourned meeting, the Alliance may transact any business that might have been transacted at the original meeting.

4.11 VOTING PROCEDURES.

Each member of the Alliance is entitled to one (1) vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority of the Members present in person and voting, unless otherwise provided by law, or these Bylaws, or parliamentary authority.

4.12 ACTION WITHOUT A MEETING.

Any action required or permitted to be taken by the Members of the Alliance may be taken without a meeting if two-thirds (2/3) of all the Members at Annual Session consent in writing that action may be taken without holding a meeting. The written consent or consents shall be filed with the minutes of the proceedings of the Alliance. Any action that may be taken at any meeting of the Alliance may be taken without a meeting by complying with the following:

- (a) **Solicitation of Written Ballot:** The Corporation shall distribute one written ballot to each member at Annual Session. Such ballots shall be mailed or delivered in the manner required by Section 4.07 of these Bylaws. All solicitations of votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (1) set forth the proposed action; (2) provide the Members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the Alliance.
- (b) **Number of Votes and Approvals Required:** Approval by written ballot shall occur only when (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorized the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval in a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- (c) **Revocation:** A written ballot cannot be revoked.
- (d) **Filing:** All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least three (3) years.

ARTICLE FIVE: NOMINATIONS, ELECTIONS, VACANCIES

5.01 BOARD DEVELOPMENT COMMITTEE will be appointed by the Board of Directors and ratified by the members at a meeting of the Corporation. This Board Development Committee will present a slate of officers at Annual Session for election by the general membership. The Board Development Committee of the Alliance shall consist of five (5) members, of whom no more than two may represent the same county alliance. The Committee will elect its own chair. The members of the committee are:

(a) Two (2) members from the currently elected Board of Directors.

(b) Three (3) Members, who are not members of the currently elected Board of Directors. County presidents are elected by their respective county alliances, not by the Members of the Alliance; therefore, they are considered to be eligible for election in category “(b)”.

The Immediate Past President is only responsible for calling the first meeting and providing the committee orientation and is not a member of the committee.

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5.02 RESPONSIBILITIES.

(a) The Board Development Committee shall present to the Members at Annual Session a single slate of officers:

(i) Nominees for the slated positions of the Alliance: president-elect in applicable years, vice president for Governance/Leadership, vice president for Finance/Operations, vice president for Marketing/Public Relations, vice president for Programs, and secretary.

(ii) The physician and surgeon spouse of the president and president-elect must be a member of the CMA, per provisions in the CMA bylaws.

(b) Nominations for the slated positions of the Alliance may be made from the floor at Annual Session, provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individual has been secured and submitted to the Nominating Committee chairperson forty-eight (48) hours in advance of the call to order of Annual Session.

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5.03 MEETINGS.

The Board Development Committee shall meet no sooner than January and the slate of nominees for all offices and positions must be included in the Notice for Annual Session (4.05, 4.07)

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ARTICLE SIX: OFFICERS

6.01 NUMBER AND TITLE.

The officers of the Alliance shall be: the president, the president-elect, the vice president of governance and leadership, the vice president of finance and operations, the vice president of marketing and public relations, the vice president of programs, the secretary, and the immediate past president. These positions may be slated as co-positions (two people may share the positions.)

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6.02 ELECTION, TERM, AND VACANCIES.

The term of office for the president is two years. The offices of president-elect, vice presidents, and secretary, shall be elected for one year and no more than two consecutive years by the Members of the Alliance at Annual Session, to hold office until the next regular meeting of the Corporation. Terms of office shall begin at the close of the regular meeting of the Alliance at which elections are held, and continue until their successors are elected. A vacancy among the officers, other than that of president, shall be filled by a majority vote of the board of directors until the next Annual Session. In the case of a permanent vacancy in the office of president, the president-elect, followed by the vice president in order of their rank, will succeed until the next Annual Session.

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Except on notice to the Attorney General of California, no officer may resign if the Corporation would be left without a duly elected officer or officers in charge of its affairs.

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6.03 QUALIFICATIONS:

- (a) The President-elect must have actively served on the Executive Committee for one year and as a member of a Council and/or member of the Board of Directors for two (2) years.
- (b) The Vice Presidents must have actively served as a member of a Council and or a member of the Board of Directors for two (2) years.
- (c) The Secretary must have actively served on a Council or the Board of Directors for one (1) year.

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6.04 DUTIES.

- (a) President: The president shall be the chief corporate officer of the Alliance and shall preside at the meetings of the Alliance and the Board of Directors. The president shall be responsible for seeing that the lines of direction given by the members of the Alliance and the actions of the board of directors are carried into effect, and for reporting to the membership and to the board of directors on the conduct of the affairs of the Alliance. The president shall be *ex officio* a member of all committees and task groups established by the board of directors, and shall perform all other duties as are assigned by the board or prescribed elsewhere in these Bylaws. The term of office for the President is two (2) years.
- (b) President-Elect: The president-elect is a member of the Board of Directors, and in the absence of the president, shall preside at the meetings of the Alliance and the board of directors. The president-elect will serve as president if there is a vacancy in that office, shall be ex officio a member of all committees established by the Board of Directors, and shall upon completion of the term as president-elect, automatically become president. The president-elect acts as chief of staff for the president, advises the president, is a conduit for communication between the vice presidents, and lays plans for the future with input from the president and the immediate vice president.
- (c) Vice Presidents:

The vice presidents shall be members of the Board of Directors. In the temporary absence or disability of the president and president-elect, the vice presidents, in order of their rank, shall preside at meetings of the Alliance and the board. (The vice presidents are listed in ranked order.)

 - (i) Vice President of Governance & Leadership is Responsible for:
 - a. Chairing and staffing the Governance and Leadership Council;
 - b. Carrying out corporate responsibilities, such as seeing that required reports are filed and fees paid;
 - c. Seeing that the bylaws are adhered to, and are reviewed and updated on a regular basis;
 - d. Helping to discover, train, and encourage new leadership and membership development.
 - (ii) Vice President of Finance & Operations is responsible for:
 - a. Chairing and staffing the Finance & Operations Council;
 - b. Insuring that appropriate financial systems are in place;
 - c. Overseeing issues related to finance, investments, capital acquisitions, program-related costs and projections, and fund raising;
 - d. Monitoring the work of the Treasurer;
 - e. Supervising human resource issues and office; and

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- f. Seeing that the internal aspects of membership, such as dues & data collection, are carried out and current.
 - (iii) Vice President of Marketing and Public Relations is responsible for:
 - a. Chairing and staffing the Marketing and Public Relations Council;
 - b. Developing marketing and public relations strategies that include solicitation of corporate sponsorships, publications (including the annual report), promotional aspects of programs and membership; and
 - c. Maintaining the CMAA website.
 - (iv) Vice President of Programs is responsible for:
 - a. Chairing and staffing the Programs Council;
 - b. Coordinating health & legislative projects; and
 - c. Planning and coordinating meetings, conferences, and awards/recognition.
- (c) Secretary is responsible for seeing that notices are issued for all meetings of the Alliance and the Board of Directors, seeing that minutes of Executive Committee, Board of Directors, and the Corporation meetings are kept and being responsible for the custody of corporate books and files.
- (d) Immediate Past President is responsible for serving as parliamentarian at board meeting, with the right to vote, and calling the first meeting and providing the committee orientation for the Board Development Committee meeting.

6.04 REMOVAL.

Any elected officer may be removed, with or without cause, with a two-thirds (2/3) vote of the total membership of the Board of Directors.

ARTICLE SEVEN: BOARD OF DIRECTORS

7.01 POWERS, RESPONSIBILITIES, AND ACCOUNTABILITIES.

The corporate business and affairs of the Alliance shall be managed under the direction of the Board of Directors except as may be otherwise provided in these Bylaws of the Articles of Incorporation. The Board of Directors is accountable to: the members of the Alliance for managing the affairs of the Alliance; to the California Medical Association in the adherence to the provisions outlined in the licensing agreement to use their name; to the State of California for adhering to state corporate law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.

7.02 COMPOSITION.

The Board of Directors shall consist of the officers of the Alliance; in addition, presidents of the county alliances or their representatives, and appointed directors. The chair of the California Medical Association Alliance Foundation (CMAAF) is an *ex officio* member with the right to vote.

TREASURER: The treasurer is appointed by the President and serves as a director. This appointment is ratified by the Board. There shall be no term limit. This person will be a member of the Finance and Operations Council, and shall be responsible for:

- Receiving and maintaining custody of all moneys;
- Reporting receipt, use, and disbursement of all assets of the Alliance;
- Distributing funds as authorized;
- Preparing and issuing financial statements and reports; and

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- Ensuring that the year-end financial report is ready for audit.

7.03. **APPOINTMENT AND TERM.**

The directors shall be appointed for a term of one (1) year, or until their successors are appointed. The presidents of the county alliances shall serve a term that is in compliance with each county's bylaws.

7.04 **VACANCIES.**

Except as provided in Section 6.02 of these Bylaws, vacancies in the Board of Directors occurring by death, resignation, or otherwise, shall, according to the laws of the State for filling vacancies, be filled until the next Annual Session of the Alliance by an affirmative vote of the remaining directors then in office, though less than a quorum at any meeting of the board of directors called for that purpose.

7.05 **NONPARTICIPATING BOARD MEMBERS.**

Members of the board of directors who find that they will not be able to meet their commitment to attend meeting of the Board of Directors should submit their resignation in writing to the president. Any board member who is absent from two (2) board of directors meeting without verbal or written explanation to the president shall be considered to have resigned and, upon approval by a majority vote of the members present and voting at any regular meeting of the Board of Directors, shall be notified to this effect.

7.06 **REGULAR MEETINGS.**

Regular meetings of the Board of Directors shall be held at such time and place as may be determined by resolutions of the Board of Directors, except that the board shall meet no less than three (3) times each year, with the board scheduling as many additional meetings as it chooses. Notice of time, place, and purpose of the meeting shall be in writing and shall be given personally to each member of the Board by first class mail or any means of electronic communications not less than thirty-five (35) days before the meeting.

7.07 **SPECIAL MEETINGS.**

Special meetings of the board may be called by the president. Special meetings also shall be called by the president upon written request of one-third (1/3) of the directors. The purpose of such meetings shall be stated with the request, and no business shall be transacted except that for which the meeting has been called.

Notice of time, place and purpose of special meetings shall be given to each director by one of the following methods: (a) four (4) days prior by personal delivers of written voice; (b) four (4) days prior by first-class mail, postage prepaid; (c) forty-eight (48) hours by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) forty-eight (48) hours by electronic medium, to include facsimile and electronic mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Alliance.

7.08 **QUORUM.**

A majority of the voting members of the board present in person to constitute a quorum for the transaction of business, except to adjourn. The definition of "present" shall be defined in its broader sense to include all electronic communication, such as, conference telephone, computer or similar communication equipment, as long as all members participating in the meeting can communicate with one another. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board,

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subject to the more stringent provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creations of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, in any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7.09 ADJOURNED MEETING.

A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place.

Notice of time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

7.10 ACTION WITHOUT A MEETING.

Any action that the board is required or permitted to take may be taken without a meeting if three-fourths (3/4) of the members of the board consent in writing to the action. All such consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as any other validly approved action of the board by complying with the following:

(a) Solicitation of Written or Oral Ballot:

- (i) Written Ballot: the president shall see that one written ballot is distributed to each director entitled to vote on the matter. Such written ballots shall be mailed or delivered in the manner required by 7.07 of these bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the directors an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the president.
- (ii) Oral Ballot/Polling: The president shall see that a good faith effort is made to contact each director entitled to vote on the matter. The contact shall be scripted to include information that (1) indicated the number of responses needed to meet the quorum requirement; (2) states the percentage of approvals necessary to pass the measure or measures; and (3) specifies the time frame in which the polling of the board is taking place. Each member of the board shall (1) be told of the proposed action; (2) provided an opportunity to specify approval or disapproval of each proposal; and (3) be provided with a reasonable time within which to respond. A copy of the script, and a log, to include (1) the name of the poller(s); (2) the names of each board member, to include the time attempts were made to contact; (3) the response, once contact is made.
- (iii) Number of Votes and Approvals Required: Approval by written or oral ballot when (1) the number of votes required to be present at a meeting

authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval in a meeting at which the total number of votes cast was the same as the number of votes cast by written or oral ballot without a meeting.

- (iv) Revocation: A written ballot or oral polling cannot be revoked.
- (v) Filing: All written ballots or oral polling scripts and logs shall be filed with the secretary of the Alliance and maintained in the corporate records for at least three (3) years.

ARTICLE EIGHT: EXECUTIVE COMMITTEE

8.01 EXECUTIVE COMMITTEE.

The executive committee shall include the officers of the Alliance. The president shall be the chairperson of the Executive Committee.

8.02 RESPONSIBILITIES.

The Executive Committee shall have, and may exercise, the powers of the board in the interim between board meetings, except that the Executive Committee shall not have the power to adopt the budget, to take any action which is contrary to, or a substantial departure from, the direction established by the board, or which represents a major change in the affairs, business, or policy of the Alliance. The Executive Committee shall submit reports to the board on actions taken.

The Executive Committee will appoint directors to the Board of Directors from the various councils, in numbers as determined by the strategic needs of the organization.

The Executive Committee will have primary responsibility in monitoring and modifying the strategic plan.

8.03 MEETINGS.

The president shall call meetings of the Executive Committee. Two or more members of the committee can also call a meeting. Notice of time, place and purpose of the meeting shall be given each member of the Executive Committee not less than four (4) days before the meeting.

8.04 QUORUM.

A majority of the Executive Committee must be present to constitute a quorum for the transaction of business. The definition of "present" shall be defined in its broader sense to include all electronic communication, such as, conference telephone, computer or similar communication equipment, as long as all members participating in the meeting can communicate with one another. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

ARTICLE NINE: BOARD COMMITTEES / TASK GROUPS / INDIVIDUAL APPOINTMENTS

9.01 ESTABLISHMENT.

The Board of Directors may establish ~~special~~ committees, task groups, and/or individual appointments, as it deems necessary.

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9.02 COMPOSITION AND APPOINTMENT.

The president shall appoint ~~special~~ chairpersons or individuals, except as may be otherwise provided in these bylaws, with the approval of the board.

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ARTICLE TEN: COUNTY AND DISTRICT ALLIANCES

10.01 COUNTY/DISTRICT ALLIANCES.

County and district alliances are alliances to the county medical societies chartered by the CMA. Only one county alliance to any county medical society shall be recognized unless two or more counties are included in the county medical society. A county may be divided into geographical regions called districts, with representation on a county alliance council. The name of each county alliance shall be: "Official name of the county medical society" Alliance.

10.02 MEMBERS.

A member of a county/district alliance shall also be a member of the CMA Alliance.

10.03 REGULAR MEETINGS OF THE COUNTY/DISTRICT ALLIANCES.

Each county without districts shall meet at least one (1) time a year. Each district alliance within a county shall meet at least one (1) time a year.

10.04 COUNTY/DISTRICT BYLAWS.

Each county and district alliance shall adopt its own bylaws, which shall not be in conflict with the CMA Alliance Bylaws.

10.05 COUNTY PRESIDENTS.

County presidents shall serve on the Board of Directors, with the right to vote. A county president shall be the locally recognized leader of her/his respective county alliance. A county president may send a representative to meetings of the Board of Directors in her/his absence. The representative will have all the rights and privileges afforded members of the Board of Directors.

ARTICLE ELEVEN: AMERICAN MEDICAL ASSOCIATION ALLIANCE DELEGATES

~~The immediate past president will serve as the delegation chair.~~ The delegates to the AMA Alliance annual session are appointed by the ~~outgoing~~ president. They shall be appointed ~~from among the incoming officers~~ in the following order: ~~incoming president, president-elect, vice president of governance and leadership, vice president of finance and operations, vice president of marketing and public relations, vice president of programs, and~~ other officers or members of the board of directors, as allowed, to include alternates. They shall continue to serve as delegates for one year, or until their successors are appointed.

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ARTICLE TWELVE: RECORDS, REPORTS AND FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

12.01 ANNUAL REPORT.

The board shall cause an annual report to be sent to the Members within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the information required by the California Corporations Code.

12.02 FISCAL YEAR.

The fiscal year of the Alliance shall be from July 1st to June 30th. The membership year may be different than the fiscal year.

12.03 CONTRIBUTIONS.

Any contributions, bequest, and gifts made to the Alliance shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions must be established by the Board of Directors

12.04 DEPOSITORIES.

All funds of the Alliance shall be deposited to the credit of the Alliance, under such conditions and in such depositories as shall be designated by the Board of Directors

12.05 APPROVED SIGNATURES.

Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the Alliance shall be provided by resolution of the board of directors.

12.06 BONDING.

Persons having access to, or major responsibility for, the handling of monies and securities of the Alliance, may be bonded, as provided by resolution of the Board of Directors.

12.07 BUDGET.

The board of directors shall approve the annual budget of estimated income and expenditures. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors

12.08 AUDITS.

An annual examination of the financial accounts of the Alliance must be made by an independent public accountant and shall be retained by the board of directors. The treasurer shall make a report to Board of Directors

12.09 PROPERTY.

The title to all property shall be held in the name of the Alliance.

12.10 FINANCIAL REPORTS.

A summary report of the financial operations of the Alliance shall be made at least annually to the membership, and to the public, in such form as the board of directors shall provide.

12.11 LEGAL COUNSEL.

The legal counsel should be consulted by the Board of Directors to:

- (a) Ensure compliance with federal and state requirements;
- (b) Review and advise on any, and all, legal instruments the Alliance executes, such as leases, contracts, property purchases, or sale, and
- (c) Review and advise on any official statements developed for the media (print, television or radio).

12.12 INVESTMENTS.

The treasurer of the Alliance shall invest the funds of the Alliance in accordance with the direction of the Board of Directors , or any committee/task group of the board appointed for such purpose.

12.13 INDEMNIFICATION.

Indemnification shall be provided by resolution of the Board of Directors , in accordance with Section 7237 of the California Corporations Code.

12.14 RECORDS AND REPORTS.

- (a) Maintenance of Records: The Corporation shall keep:
 - (i) Adequate and correct books and records of account;
 - (ii) Written minutes of the proceedings of the Alliance and Board of Directors
 - (iii) A record of each member's name and address.
- (b) Inspection by Directors: Every director shall have the right at any reasonable time to inspect the Corporation's books, records, and documents of every kind, in accordance with the California Nonprofit Corporations Code.

ARTICLE THIRTEEN: CONSTRUCTION AND DEFINITIONS

13.01 CONSTRUCTION AND DEFINITIONS.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE FOURTEEN: PARLIAMENTARY AUTHORITY

14.01 PARLIAMENTARY AUTHORITY.

"Robert's Rules of Order Newly Revised, " in its most recent edition, shall be the parliamentary authority governing the meetings of the Alliance, Board of Directors, and all committee/task groups, subject to the laws of the State of California, articles of incorporation, and these Bylaws, and any special rules of order adopted by the organization.

ARTICLE FIFTEEN: AMENDMENTS

15.01 AMENDMENTS:

These Bylaws may be amended by a majority vote of the Alliance present and voting at any meeting of the Alliance, provided that the proposed amendment shall have been included in the notice of the meeting.

ARTICLE SIXTEEN: EX OFFICIO MEMBERSHIPS

16.01 EX OFFICIO MEMBERSHIPS.

A member *ex officio* of any committee/task group as described herein shall be a member by virtue of office and shall have all the privileges of a regular member of that specific committee/task

group or other group for as long as the office is held. Being *ex officio* means having full voting privilege, unless stated otherwise in these Bylaws. A member *ex officio* of committees/task groups has the privileges of committee/task group membership, including the power to vote, but none of the obligations, such as attending meetings. A member *ex officio* is not counted in determining whether a quorum is present.

House of Delegates approved Bylaws as amended, October 25, 2009

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CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the California Medical Associations Alliance, a California Nonprofit Mutual Benefit Corporation, that the above Bylaws, consisting of 15 pages, are the Bylaws of this Corporation adopted by the Board of Directors on July, 1995, and as adopted as amended or modified by the House of Delegates on April 29, 2007 and as adopted as amended or modified by the General Meeting of the Corporation on October 25, 2009.

Executed on October 25, 2009 at Anaheim, California

Secretary

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