

**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.

1.2. 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

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 general purpose stated above, the specific purpose of this Corporation is to serve as an association of members of physician spouses/domestic partners, physicians, physicians-in-training/medical students and their spouses/domestic partners, and family/friends of medicine These members support the medical family by providing: opportunities for involvement in health projects, leadership, personal development, and social networking that benefit 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.

ARTICLE THREE: MEMBERSHIP

3.01 CLASSES AND QUALIFICATIONS OF MEMBERSHIP:

Any active member of a primary independent alliance can join any **other** county/district alliance in the CMAA as an active affiliate member by paying said county/district dues. A member may join as many county alliances as wished. 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/affiliate, member-at-large, physician, physician-in-training/medical student and their spouse/domestic partner, life and honorary, and sustaining. The non-voting member category includes the member class “family and friend of medicine”.

(a) Voting Members:

(i) Regular/Affiliate Member:

- a. The spouse/domestic partner, widow/widower, or divorced spouse/domestic partner of:
 - i. a physician eligible for membership in the California Medical Association (CMA); or
 - ii. a physician 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:

- a. Criteria same as for regular/affiliate member.
- b. Residing in a county where there is no county alliance.

(iii) Physician:

A physician who is licensed to practice medicine in the State of California.

(iv) Physician-in-Training/Medical Student and their Spouse/Domestic Partner:

- a. A physician-in-training or the spouse/domestic partner in an accredited residency/fellowship program in the State of California;
- b. A medical student or the spouse/domestic partner of a student who is enrolled in an accredited medical school in the State of California.

(v) Life/Honorary:

- a. A life member is a past president of the Alliance; this membership status is conferred at completion of 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.

(vi) Sustaining:

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/domestic partner of a retired physician.

(b) Non-Voting Member:

(i) “Family and Friends of Medicine”

a. A “family and friends of medicine” member must be sponsored by a voting member of the CMAA at the state level (county membership is determined by the county); 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. 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:

A person shall be a member of the CMAA upon the submission and maintaining of the current membership form and abiding by the CMAA Bylaws.

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 and defined in the CMAA financial policies. Dues changes that have been declared urgent, and ratified by the Alliance, will become effective at the close of the meeting.

3.04 GOOD STANDING:

Members who submitted and maintained a current membership form, abide by 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 the following events:

- (a) Resignation of the member on reasonable notice to the Corporation;
- (b) Failure of the member to maintain current membership form.
- (a) Occurrence of any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications; or
- (b) 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.

1.6. 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

1.1. CORPORATION.

The term “**Alliance**” used herein refers to the Corporation. A meeting of the Corporation shall be called a meeting of the Alliance. The regular meeting of the Corporation shall be called Annual Session. It must meet at least once a year to conduct the business of the Corporation as described in 4.03.

1.2. 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;
- (c) Members of the board of directors and members of the Board Development Committee of the Alliance; and
- (d) Past Presidents and Chairs of the Board of the Alliance.

4.03 RESPONSIBILITIES:

The Members of the Alliance shall:

- (a) Elect officers and/or other slated positions of the Board of Directors, and ratify members of the Alliance Board Development Committee.
- (b) Amend the Articles of Incorporation and the Bylaws of the Alliance;
- (c) Set the dues rate;
- (d) Authorize the dispositions of all or substantially all of the Alliance’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) Remove an elected officer and/or appointed member of the Executive Board without cause;
- (b) Election of officers and/or other slated positions on the Board of Directors, or the four members of the Executive Board and ratification of members of the Board Development Committee;
- (c) Amend the Articles of Incorporation; and/or amending the Bylaws, 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 power of removing and/or filling vacancies of officers, the elected members of the Executive Board, and members on the Board Development Committee.

4.05 REGULAR MEETING OF THE ALLIANCE / ANNUAL SESSION.

The regular meeting of the Members of the Alliance 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, and members of the Board Development Committee shall be elected and ratified, and other proper business may be transacted. If there is no slate of officers, the Members shall elect the four members to the Executive Board.

(a) Only Members of the Alliance may introduce business.

(b) Reference Committees shall be appointed by the Chair of the Board for Annual Session for the purpose of conduction hearings on the business to be presented to the Alliance.

(c) All resolutions, except courtesy resolutions shall be submitted to the - Chair of the Board no later than forty-five (45) days prior to Annual Session, and the mover and the seconder shall be Members of the Alliance. 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 Chair of the Board.

1.6. SPECIAL MEETINGS.

Special meetings of the Alliance shall be called by the Chair of the Board 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.

1.7. 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 Alliance or at the address given by the member given by the member to the Alliance for purposes of notice.

1.8. 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.

1.9. 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

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 Alliance 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.

1.11. 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.

1.12. 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 Alliance 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 Board and maintained in the corporate records for at least three (3) years.

ARTICLE FIVE: NOMINATIONS, ELECTIONS, VACANCIES

5.01 BOARD DEVELOPMENT COMMITTEE.

The Board Development Committee will be appointed by the Board of Directors to a one year (1) term and ratified by the Members at a meeting of the Alliance. This Board Development Committee will present a slate of the four elected members to the Executive Board at Annual Session for election by the 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. Members-at-large (MAL) may also be appointed to this committee. There is no limit in number of MAL, but they must live in different geographic areas. The Committee will elect its own chair. The members of the committee are:

- (a) Two (2) members from the current Board of Directors.
- (b) Three (3) members, who are not members of the current Board of Directors. County/District 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)”.
- (c) Two and no more than three members shall be reappointed by the Board of Directors for ratification to a second year to insure continuity from one year to the next.

- (d) No one may serve more than three (3) consecutive one year terms without rotating off the committee for a minimum of one full year.

The Chair of the Board is responsible for calling the first meeting and providing the committee orientation. The Chair is not a member of the committee.

5.02 RESPONSIBILITIES.

- (a) The Board Development Committee shall present to the Members at Annual Session a slate of four qualified members to be elected to the Executive Board. Three additional members of the Executive Board will be appointed by the Executive Board and ratified by the members of the Board of Directors. At least four of the members of the Executive Board will assume responsibility in one of the following areas: administration, membership, finance and communications.
 - i. The officers of the Alliance, required by law are Chair of the Board, Secretary, and Chief Financial Officer. The Board Development Committee will slate the four elected members of the Executive Board. The entire Executive Board will then appoint three officers required by law, with ratification by the Board of Directors.
 - ii. The physician spouse/domestic partner of the Chair of the Board must be a voting 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 Board Development Committee chairperson forty-eight (48) hours in advance of the call to order of Annual Session.

5.03 MEETINGS.

The Board Development Committee's work is on-going throughout the year. A slate of nominees for all positions must be included in the Notice for Annual Session. (4.05, 4.07)

ARTICLE SIX: ELECTED MEMBERS OF THE EXECUTIVE BOARD

6.01 NUMBER AND TITLE.

List of Executive Officers:

- (a) The officers of the Alliance shall be: Chair of the Board, Secretary, and Chief Financial Officer. These positions may be slated as co-positions (two people may share the positions.) The Board, at its discretion, may establish other appointed positions.
- (b) The four (4) elected members of the Executive Board shall appoint a maximum of three (3) additional members with ratification by the members of the Board of Directors. All seven (7) members have the right to vote.
- (c) Each year the Executive Board shall elect from among its members the designated Chair of the Board, Secretary, Chief Financial Officers. At least one member of seven person Executive Board shall assume responsibility in each of the following areas: administration, membership, finance, and communications. These selections shall be ratified by the Board of Directors.

6.02 ELECTION, TERM, AND VACANCIES.

- (a) Members of the Executive Board, elected or appointed, will serve at least a one (1) year term. For continuity, a minimum of (2) members of the Executive Board will continue and serve a second year. The Board Development Committee, upon assessing the needs of the organization and in consultation with the Board of Directors, will determine of the

need for term limits. The establishment of term limits by the Board Development Committee must be ratified by the Board of Directors.

- (b) The four Executive Board members that have been elected by the Members of the Alliance at Annual Session, hold office until the next regular meeting of the Alliance. Terms of office shall begin at the close of the regular meeting of the Alliance at which election are held, and continue until their successors are elected.
- (b) A vacancy among the elected members of the Executive Board, shall be filled by a majority vote of the Board of Directors until the next Annual Session.
- (c) If there is a permanent vacancy in the office of Chair of the Board, the Executive Board will appoint the new Chair from within its members. Except on notice to the Attorney General of California, no elected member of the Executive Board may resign if the Alliance would be left without a duly elected member or members of the Executive Board in charge of its affairs.
- (d) In the case of a permanent vacancy in the office of Chair of the Board, the members of the Board of Directors will appoint successor to serve until the next Annual Session. If there is a permanent vacancy in the office of a Chair of the Board, the Executive Board will appoint the new Chair from within its members. Except on notice to the Attorney General of California, no elected officer or elected member of the Executive Board may resign if the Alliance would be left without a duly elected officer or officers or duly elected member or members of the Executive Board in charge of its affairs.

6.03 QUALIFICATIONS.

- (a) The Chair of the Board shall preferably have served at least one (1) year on the Executive Board and one (1) year as a voting member on the Board of Directors.
- ~~(b)~~ All elected officers of the Executive Board shall be voting members in good standing of the CMAA.

6.04 DUTIES.

- (a) **Executive Board:** The Executive Board members will, as a whole, manage the affairs of CMAA and be responsible for the administration, membership, finance, and communications functions. Additionally, the members of the Executive Board are responsible for seeing that the Bylaws, State and Federal laws governing 501(c)(6) organizations are followed, and that all tax returns are filed and fees are paid.
- (b) The duties of the officers elected by the Executive Board shall be such as are implied by their respective titles.

The Chair of the Board shall be *ex officio* a member of all committees and task groups established by the Board of Directors.

6.05 REMOVAL.

Any elected or appointed member of the Executive Board 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

1.1. 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 and 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 (CMA) 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 and the members of the Executive Board. In addition, each county/district Alliance shall have one representative on the Board of Directors. The Chair of the California Medical Association Alliance Foundation (CMAAF) is an *ex officio* member with the right to vote. The Executive Board and/or Board of Directors may establish committees. The chairs of such committees shall serve on the Board of Directors.

CHIEF FINANCIAL OFFICER (CFO)

Chief Financial Officer (CFO): The Chief Financial Officer is the financial officer of the Alliance. The CFO may appoint an individual to act as Treasurer, with the approval of the Executive Board and ratification by the Board of Directors. The duties of the Treasurer will be comparable with those of a bookkeeper. The Treasurer is not an officer of the Alliance, but may be designated as a signer on financial accounts. Unless already serving as a member of the Executive Board in a second capacity, the Treasurer will serve on the Board of Directors.

(b) Responsibilities of Chief Financial Officer:-

- (i) Receiving and maintaining custody of all monies;
- (ii) Reporting receipt, use, and disbursement of all assets of the Alliance;
- (iii) Distributing funds as authorized;
- (iv) Preparing and issuing financial statements and reports;
- (v) Ensuring the year-end financial report is prepared, and
- (vi) Ensuring the annual Federal and State Tax Returns are filed.

The Chief Financial Officer may actively carryout these responsibilities or be responsible for overseeing the Treasurer to see that they are carried out.

7.03 APPOINTMENT AND TERM.

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

1.4. 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 NON-PARTICIPATING 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 Chair of the Board. Any Board member who is absent from two (2) Board of Directors meetings without verbal or written explanation to the Chair of the Board shall be considered to have resigned and, upon approval by a majority vote of the Board 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 two (2) 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 Chair of the Board. Special meetings also shall be called by the Chair of the Board upon written request of one-third (1/3) of the Directors. The purpose of such meeting shall be stated with the request, and no business shall be transacted except that for which the meeting was called.

Notice of time, place and purpose of special meetings shall be given to each Director by one of the following methods:

- (a) Personal delivery of written notice—four (4) days prior
- (b) First class mail, postage prepaid—four (4) days
- (c) By telephone, including a voice message system, or other system, or technology designed to record and communicate messages, or by electronic transmission, or either directly to the Chair of the Board, or to a person at the Chair of the Board office who would reasonably be expected to communicate that notice promptly to the Chair of the Board within forty-eight (48) hours;

7.08 QUORUM.

A majority of the voting members of the Board present in person 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, 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;
- ~~e~~) creations of and appointments to committees of the Board, and
- ~~f~~) 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 Chair of the Board 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 Chair of the Board 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 pollster(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 Alliance records for at least three (3) years.

ARTICLE EIGHT: EXECUTIVE BOARD

1.1. EXECUTIVE BOARD.

The Executive Board shall be composed of the four elected members and three appointed members and shall include the three officers of the Alliance. The Chair of the Board shall serve as the chairperson of the Executive Board.

1.2. RESPONSIBILITIES.

The Executive Board shall have, and may exercise, the powers of the board in the interim between board meetings, except that the Executive Board 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.

- a) The Executive Board shall submit reports to the board on actions taken.
- b) The Executive Board will appoint Directors to the Board of Directors in numbers as determined by the strategic needs of the organization.
- c) The Executive Board will have primary responsibility in monitoring and modifying the strategic plan.

1.3. MEETINGS.

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

1.4. QUORUM.

A majority of the Executive Board 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

1.1. ESTABLISHMENT.

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

1.2. COMPOSITION AND APPOINTMENT.

The Chair of the Board shall appoint special chairpersons or individuals, except as may be otherwise provided in these bylaws, with the approval of the Executive Board.

ARTICLE TEN: COUNTY / DISTRICT ALLIANCES

1.1. 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.

1.2. MEMBERS.

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

1.3. 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.

1.4. COUNTY/DISTRICT BYLAWS.

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

1.5. COUNTY PRESIDENTS/CHAIRPERSON

County Presidents/Representatives shall serve on the Board of Directors, with the right to vote. The Presidents/Representative will have all the rights and privileges afforded members of the Board of Directors.

ARTICLE ELEVEN: AMERICAN MEDICAL ASSOCIATION ALLIANCE ATTENDEES

The Immediate Past Chair of the Board will serve as the chair. The attendees to the AMA Alliance Annual Session are appointed by the outgoing Chair of the Board and shall be members in good standing of the AMA Alliance. They shall be appointed from among the incoming officers/members of the Executive Board, and other officers or members of the Board of Directors, as allowed. They shall continue to serve for one year, or until their successors are appointed.

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 and the membership year dues of the Alliance shall be from January 1st to December 31st.

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 FINANCIAL OVERSIGHT

An annual examination of the financial accounts of the Alliance must be made by the Chief Financial Officer and Treasurer, if appointed, and at least two members of the Alliance appointed by the Executive Board. The Chief Financial Officer shall make a report to the Executive Board and the Board of Directors, and the report shall be retained by the Secretary of the Alliance.

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 Chief Financial Officer 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.

A general meeting of the CMA Alliance approved these Bylaws as amended, September 21, 2013.

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 in July, 1995, and as amended or modified at the Fall Retreat of the California Medical Associations Alliance on September 21, 2013.

Executed on September 21, 2013, Northstar - Truckee, California

Secretary, Keri Lynn Ferguson