

**BYLAWS**

**ORANGE COUNTY MEDICAL ASSOCIATION**

**A California Nonprofit Mutual Benefit Corporation**

**Submitted by Joanna Tan MD  
Chair, Bylaw Committee  
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**Approved by OCMA Board of Directors  
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# **BYLAWS OF THE ORANGE COUNTY MEDICAL ASSOCIATION**

A California Non-Profit Mutual Benefit Corporation

## **CHAPTER 1.00 NAME**

The name of this corporation is the Orange County Medical Association (hereinafter referred to as “the Association”).

## **CHAPTER 2.00 PURPOSE**

The purpose of this Association is to promote the science and art of medicine, the care and well-being of patients, the protection of the public health, and the betterment of the medical profession and to promote and support such interests with other component societies and the California Medical Association (CMA).

## **CHAPTER 3.00 OFFICES**

The principal office for the transaction of the activities, affairs, and business of the corporation shall be determined by the Board of Directors from time to time.

## **CHAPTER 4.00 COMPONENT ASSOCIATION**

The Association is a component medical Association under charter of the California Medical Association. Except for honorary and out-of-state members, no one may be a member of the Association who is not also a member of the California Medical Association. The Articles of Incorporation and Bylaws of the CMA are expressly incorporated by reference in the Association’s charter and Bylaws and shall govern in the event of any conflict with the Articles of Incorporation and Bylaws of this Association. The Constitution and Bylaws of this Association shall not be amended in any way to conflict or be inconsistent with the Articles of Incorporation and Bylaws of the CMA.

## **CHAPTER 5.00 MEMBERSHIP**

### **5.01 WHAT CONSTITUTES MEMBERSHIP**

Members whose membership applications have been approved and whose required dues or other assessments have been paid to this Association in accordance with these Bylaws and who are not suspended shall be members in good standing.

The term “physician” whenever used in these Bylaws includes both doctors of medicine and doctors of osteopathy.

### **5.02 CLASSES OF MEMBERSHIP**

Classes of membership in this Association are: 1. active (regular, resident physician, medical student, government employed); 2. associate; 3. multiple membership; 4. retired; 5. honorary; and 6. probationary.

**5.0201 Leave of Absence**

An active member may be granted a leave of absence with the approval of the Board of Directors due to extended illness or such other reason as the Board deems appropriate. While on leave a member shall have no right to vote or hold office.

**5.03 QUALIFICATIONS**

**5.0301 The Association as Determiner**

The Association shall, subject to the minimum requirements for eligibility provided in the CMA and this Association's Bylaws, determine whether applicants meet the qualifications for membership in the Association, except that the Association may allow the California Medical Association to credential new members as set forth in section 5.03011. Membership shall not, however, be denied or abridged on account of sex, color, creed, race, religion, ethnic origin, national origin, age, disability, sexual orientation, or on any other basis prohibited by law. In the event the Association votes for proposed rejection of an applicant, the applicant shall be entitled to the procedural rights for "accused members" set forth in the CMA Bylaws. If the procedural rights are waived by the applicant, the application for membership shall be deemed to have been abandoned.

**5.03011 Credentialing by the Association**

If the Association authorizes the California Medical Association to do so in writing, the California Medical Association shall have the authority to approve initial applications for active membership as agreed to between the California Medical Association and this Association.

**5.0302 Qualifications for Active Members**

**5.03021 Regular Active**

To be eligible for election to regular active membership, an applicant must hold an unrevoked and unsuspended physician's and surgeon's certificate issued by the Medical Board of California or Osteopathic Medical Board of California, which license shall not be subject to any conditions of probation, or be a physician and surgeon practicing medicine on a federal enclave, and must reside or practice in the State of California. The applicant must be of good moral and professional character. The applicant must subscribe to the ethics policy of the California Medical Association and to the Principles of Medical Ethics of the American Medical Association to the extent not in conflict, and shall recognize the authorized officers of the California Medical Association and of this Association as the proper authority to interpret the rules of ethics. No physician who is not eligible for active membership may be granted provisional or any similar category of membership, and no such memberships shall be deemed to be regular active membership for purposes of these Bylaws.

**5.03022 Resident Physician Active**

A resident, intern or fellow shall be eligible for resident physician active membership in this Association according to the terms and provisions of these Bylaws and the CMA Bylaws. The term of such membership shall be only so long as said physician is an intern, resident or fellow.

**5.03023 Medical Student Active**

Students duly enrolled at any Liaison Committee on Medical Education or American Osteopathic Association accredited school located in California shall be eligible for medical student active membership in this Association upon the terms and conditions specifically set forth in these Bylaws and the CMA Bylaws. The term "medical student" whenever used, includes both students of allopathic and osteopathic medicine. The term school of medicine, whenever used, includes both schools of allopathic and osteopathic medicine. Medical student active membership shall constitute membership in this Association subject to the conditions and provisions of this subsection, which shall prevail in the event of

conflict with any other part of these Bylaws. Medical student active membership shall be granted to any person eligible therefore, and otherwise of good character, upon application to this Association. The term of such membership shall be only so long as said member is enrolled in an accredited school of medicine located in California, and said membership shall terminate by its own terms and without the further act of this Association in the event that said enrollment is terminated, whether on account of graduation or for any other reason.

Students duly enrolled in any Liaison Committee on Medical Education or American Osteopathic Association accredited school located outside of California shall be eligible for medical student active membership if the students are training in California.

This Association shall be entitled to accept the certification of the Dean of any accredited school of medicine as to any matter affecting the application of this Section or within the scope thereof, as to such school or its students, and this Association may delegate to each such Dean any responsibility imposed by this subsection.

### **5.0303 Qualifications for Other Classes of Membership**

#### **5.03031 Associate**

To be eligible for election to an associate membership, an applicant must hold the degree of Doctor of Medicine or Doctor of Osteopathy, or the equivalent, and must possess all the qualifications necessary for regular active membership except the applicant must hold an unrevoked and unsuspended license to practice medicine from another state, and must not hold a California license to practice medicine.

#### **5.03032 Government Employed**

To be eligible for election to a government-employed membership, an applicant must be eligible for regular active membership and must receive more than fifty (50) per cent of the applicant's practice income from county, state or federal employment.

#### **5.03033 Multiple Memberships**

The Association may grant a membership to any physician who is already a regular active member of the California Medical Association and another component Association.

#### **5.03034 Probationary**

To be eligible for probationary membership, a member must remain eligible for active membership, except that the member's physician's and surgeon's certificate is subject to conditions of probation imposed by the Medical Board of California or Osteopathic Medical Board of California.

#### **5.03035 Retired**

The Board of Directors may grant retired membership to those members who have either paid Association dues or been granted a dues waiver for the current or immediately preceding year and who have a retired, inactive, cancelled, disabled or voluntary license from the Medical Board of California or the Osteopathic Medical Board of California, or who have otherwise been determined by the Association to have ceased the practice of medicine to the extent and for reasons satisfactory to the Association and the California Medical Association. Retired membership shall endure as long as the Association confirms that the retired member does not engage in the practice of medicine; but in the event that a member classified as retired resumes the practice of medicine, such resumption shall automatically terminate retired membership and reestablish active membership after payment of dues. Upon resumption of the practice of medicine by any retired member, the Secretary of the Association shall transfer such member from the retired classification to the active classification, and notify the California Medical Association.

**5.03036 Honorary**

The Board of Directors may elect as honorary members any persons distinguished for their services or attainments as physicians or in the field of public health, or for research or other scientific work contributing to medicine.

**5.04 RIGHTS AND PRIVILEGES OF MEMBERSHIP**

**5.0401 Active**

Subject to the provisions of these Bylaws, all active members shall be equally privileged to vote, to hold office and to enjoy all other rights and privileges of the Association. Active Members are the only class of membership that meet the definition of members set forth in Section 5056 of the California Non-Profit Corporation Law.

**5.0402 Associate, Retired and Honorary**

Members in these classes shall have the right to serve on councils and committees with vote, but shall not otherwise have the right to vote or to hold office or to sit on the Board of Directors.

**5.0403 Probationary**

Members in this class shall have the right to serve on councils and committees with vote, but shall not otherwise have the right to vote or hold office.

**5.05 ROSTERS OF MEMBERS: REPORTS**

**5.0501 Database**

The Secretary of the Association shall keep a database of its members, which shall include the full name as it appears on the member's medical license, address, school and date of graduation, number of license to practice in this state, (or, for physicians practicing in a federal enclave, the state where they are licensed), class of membership, date of birth, and such other information as the Association shall prescribe.

**5.06 PROCEDURE FOR ADMISSION TO MEMBERSHIP**

The Board of Directors, acting as the admission body, shall have the power to admit or reject applicants for membership, provided that such actions must be consistent with these Bylaws.

**5.07 GEOGRAPHIC QUALIFICATION FOR MEMBERSHIP**

A medical student or physician (including resident physician active members) may apply and be eligible for membership in the Association if the medical student or physician's professional practice or residence is located in a county included in the Association's territory as allocated for voting privileges in the California Medical Association.

**5.08 MEMBERSHIP AS AFFECTED BY TRANSFER OF LOCATION OF OFFICE**

A member in good standing in the Association who changes office location from one component Association of the California Medical Association to another is eligible to apply for transfer of membership to the new component Association on request of the member, provided that current dues have been paid in full and that no evidence disqualifying such membership exists. The member must assume such financial obligations as shall be deemed proper by the Association when it is the new component Association to which transferred, and to which application by transfer of membership is made.

A member who has applied for membership in a component Association of the county to which the member has moved may continue membership in this Association until the new component Association has acted upon the application. This Association shall cause to be collected the dues and assessments of members awaiting such component Association action.

The member shall forfeit membership in this Association if within one year after such change of location of practice the member fails to complete an application for membership in the new component Association.

A regular active member who has been in good standing in the Association for at least five (5) years who changes the professional practice and/or residence location to the geographical area of another component medical Association shall have the option either to continue such membership in the Association with the concurrence of the Association's Board of Directors or apply to transfer membership to the component medical Association of the California Medical Association in which the professional practice and/or residence is located.

## **5.09 TERMINATION, SUSPENSION OR PROBATION OF MEMBERSHIP**

### **5.0901 By Expulsion from the Association**

Expulsion from the Association, after due proceedings in accordance with these Bylaws, upon becoming final terminates all the rights and privileges in this Association of the member so expelled.

### **5.0902 By Failure to Pay Dues**

If the annual assessments of dues, payable to this Association by any member of this Association, are not current on or before March 1 of any year, such member shall automatically lose membership in this Association as of March 1 of such year. The Board of Directors of this Association, in its discretion, upon payment of such unpaid dues and any other assessments or dues accruing thereafter, may at any time reinstate such member.

### **5.0903 By Revocation or Probation of Physician's and Surgeon's Certificate**

Whenever a member's license to practice medicine in this state expires, is cancelled, revoked, or the member's right to practice medicine is otherwise terminated, membership shall be immediately and automatically terminated as of the date the action becomes effective, except as provided below for retired members.

Upon receipt of a copy of the Medical Board of California's or Osteopathic Medical Board of California's notice that a member has been placed on probation for a stated period of time, membership shall immediately and automatically become probationary for an equal period of time.

Whenever a member's license is suspended by the Medical Board of California or the Osteopathic Medical Board of California, or is surrendered to a court on order of a judge, that member's membership will be automatically suspended for an equal period of time.

The right to a hearing on any action taken pursuant to this section shall be limited to a hearing to determine whether the action by the licensing board has occurred.

Retired membership shall not be afforded to any member whose license has been revoked or surrendered.

### **5.0904 Acts and Conduct Subjecting Member to Censure, Probation, Suspension or Expulsion**

Any member who has been adjudged guilty of a criminal offense involving moral turpitude, or who has been duly adjudged guilty, in accordance with the procedural requirements of these Bylaws, of gross misconduct as a physician or a surgeon or of a violation of any of the provisions of the Articles of Incorporation or Bylaws or principles of professional

conduct of this Association or of ethics policy promulgated from time to time by the California Medical Association or the Principles of Medical Ethics of the American Medical Association to the extent not in conflict with the ethics policy of the California Medical Association, shall be subject to censure, probation, suspension or expulsion from the Association.

## **CHAPTER 6.00 DISCIPLINARY PROCEDURE**

The procedure to be followed with respect to disciplinary action taken against a member shall be as set forth in Chapter 6.00 of the Bylaws of the California Medical Association or its successor provision.

## **CHAPTER 7.00 DUES AND ASSESSMENTS**

Each member must pay within the time and on the conditions set by the Board of Directors the dues and assessments in amounts to be fixed from time-to-time by the Board of Directors of the Association and CMA.

### **7.01 DELINQUENCY, CANCELLATION, REINSTATEMENT.**

Any member whose dues shall remain unpaid on and after March 1st succeeding, shall be held as suspended without further action of the Association.

### **7.02 DUES REDUCTION**

The Board of Directors may, for good and sufficient reason, remit or reduce the dues and/or fees charged against any member.

## **CHAPTER 8.00 BOARD OF DIRECTORS**

### **8.01 POWERS AND DUTIES**

Subject to the provisions and limitations of the California Non-Profit Mutual Benefit Corporation law and any other applicable laws, the articles of incorporation and bylaws, the Association's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under direction of the Board of Directors.

Without prejudice to the general powers set forth above, but subject to the same limitations, the Board of Directors shall have the power to:

- a) Appoint and remove, at the pleasure of the Board of Directors, the Executive Director.
- b) Change the principle office or the principal business office in California from one location to another; and designate a place in or outside California for holding any meeting of the Board.
- c) Borrow money and incur indebtedness on the Association's behalf and cause to be executed and delivered for the Association's purposes, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
- d) Receive grants, gifts, contributions and other sums of like nature; and to receive and hold, sell and resell property (real, personal, or mixed), without limitations to its value, consistent with these Bylaws and the objectives or restrictions otherwise specified by donors or grantors.

## 8.02 COMPOSITION.

The County shall be divided into four (4) Districts based upon equal or near-equal division of members in the county for purposes of equitable representation on the Board of Directors.

The Board of Directors shall be limited to between fifteen (15) and twenty (20) active members with the exact number to be fixed by the Board of Directors and shall be composed of the President, Immediate Past President, President-Elect and the Secretary-Treasurer, who shall serve a term of one (1) year each. The President, President-Elect, and the Secretary-Treasurer shall be the Chairman, Vice-Chairman, and the Secretary of the Board, respectively. The District Directors shall be those elected for terms of three (3) years and shall be so spaced that one-third (1/3) of these Directors, as nearly as possible, are elected each year. Directors may serve two (2) consecutive three (3) year terms for a total of six (6) years.

By resolution, the Board may propose special interest classifications by which members, at their option, may be represented on the Board of Directors, instead of being represented by a District Director. If at least one hundred (100) members elect to be included in the special interest classification, they shall be entitled to elect representative(s) to the Board of Directors for a three (3) year term in accordance with the nomination, voting and ballot provisions of these Bylaws. At the completion of the third year of the first term, if membership for the special interest classification falls below the one hundred (100) membership mark, the Board member may not be eligible for a second term. For resident and student representatives to the Board, the term will be for one (1) year.

## 8.03 NOMINATION.

Nominations for the Board of Directors shall be done by the Nominating Committee acting in accordance with Chapter 10.

## 8.04 ELECTION AND TERM.

(a) The Directors elected by active members shall be members of the Board of Directors, the governing body of this Association, as heretofore provided in the Articles and the Bylaws. Voting for the Directors shall be by ballot as provided in Chapter 11 of these Bylaws.

(b) Each District of the Association shall be entitled to one (1) board representative and each special interest classification shall be entitled to one (1) board representative when a minimum of one hundred (100) members has been tabulated on the last day of February of the respective calendar years. These Directors shall be elected by the active members of the respective district or special interest classification. In order to keep the size of the Board of Directors of the Association to less than twenty (20) members, the Board of Directors shall have the authority to revise the number of District Directors and the number of active members required for each special interest classification Director by a majority vote of the Board of Directors. However, any newly authorized Board of Directors representatives shall not be chosen or elected until the next annual election, and acting Directors shall complete the term of office to which elected.

(c) The original term of newly authorized District Directors may be fixed by the Board of Directors for a term of less than three (3) years, if necessary to maintain the proper balance of rotation of the entire Board, or the representation within the District.

(d) A Director on the Board shall have been an active member of the Association for at least one (1) year prior to election to the Board.

## 8.05 QUORUM OF THE BOARD.

A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. An affirmative majority vote, of those present, shall be necessary for the passage of any motion or resolution.

## 8.06 POWERS.

(a) **GENERAL CORPORATE POWERS.** Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. On substantive issues, the Board may from time to time poll the membership by referendum.

(b) **SPECIFIC POWERS.** Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation;

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting or meetings, including annual meetings.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal; and

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

## 8.07 -VACANCIES.

(a) **VACANCIES.** Vacancies in the Board of Directors shall exist; (i) at the resignation, death, or removal of any director; (ii) whenever the number of Directors authorized is increased; and (iii) on the failure to appoint a full number of directors authorized.

(b) **DECLARATION OF VACANCY.** the Board of Directors may by resolution, declare vacant the office of a director when (i) he/she is declared of unsound mind by a final order of court or convicted of a felony; (ii) he/she has been found by final order or judgment of a court to have breached any standard of conduct as set forth in California Corporations Code Section 7230, et seq.; (iii) if within ninety (90) days after his or her notice of election he or she does not accept the office in writing or by attending a meeting of the Board of Directors; or (iv) he or she fails without adequate cause and previous excuse by the President or President-Elect to attend three (3) meetings during the Board year or ceases to be a member in good standing.

(c) **FILLING VACANCIES.** Vacancies caused by resignation, death, disability, or removal of a Director, or Directors, or by an amendment to the number of Directors authorized, may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, for the remainder of the current year term. Any longer period of time in the unexpired term of such a vacancy shall be filled by election at the next annual membership election. No Director may resign when the corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(d) **RESIGNATION.** If the Board of Directors accepts the resignation of a Director intended to take effect at a later time, the Board may appoint a successor to take office when the resignation becomes effective.

(e) **REDUCTION IN AUTHORIZED DIRECTORS.** A reduction of the authorized number of Directors does not remove any Director prior to the expiration of his or her term of office.

(f) **RESTRICTION OF INTERESTED DIRECTORS.** Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as

Director, and (ii) any brother, sister, ancestor, descendant, spouse, brother- or sister-in-law, stepfather or stepmother, or father- or mother-in-law of any such person. However, any violation of the provisions of this subsection shall not affect the validity or enforceability of any transaction entered into by the corporation.

#### 8.08 REMOVAL OF DIRECTORS

Any Director may be removed from office by the vote of two third (2/3) of the members of the Board of Directors. Any member of the Board of Directors who fails to attend three (3) regular meetings during the Board year without adequate cause and previous excuse by the President or President-Elect may be removed from the Board by a resolution adopted by the Board.

#### 8.09 PLACE OF MEETINGS; MEETINGS BY TELEPHONE.

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, at the principal executive office of the corporation. Any meeting, regular or special, may be held by conference telephone or designated communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meetings.

#### 8.10 ANNUAL MEETING.

The Board of Directors shall hold an annual meeting for the purpose of organization and the transaction of other business.

#### 8.11 SPECIAL MEETINGS.

(a) **AUTHORITY TO CALL.** Special meetings may be called by the President at any time, with consultation of the Executive Committee, or by three members of the Board of Directors and shall state the matter of business and reason of urgency.

(b) **NOTICE CONTENTS.** The notice shall state the time and place of the meeting, as well as information as to the nature of the business to be considered. No other business shall be transacted at said meeting.

#### 8.12 PARTICIPANTS IN MEETINGS BY CONFERENCE TELEPHONE

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

#### 8.13 WAIVER OF NOTICE.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to hold the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

#### 8.14 ADJOURNMENT.

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

#### 8.15 - ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually, or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

### **CHAPTER 9.00 MEETINGS OF MEMBERS**

#### 9.01 ANNUAL MEETING.

The annual meeting shall be a social function at which limited business, other than the installation of officers and attendant ceremonies, may be transacted.

#### 9.02 REGULAR MEETINGS.

General meetings shall be held during the year at such time and places as designated by the Board of Directors. A General Membership meeting shall be held prior to the annual meeting for the purpose of presenting final nominations for officers and directors and transacting such other business as may be necessary. Notices of all meetings shall be given to active members by format in use by the Association. The notice shall state the place, date, and time of the meeting, and those matters which the Board of Directors, at the time notice is given, intends to present for action by the members. At any regular meeting at which less than one-third (1/3) of the voting members actually are in attendance, in person or by proxy, the matters which may be voted upon are those matters for which notice of the general nature of the matter has been given in accordance with Chapter 9.

#### 9.03 SPECIAL MEETINGS.

(a) Special meetings of members for any lawful purpose may be called by the President and any three members of the Board of Directors. In addition, special meetings of members for any lawful purpose may be called by ten percent (10%) or more of the members. A quorum shall be twenty percent (20%) of the current active membership.

(b) The meeting shall be held at a reasonable time fixed by the Board not less than thirty-five (35) nor more than ninety (90) days after receipt of the written request.

#### 9.04 NOTICE OF MEETINGS.

Whenever members are required or permitted to take any action at a meeting, a notice of the meeting shall be given, using a written, electronic or any format in use by the Association, not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote

#### 9.05 ACTION WITHOUT MEETING.

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Association distributes a written or electronic ballot or any format in use by the Association to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Association.

Approval by ballot or any format in use by the Association pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a

meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot-

Ballots shall be solicited in a manner consistent with the requirements of Chapter 11. All such solicitations shall indicate the number of responses needed to meet the quorum requirements, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure solicited. The solicitation must specify the time by which the ballot must be received in order to be counted.

#### 9.06 RULES OF ORDER.

The deliberations of this Association, unless otherwise provided by the Bylaws, shall be governed by parliamentary usage as contained in Sturgis' Standard Code of Parliamentary procedure.

### **CHAPTER 10.00 NOMINATIONS**

#### 10.01 APPOINTMENT OF COMMITTEE.

The Immediate Past President, who shall be the Chairman of the Nominating Committee, with the approval of the Board of Directors at one of its first quarter Board of Directors meeting, shall appoint a nominating committee of at least nine (9) active members. This committee shall be composed of one (1) member from each District and special interest classification created and existing under Chapter 8.02, the Chairman of the Delegates to the CMA, the Immediate Past President, the President-Elect, and at least one, but not more than 3 members-at-large.. Not more than four (4) committee members, including the Chairman of the Nominating Committee and the President-Elect, shall be members of the Board of Directors. The Immediate Past President shall, in the appointment of the personnel of the Nominating Committee, give consideration to the geographic location of each member's office and his or her specialty or type of practice. At least two thirds (2/3) of the Nominating Committee must be available for the vote, with a majority required to approve the ballot. Anyone who chooses to run for office may not serve on the Nominations Committee.

#### 10.02 NOTIFICATION TO MEMBERSHIP.

The membership shall be notified by the personnel of the Nominating Committee and the time and place of its first meeting, along with the offices to be filled. This meeting shall not be held earlier than ten (10) days after such notification to the members. Nominating Committee members shall give their prospective nominees' names to the Chairman of the Nominating Committee at least five (5) days prior to the meeting of the Nomination Committee so that status of membership may be verified and to ensure that nominee is in compliance with the Bylaws for the election of officers and board and trustees.

#### 10.03 LISTING OF NOMINEES.

The Committee shall nominate a list of nominees consisting of one (1) or more names of active members for each office to be filled for the Association and one (1) or more names for each respective District or special interest classification office, after first securing the written consent of such nominees.

#### 10.04 PUBLICATION OF NOMINEES.

(a) The names of the nominees, with the offices for which they are respectively nominated, shall be delivered to the Secretary-Treasurer not later than the first day of April.

(b) The Secretary-Treasurer shall publicize the list of the nominees so nominated to each active member on or before the 20th day of April.

#### 10.05 ADDITIONAL NOMINEES.

Further nominations may be made by a petition signed by twenty (20) active members of the Association, or of the District, if the nomination is for a District office or a special interest classification, if the nomination is for a special interest classification office. Said petitions must be presented to the Secretary five (5) days prior to the General Membership meeting and be accompanied by the candidate's written consent to serve, if elected.

#### 10.06 ANNOUNCEMENT OF NOMINEES.

The list of all nominees shall be read at the General Membership meeting of the active members and following the reading of the names of the candidates for each office respectively, the privilege of discussing the merits of the candidates shall be afforded the members present. No additional names shall be added to the list of nominees for office subsequently, and no votes shall be counted at the election other than those cast for a properly nominated candidate.

### **CHAPTER 11.00 VOTING AND OFFICIAL BALLOTS**

#### 11.01 ANNUAL ELECTIONS.

The annual election of the President-Elect, the Secretary-Treasurer, Directors, the Delegates and the Alternate Delegates to the California Medical Association and the American Medical Association shall be by ballot. Ballots shall be accepted until the close of business day of the date established by the Board of Directors as "Election Day".

#### 11.02 BALLOTS.

The ballots shall contain the list of all offices to be filled within the Association. The offices to be filled by Districts shall be so designated and shall be voted on only by the active members within the specific Districts. Each member shall be notified of the District within which he or she maintains his or her major office.

#### 11.03 VOTING PROCEDURE.

(a) Each member shall be entitled to one vote on each matter submitted to a vote of the members.

(b) The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members. If no record date is fixed, members at the close of business on the business day preceding the day on which notice is given are entitled to notice of a meeting of members.

The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to vote at a meeting of the members. Such date shall not be more than sixty (60) days before the date of the meeting. If no record date is fixed, members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members.

The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to cast ballots. Such record date shall not be more than sixty (60) days before the day on which the first ballot is solicited. If no record date is fixed, members on the day the first ballot is solicited who are otherwise eligible to vote are entitled to cast ballots.

(c) In cases where electronic balloting is not done, all persons voting shall sign their names on the outside of the envelope enclosing their ballots and all ballots returned by mail or in person to designated address before the time set for the closing of the polls. Ballots enclosed in envelopes not bearing the signature of the voter shall be discarded.

(d) The election inspectors will review the electronic voting system results, will ensure all paper ballot results are combined with electronic voting system results, and shall develop tally sheets stating the number of votes received by each candidate. The paper ballots, properly sealed, and the tally sheets duly certified by each member of the committee, shall be given to the Chair of the Nominating Committee, who will inform the Executive Committee of the results, which will then go to the Board of Directors for ratification, before being announced to the OCMA membership. Paper ballots shall not be opened prior to the day of the count and only by the election inspector (s).

(e) In advance of any meeting of members, the Board of Directors may appoint inspectors of election to act at the meeting. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting of members may, and on the request of any members shall, appoint inspectors of election (or persons to replace those who fail or refuse) at the meeting. The number of inspectors shall be either one or three.

#### 11.04 ELECTION AND FILLING OF VACANCIES IN OFFICE.

(a) The annual election of officers shall be conducted in accordance with the provisions of Chapter 11.03 above, but with those exceptions as stated in this section. The ballots shall list the names of the candidates for the respective offices in alphabetical order. When more than one similar office is listed and such offices are for varying terms, the one for the longest period shall appear first.

(b) In the event of a tie for any office, a second election, for that office only, will take place.

(c) In an uncontested election, i.e. when the number of candidates is equal to the number of positions available, the electorate shall be given the opportunity to add nominees. (see Chapter 10). Ballots need not be distributed if it is an uncontested election and if all nominees are affirmed at the General Membership meeting

### **CHAPTER 12.00 DISTRICT ORGANIZATION**

The County shall be divided into four (4) Districts based upon equal or near-equal division of members in the county for purposes of equitable representation on the Board of Directors.

### **CHAPTER 13.00 COMMITTEES**

#### 13.01 FORMATION OF COMMITTEES

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees to serve at the pleasure of the Board. Any committee, to the extent provided in this Chapter 13.00 or in the resolution of the Board, shall have the authority such as has been delegated by the Board, except that no committee, regardless of Board resolution, may:

(a) Take any final action on matters which, under the Nonprofit Corporation Law of California, also require approval of a majority of the Directors;

(b) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;

(c) Fix compensation of the Directors for serving on the Board or on any committee;

(d) Amend or repeal Bylaws or adopt new Bylaws;

(e) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(f) Appoint any other committees of the Board of Directors or the members of these committees;

(g) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be appointed; or

(h) Approve any transaction involving assets held in charitable trust to which the corporation is a party and one or more Directors have a material financial interest.

#### 13.02 MEETINGS AND ACTION OF COMMITTEES.

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article XI of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time and place for regular meetings of committee may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all members, who shall have the right to attend all meetings of the committee. Minutes or notes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

#### 13.03 NOMINATING COMMITTEE.

The Immediate Past President shall appoint a Nominating Committee in the manner prescribed by Chapter 10.

#### 13.04 EXECUTIVE COMMITTEE.

There shall be an Executive Committee, consisting of the President, the President-Elect, the Secretary-Treasurer, and the Immediate Past President. Its Chairman shall be the President, or, in his or her absence, the President-Elect, and two (2) shall constitute a quorum. Its duties shall be to aid and assist the officers and the Board of Directors in the transaction of the business of the Association in the intervals between meetings of the Board of Directors. It shall have such other advisory powers and duties as the Board of Directors shall from time to time determine. All of its acts and proceedings shall be authorized or ratified and approved by the Board of Directors.

#### 13.05 OTHER SPECIAL AND STANDING COMMITTEES.

(a) The President, with the approval of the Board of Directors, shall appoint such other committees, subcommittees, or task forces as are necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such committee shall be prescribed by the Board of Directors upon their appointment.

(b) All standing and special committees shall keep a record of their actions and shall report the same to the Board of Directors unless otherwise expressly instructed. All committee reports shall be written.

### **CHAPTER 14.00 OFFICERS**

#### 14.01 OFFICERS

The officers of this Association shall be the President, President-Elect, the Secretary-Treasurer, and Immediate Past President.

#### 14.02 ELECTION OF OFFICERS AND TERMS.

The President shall be the President-Elect chosen at the annual election of the preceding year. The President-Elect and Secretary-Treasurer shall be elected annually by the Association. The officers shall serve for terms of one year and until their successors are elected and qualified.

#### 14.03 NOMINATION.

Nominations for the officers shall be done by the Nominating Committee, acting in accordance with Chapter 10.

#### 14.04 INSTALLATION.

Elected officers shall assume the duties of their offices on July 1<sup>st</sup> and be installed at the annual meeting.

#### 14.05 VACANCIES.

(a) Any vacancy in an elected office occurring during the year shall be filled by appointment by the Board of Directors for the balance of the current year. Should the term of the vacant office be for more than one (1) year, a successor shall be elected by the Association at the next annual election to complete the unexpired term.

(b) President: Should the vacant office be that of President, it shall be assumed at once by the President-Elect, who shall serve for the remainder of the President's term, and thereafter shall serve a full term as President. The office of President-Elect shall remain vacant until the next annual election, at which time, any Active Member who would be otherwise be eligible to fill such vacancy shall be elected to the office of President-Elect.

(c) President-Elect: Should the vacancy be in the office of President-Elect, it shall remain unfilled for the balance of the year. However, the Board of Directors shall appoint the Secretary-Treasurer to be the Vice-Chairman of the Board, who shall also perform any necessary duties of the Office of President-Elect until the next annual election.

(d) Should the vacancy in the office of the President-Elect have occurred as a result of the incumbent having ceased to serve for reasons other than becoming President, the latter office will require filling at the next annual election. In this event, a President shall be chosen by a special election for the succeeding term of one (1) year in accordance with the regular procedure for the nomination and election of officers.

(e) Secretary-Treasurer: In the event of a vacancy in the office of Secretary-Treasurer, the Board shall nominate and elect any Active Member, preferably with Board experience, who would otherwise be eligible to fill any vacancy so created, who shall succeed to the office of Secretary-Treasurer for the remainder of the Secretary-Treasurer's term.

#### 14.06 REMOVAL OF OFFICERS.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

#### 14.07 RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

### **CHAPTER 15.00 DUTIES OF OFFICERS**

#### 15.01 PRESIDENT.

The President shall preside at all meetings, enforce the rules of the Association, cast the deciding vote in case of a tie, be Chair of the Board of Directors, Chair of the Executive Committee and perform such other duties as the position requires. He shall be the ex-officio of all the Association's committees with the right to vote.

The President shall be the real head of the profession in the County during the year and shall take pride in leaving it in a better condition, in regard to both scientific attainment and harmony, than at the beginning of his or her term of office.

#### 15.02 PRESIDENT-ELECT.

The President-Elect shall assist the President in the performance of his or her duties, and shall assume them in his or her absence. The President-Elect shall be a member of and Vice-Chairman of the Board of Directors. At the conclusion of his or her term of office, the President-Elect shall become President for the succeeding year.

#### 15.03 SECRETARY-TREASURER.

The Secretary-Treasurer shall function as Chief Financial Officer and shall:

(a) Receive and have charge of all records and papers belonging to the Association, keep the records of the meetings, communicate to each member of the Association all official notices and be Secretary of the Board of Directors.

(b) Oversee the collection of all monies due the Association, together with the amount levied by the California Medical Association for dues, and shall direct the forwarding of the dues of all members collected for that purpose to the office of that Association, as nearly as possible by March 1st.

(c) Oversee the keeping and maintaining, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(d) Oversee the depositing or cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors, shall disburse the funds of the corporation as may be ordered by the Board of Directors, and shall render to the President and Directors, at all reasonable times an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation.

(e) Shall obtain an audit by certified public accountants at least every three (3) years and a certified public accountant's review in all other years, the results of which shall be presented to the Board of Directors.

(f) In general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned from time to time by the Board of Directors. He or she shall be authorized to incur any proper clerical expense for the conduct of his or her office to be paid by the Association subject to the approval of the Board of Directors.

### **CHAPTER 16.00 EXECUTIVE DIRECTOR**

The Board of Directors shall appoint an Executive Director. The terms of the appointment shall be such as are satisfactory to the Board of Directors. The Executive Director is the General Manager of the Association and, subject to the control of the Board of Directors, has the responsibility for the general supervision, direction and control of the business and staff of the Association, including but not limited to the responsibilities set forth in this Chapter. The Executive Director shall have responsibility for monitoring CMA's associated and subsidiary organizations, and shall serve on the Boards of these organizations as directed by the Board of Directors. The Executive Director shall have responsibility for the administration of the Association's finances. This responsibility shall include, but not be limited to, annual preparation of a proposed budget for the Board of Directors' consideration, using the program priorities adopted by the Board of Directors', making recommendations with respect to the budget from time to time, and overseeing Association expenditures so that such expenditures are for authorized purposes only and within authorized sums.

### **CHAPTER 17.00 FINANCE**

#### 17.01 FISCAL PERIOD

The fiscal period of the Association shall be January 1 to December 31.

#### 17.02 BUDGET.

With recommendations from the appropriate standing committee, the Board shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the Association.

**17.03. FUNDS.**

Funds shall be raised by the annual dues of members, by special assessment and/or in any other manner approved by the Board of Directors, which shall determine the amount of each such levy, and by voluntary contributions.

**17.04 AUDIT.**

The accounts of the Association shall be audited by certified public accountants at least once every three (3) years, and a certified public accountant's review in all other years, the results of which shall be presented to the Board of Directors.

**CHAPTER 18.00 EXECUTIVE OF INSTRUMENTS, DEPOSITS AND FUNDS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Directors, agent, or employee of the corporation to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Director, agent, or employee shall have any power or authority to bind the corporation by any contract or any engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount. Officers are authorized to enter into any contract or execute any instrument in the name of and on behalf of the corporation.

Except as otherwise specifically determined by resolution of the Board of Directors as provided above or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the corporation shall be signed by the Secretary-Treasurer and countersigned by the President or Vice-President of the corporation, or, under the direction of the Executive Committee, by one officer and the Executive Director.

All funds of the corporation shall be deposited from time to time to the credit of the corporation at such banks, trust companies, or other depositories as the Board of Directors may select.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or any special purpose of the corporation.

**CHAPTER 19.00 RECORDS AND REPORTS**

**19.01 MAINTENANCE OF CORPORATE RECORDS**

The Association shall keep at its principal office: (i) adequate and correct books and records of account; (ii) written minutes of the proceedings of its members, the Board of Directors, committees of the Board, and other committees; and (iii) a record of each member's name and address and the class of membership.

**19.02 MEMBERS' INSPECTION RIGHTS**

Any active member may at all reasonable times during office hours inspect and copy the records of the Association.

**19.03 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS**

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

#### **19.04 INSPECTION BY DIRECTORS**

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

#### **19.05 ANNUAL REPORT.**

(a) ANNUAL REPORT. Not later than ninety (90) days after the close of the corporation's fiscal year, the Board shall cause an annual financial report to be sent to each member of the Board of Directors. The Board annually shall notify each member of the Association of the member's right to receive a financial report. Upon written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. Such report shall contain the following information in reasonable detail:

- (i) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;
- (ii) Disclosure of certain transactions in accordance with California Nonprofit Corporation Law 8322.

(b) REPORT OF INDEPENDENT ACCOUNTANTS. The report required by this section shall be accompanied by any report thereon of independent accounts, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

### **CHAPTER 20.00 AFFILIATED CORPORATIONS AND ORGANIZATIONS**

The Articles of Incorporation of each component corporation or organization owned, operated, or officially affiliated with the Orange County Medical Association shall provide that all the provisions of the Bylaws of the Orange County Medical Association and all amendments to either thereafter adopted, insofar as the same are applicable, shall be an integral part of the Constitution and/or Bylaws of the component corporation or organization, and that the terms and provisions thereof shall control and govern such component corporation or organization, and the officers and members thereof.

### **CHAPTER 21.00 DELEGATION TO THE AMERICAN MEDICAL ASSOCIATION**

#### **21.01 COMPOSITION.**

There shall be such Delegates and Alternate Delegates as provided in the Constitution and Bylaws of the California Medical Association and the American Medical Association.

#### **21.02. AUTHORITY AND RESPONSIBILITY.**

Elected Delegates shall represent this Association in the House of Delegates of the American Medical Association. In the absence or inability of a Delegate to serve, a regularly elected Alternate Delegate may so serve.

#### **21.03 NOMINATIONS.**

Nominations shall be done by the Nominating Committee, acting in accordance with Chapter 10.

#### 21.04 MANNER OF ELECTION AND TERM.

Delegates and Alternate Delegates shall be elected by AMA members in a manner provided by Chapter 10 of these Bylaws. They shall serve for two-year terms and shall assume office on January 1st of the year succeeding their election.

#### 21.05. RELATIONSHIP TO THE BOARD.

The Board of Directors and membership may instruct the Delegation regarding such policies as they desire to have enacted, and the Delegation shall attempt to carry out these instructions. In matters not covered by previous instructions, the Delegation shall endeavor at all times to act in the best interest of the Association.

### **CHAPTER 22.00 DELEGATION TO THE CALIFORNIA MEDICAL ASSOCIATION**

#### 22.01 AUTHORITY AND RESPONSIBILITY.

There shall be such Delegates, Alternate Delegates, and Trustees to the California Medical Association as provided in the Constitution and Bylaws of the California Medical Association. The Delegates shall represent the Association in the House of Delegates of the California Medical Association. In the absence or the inability of a Delegate to serve, the regularly elected Alternate shall serve in his or her place. Delegates and Trustees shall be active members of the Association.

#### 22.02 COMPOSITION.

Each District mentioned in Chapter 8.02 may have one (1) CMA Delegate and one (1) Alternate Delegate to be elected annually to serve for three (3) years. The term for newly elected Delegates or Alternate Delegates may be fixed by the Board of Directors at less than three (3) years, if necessary, to maintain this balance.

#### 22.03 MANNER OF ELECTION AND TERM.

In a manner prescribed by Chapter 11, one-third 1/3 of the Delegation, as nearly as possible, may be elected annually to serve for three (3) years. The term for newly elected Delegates or Alternate Delegates may be fixed by the Board of Directors at less than three (3) years, if necessary, to maintain this balance.

#### 2.04 MEETINGS.

The Delegates, Alternate Delegates, and Councilors shall meet at least once each year at the call of the President or Delegation Chairman of this Association, but not less than thirty (30) days prior to the annual convention of the California Medical Association, at which time the Delegation shall organize itself and elect a Chairman and Vice-Chairman who shall hold office until after the next annual election of officers.

#### 22.05. NOMINATION.

Nominations shall be done by the Nominating Committee, acting in accordance with Chapter 10.

#### 22.06 RELATIONSHIP TO BOARD.

The Board of Directors and membership may instruct the Delegation regarding such policies as they may desire to have enacted and the Delegation shall attempt to carry out these instructions. In matters not covered by previous instructions the Delegation shall endeavor at all times to act in the best interest of the Association.

#### 22.07 DUTIES OF THE CHAIRMAN.

(a) The Chairman shall be responsible for calling such subsequent meetings of the Delegation as may be desirable, for seating the Delegate, for directing its activities at the annual meeting, and for promptly reporting to the Board of Directors and the membership on the major actions taken by the convention and the Chairman shall also fulfill such duties as may be required by the nature of the position and as called for by the California Medical Association..

(b) The Chairman shall also be a member of the Nominating Committee for the annual election of officers of the Association.

### **CHAPTER 23.00 SCIENTIFIC SESSIONS**

The Board of Directors may provide for the scientific work of the Association by endorsement or issuance of a charter to appropriate specialty sections. These sections may have Constitutions and Bylaws which, however, shall not conflict with the Bylaws of the Association.

### **CHAPTER 24.00 PUBLICATIONS**

The Association shall sponsor and publish regular alerts and e-news of the Orange County Medical Association, which shall be distributed to the membership and to such others as the Board of Directors and staff may determine. It shall be financed insofar as possible through paid advertisements and through preferred vendors which shall not in any way violate the advertising principles of the American Medical Association and/or the California Medical Association. Preferred vendors shall be fully vetted before the OCMA Services Committee. The news alerts shall be intended primarily as a medium of contact between the members of the Association.

### **CHAPTER 25.00 PRINCIPLES OF MEDICAL ETHICS**

The Association adopts, and the actions of its members shall be governed by, the principles of medical ethics as promulgated from time to time by the Orange County Medical Association, American Medical Association, and by the California Medical Association.

### **CHAPTER 26.00 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee or other person connected with this corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profits of the corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or fixed by resolution of the Board of Directors. Violation of said principal may be cause for action under Chapter 5.

### **CHAPTER 27.00 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 above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

## **CHAPTER 28.00 EFFECTIVE DATE AND AMENDMENT OF BYLAWS**

### **28.01 EFFECTIVE DATE.**

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective on their adoption unless the members of the Association, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

### **28.02 AMENDMENTS BY MEMBERS.**

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Active Members.

- (a) Amendment(s) to these Bylaws may be proposed by a minimum of ten (10) percent of the Active Members with a signed petition or, by any member(s) of the Board of Directors or the Bylaws Committee.
- (b) Any proposed amendment(s) or repeal(s) shall be considered and discussed at the Bylaws Committee and the recommendation(s) referred to the Board of Directors for review and approval.
- (c) The proposed change(s) to be ratified by the Active Members shall be made available to the membership, using the format in use by the Association, for thirty (30) days prior to the ballot and the impending vote as provided for in Chapter 11 of the Bylaws.
- (d) The proposed amendment(s) or repeal(s) shall be considered adopted when receiving a majority affirmative vote by the members entitled to vote and present at a membership meeting noticed for that purpose, or when receiving a majority affirmative vote with the return of the ballots,
- (e) With respect to amendments within the power of the Board, the proposed amendment(s) or repeal(s) shall be considered adopted when receiving a two-thirds (2/3) majority vote of the entire Board.

### **28.03 AMENDMENTS BY BOARD - MEMBERSHIP RIGHTS LIMITATION**

Subject to the rights of Active Members under Chapter 28, the Board may adopt, amend, or repeal Bylaws unless the action would:

- (a) Materially and adversely affect the Active Members' rights to voting, dissolution, redemption or transfer;
- (b) Increase or decrease the number of Active Members authorized in total or for any class;
- (c) Effect an exchange, reclassification or cancellation of all or part of the Active Memberships;
- (d) Authorize a new class of Active Membership
- (e) Increase or extend the terms of Directors
- (f) Increase the quorum for Active Members' meetings,
- (g) Repeal, restrict, create, expand, or otherwise change proxy rights,
- (h) Authorize cumulative voting, or
- (i) Fix or change the authorized number of directors specified under the Bylaw provision.
- (j)

## **CHAPTER 29.00 INDEMNIFICATION OF AGENTS**

This Association shall have power to indemnify any of its agents or former agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with activities undertaken at the Association's request if such person acted in good faith and in a manner the person reasonably believed to be in the best interest of the Association and to the extent such indemnification is permitted under California law.

For the purposes of this section, agent means any person who is or was a Director, Officer, employee, or committee member of the Association who is or was serving at the request of the Association; and proceedings means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, disciplinary or investigative.

Indemnification can be made only as to a specific case, upon a determination that indemnification is proper in the circumstances and must be authorized by a majority vote of a quorum consisting of Directors who are not parties to the proceeding.

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

#### **CHAPTER 30.00 ABROGATION**

All and any previous Bylaws of the Orange County Medical Association are hereby abrogated.