

BY-LAWS
of the
AMERICAN LEBANESE MEDICAL ASSOCIATION
{current to 5/15/97 @ 3:00 P.M.}

Article I
Names and Objectives

Section 1.

The name of the organization shall be the American Lebanese Medical Association, Inc. (ALMA or the "Association").

Section 2.

The objectives of the Association are to:

- a) The American Lebanese Medical Association, Inc. (hereinafter the "Association") is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b) To hold in educational seminars Lebanon and in the United States thereby to offer on a charitable basis advanced training to Lebanese health care professionals, and treatment for its people, and also thereby to advance medical knowledge generally.
- c) To foster the creation and development of academic institutions and charitable health care facilities of excellence in medicine and surgery in Lebanon and the United States.
- d) To plan a variety of public events through which these stated goals can be materialized.
- e) To provide facilities and personnel to implement said purpose; and to engage in any other programs and activities pertinent to the purposes of the corporation; and to enjoy all of the rights, powers and privileges permitted to nonprofit corporations under Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as amended from time-to-time, but always subject to paragraph (g) below.
- f) To acquire by purchase, lease, gift, bequest, devise, endowment or otherwise, and to dispose of by sale, lease, gift, or otherwise, property of every nature and description, whether real, personal, or mixed, but only for the charitable purposes of the Corporation.

g) Notwithstanding the foregoing, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political, campaign on behalf of or in opposition any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which, are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article II Administration

Section 1. The management of the Association, except to the extent explicitly otherwise provided herein, shall be vested in its Board of Directors. They shall have the general direction, control, and management of the property of the Association, and may employ personnel for the furtherance of the business of the Association.

Section 2. The Board shall designate an Executive Committee to which it may delegate any of its functions. All Corporate officers shall be members *ex officio* of the Executive Committee. The Executive Committee shall consist of five (5) members when the Board of Directors has eleven (11) members. When the Board has fifteen (15) or more members, the Executive Committee shall consist of seven (7) members.

Section 3. Members of the Executive Committee, except for *ex officio* members, shall be elected by the Board of Directors.

Section 4. When the Association has less than two hundred fifty (250) members, the Board of Directors shall have eleven (11) members. When the membership exceeds two hundred fifty (250) there shall be fifteen (15) Directors. When the Association has over one thousand (1,000) members, there shall be twenty-one (21) Directors.

Section 5. All Officers shall serve for two (2) years. The President cannot be elected for more than two (2) consecutive terms.

Article III Officers and Their Duties

It shall be the policy of this Association to include among the Officers, Board of Directors, and Committees, individuals who are representative of the whole membership.

Section 1. The Officers shall consist of a President, Treasurer and a Clerk, all of whom shall be elected by and from the members of the Association at the annual meeting.

Section 2. The President shall preside at all meetings of the Board and of the Association and shall be considered its Chairman, be an ex officio member of all committees, coordinate and give direction to the activities of the Board, and perform such other duties as are required by the Board of Directors and the Association, and as shall be permitted by law.

Section 3. The Treasurer shall be the custodian of any funds, financial records and accounts belonging to the Association.

a) The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as he shall from time-to-time deem proper or as shall be designated by the Board. He shall disburse the funds of the Association as shall be ordered by the Directors.

b) The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate, and permitted by law.

c) All disbursement for any item or expense not exceeding two-hundred fifty dollars (\$250.00) shall be paid by check signed by the Treasurer and the President or either Co-Chairperson or any-other persons authorized to sign said check by the Board of Directors. All disbursements for any item or expense exceeding Two Hundred Fifty Dollars (\$250.00) shall be paid by check signed by the Treasurer and the President or either Co-Chairperson or any other persons authorized by the Board of Directors.

Section 4. The Clerk shall keep the minutes of the Association and the minutes of the Board of Directors. The Clerk shall comply with the requirements for filings with the Secretary of State and other appropriate governmental agencies. The Clerk shall perform such duties and have such powers additional to the foregoing as the Board of Directors may designate, and as may be permitted by law.

Section 5. Terms for a Director shall be for two (2) years, or until a

successor is elected or qualified.

Section 6. Any officer elected or appointed by the Board of Directors may be removed by a vote of four fifths (4/5ths) of the Board of Directors for cause and whenever in its judgment the best interests of the Association would be served thereby.

Article IV Indemnification of Directors Officers and Others

The Association shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, Officer or employee of the Association, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil, criminal, or administrative, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a Director, Officer, or employee, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Association provided, however, that as to any matter disposed of by a compromised payment by such director. Officer or employee, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

- a) such compromise shall be approved as in the best interests of the Association, after notice that it involves such indemnification by a disinterested majority of the Directors then in office;
- b) in the absence of action by disinterested Directors, there has been obtained at the request of a majority of the Directors then in office an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the reasonable belief that this action was in the best interest of the Association.

Expenses including counsel fees, reasonably incurred by any such Director, officer or employee in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Association in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amount so paid to the Association if it is ultimately determined that indemnification for such expenses is not authorized under this section. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, officer, trustee, employee or agent may be entitled. As used in this Article the terms "Director", "officer", and "employee" include their respective heirs, executives and administrators, and an "interested" Director, officer, or employee is one against whom in such capacity the proceedings in questions or other proceeding on the same or similar grounds

is then pending.

Article V Membership

There shall be the following specific classification of members:

Section 1. ACTIVE MEMBERS shall hold MD's, DO's, Ph.D.'s or their equivalents, be properly licensed in the State(s) in which he/she practices and have an active interest in the activities of the Association. Any such individual may apply for Active Membership. Active Members will abide by the Article of the Incorporation and By-Laws of the Association. Upon payment of Annual Dues for the then current year, the applicant will be admitted to active membership.

Section 2. ASSOCIATE MEMBERS will include Ph.D.'s and other properly licensed health professionals who share an interest in the activities of the Association. Any such individual may apply for Associate Membership. Associate Members will abide by the Articles of the Incorporation and By-Laws of the Association. Upon payment of Annual Dues for the then current year, the applicant will be admitted to associate membership.

Section 3. HONORARY MEMBERS shall be persons with a record of distinguished service in the field of Medicine or Surgery or humanitarian assistance and will be admitted by two-thirds affirmative vote of the Board of Directors upon recommendation by the Executive Committee.

Section 4. STUDENT MEMBERS will include medical students, Ph.D. candidates, or students in a recognized health care field of higher learning and be pursuing a full time course of study. Upon payment of Annual Dues for the then current year, the applicant will be admitted to associate membership.

Section 5. MEMBERSHIP DUES

- a) The Annual Membership Dues for the different categories of membership will be fixed by the Board of Directors.
- b) Honorary Members are exempt from all dues assessments.
- c) Bills for Membership Dues will be mailed by the Association to all Active, Associate Members and Student before the end of the year in which the payment is due.
- d) Upon recommendation of the Board of Directors, -a member may be deemed delinquent and have his/her membership and voting privileges withdrawn if the annual dues and assessments have not been received within the calendar year in which they are due. Such delinquent members will be reinstated with restoration of all privileges following

payment of all outstanding dues. ;

Sections. Discipline: By majority vote of the Board of Directors and approval by two-thirds vote of the present membership at the annual meeting, any member of the Association may be censured or have his/her privileges revoked or suspended for cause.

Article VI Committees

Section 1. Standing Committees will be:

- a. Membership Committee
- b. Program Committee
- c. Humanitarian Assistance Committee
- d. Educational Committee
- e. Finance Committee
- f. Nominating Committee

Members of these standing committees will be appointed by the President and approved by the Board of Directors except for the Nominating Committee which will be chaired by the immediate past President and include two (2) other members elected by the Board of Directors. During any period in which there is no "immediate past President", or if such declines to serve, the President, Treasurer and Clerk shall appoint by majority vote the Chair of the Nominating Committee.

Article VII Meetings

Section 1. The annual meeting of the Association shall be held in the month of May at a time and place to be designated by the Board of Directors, Special meetings of the Association if any, shall be held at such times and places to be designated upon vote of the Board of Directors. One-fifth (1/5) of the members of the Association (appearing in person or by proxy) shall constitute a quorum for the transaction of any business at the annual or any special meeting of the Association. A majority vote of members voting shall decide all questions.

Section 2. Meeting of committees may be held at such times and places as may be determined by the chairmen of the respective committees.

Section 3. Notice of meetings of the Association and the Board of Directors shall be prepared by the Clerk and delivered by mail to the members of the Association or board five (5) days before the time of such meeting, and all notices of meeting shall state the time, place, and general purposes thereof. Notice of meetings of Committees shall be given by chairpersons to

committee members and a statement of said notice filed with the Clerk of the Association.

Section 4. Meetings will be presided over by the President.

Section 5. Any action required or permitted to be taken at meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all members of the Board of Directors or such committee, as the case may be, and such consent shall have the same force and effect of a unanimous vote.

Section 6. The Board of Directors, or any committee thereof, may conduct meetings by means of conference telephone or other means of telecommunications provided that each director is able to hear and identify each other director who is participating in the conversation.

Article VIII Amendments

These By-Laws may be amended, altered or repealed and new or revised By-Laws may be adopted by a three fourths ($3/4$) vote of the Association members present at the annual meeting or at any special meeting of the Association called for that purpose, provided that notice of the proposed change, amendment or revision shall be given in the call for the next meeting. By-Laws may also be amended by a two thirds ($2/3$) vote of the Board of Directors at any meeting, provided that notice of the proposed change, amendment or revision shall be given in the call for the next meeting.

Article IX Robert's Rule of Order

Section 1. The Rules contained in the edition of Robert's Rules of Order, Newly Revised, in effect at the time of a meeting of the Association will govern the conduct of that meeting in all cases where they are applicable provided they are consistent with the By-Laws of the Association.

Article X Fiscal Year

The fiscal year of the Association shall be twelve (12) months, ending December 31st.

Article XI Dissolution

Section 1. The Association may be dissolved by a two-thirds ($2/3$) vote of the Association members present and voting at the annual meeting, or any

special meeting.

Section 2. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

To: ALMA Membership
From: Board of Directors
Subject: Changes in ALMA bylaws, approved by the Board of Directors at their meeting of May 11, 1999, to be voted at the ALMA annual meeting, June, 1999.

ARTICLE I Names and Objectives

Section 2: The objectives of the Association are to:

[insert new subsection (e)]

(e) to foster the creation and development of local and regional chapters as a means to promote membership and the objectives of the Association.

[previous subsections (e),(f) and (g) are now subsections (J), (g) and (h)]

[insert new Article VI]

ARTICLE VI Chapters

It is the policy of the Association to charter local and regional chapters.

Section 1: Chapters may be formed and may function by approval of the Board of Directors of the Association, subject to vote of the membership at the annual meeting..

Section 2: Chapter officers must include a President, Treasurer and Clerk, whose elections, terms and duties must be detailed in guidelines parallel to those of the Association and be approved by the Board of the Directors of the Association..

Section 3: A minimum often members, including the officers, is required to form a chapter.

Section 4: Chapters may establish dues, not to exceed 25% of the individual's membership dues to the Association. Dues are collected directly by the office of the National Association, which will reimburse the Chapter in full. Chapters may maintain a non-interest bearing checking account utilizing the Association's tax-ID number.

Section 5: Chapters may implement fund-raising activities for the Chapter and for the Association, provided such activities are in compliance with ALMA's non-profit status. Chapters must contribute no less than twenty-five percent of any net proceeds from such activities to the National Association.

[previous Articles VI, VII, VIII, IX, X and XI are now Articles I'll VIII, IX, X, XI and XII]

ALMA CHAPTER GUIDELINES

(Current as of August 1997)

Officers:

Elections, terms, duties etc.. to parallel those of National Office as outlined in ALMA's Bylaws, and must include at least a President, Clerk and Treasurer.

Checking Account:

ALMA Tax ID number is: 04-3292099

Account name should be: ALMA - Anytown Chapter

The checking account should be non-interest bearing (so that we don't have to pay any taxes).

National Office to have a copy of:

At the opening of the account The checking account opening documents (Chapter keeps the originals)

On a quarterly basis: A copy of the all monthly statements and of the canceled checks (Chapter keeps the originals)

Checks deposited to the account should be made out to: ALMA - Anytown Chapter.

Proceeds:

The National Office will handle the mailing out of membership dues.

Chapter members are assessed 25% over their category's membership dues as chapter dues, which is reimbursed by the National Office to the Chapter.

Chapters are expected, but not obligated, to contribute a percentage of their proceeds from events and fund-raisers, carried in the ALMA Chapter's name, to the National Office. Chapters must check with the National Office prior to hosting such events, to ensure that they comply with ALMA's non-profit status.