

BYLAWS

Santa Clara County Medical Association

Revised May 2019



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CHAPTER I - PURPOSES

The purposes of the Santa Clara County Medical Association, hereinafter referred to as Association, are to extend medical knowledge and advance medical science, to elevate the standards of medical education and practice, to enlighten and direct public opinion regarding all matters pertaining to public health and welfare, to promote the betterment of the medical profession, to promote the excellence in the provision of quality ethical healthcare, to provide services to its members, to encourage open communication among the physicians of Santa Clara County, to further similar interests in other organizations of like nature, and to unite with similar organizations in other counties of the State of California to form the California Medical Association.

CHAPTER II - MEMBERSHIP, CLASSIFICATION AND PRIVILEGES

Section 1. Classification of Members

The members of the Association shall be classified as Active, Associate, Resident/House Officer, Student, Affiliate/Multiple, Retired, and Honorary, according to the qualifications and requirements for eligibility specified below.

Section 2. Active Membership

- (a) An applicant for Active Membership in the Association must hold a degree of Doctor of Medicine or Doctor of Osteopathy issued by an institution of learning accredited at the time of issuance by the Medical Board of California or the Board of Osteopathic Examiners of the State of California. The license must be unencumbered, and the applicant must be of good moral and professional character. The applicant's professional practice or residence must be located within Santa Clara County. The applicant must provide an active email and phone number for communication purposes.
- (b) Active members shall be equally privileged to vote, to hold office, to participate in meetings of the Association, to receive all Association publications, to attend the meetings of the Council, and to enjoy all other rights and privileges conferred by the Association on its members.
- (c) Only active members shall be regarded as "members" with respect to the rights, privileges, and responsibilities granted or imposed upon members under the laws governing California nonprofit corporations, and only active members shall be entitled to exercise rights accorded members by the California Nonprofit Corporations Law.

Section 3. Associate Membership

- (a) To be eligible for election to associate membership in SCCMA, an applicant must meet all qualifications in the Bylaws of CMA for associate membership in a component medical society.
- (b) Associate shall enjoy all the rights and privileges of Active members, except the right to vote or to hold elective office. Associate members shall have the right to serve on committee with vote.

Section 4. Resident/House Officer Membership

- (a) An applicant for Resident/House Officer membership must be an intern, resident, or training fellow in Santa Clara County. The term of such House Officer membership shall be only as long as (s)he is

appointed as a resident, intern or training fellow in an approved hospital located in the County of Santa Clara. A House Officer member may not have a private office for the purpose of practicing medicine.

- (b) House Officer members shall have all the rights, privileges and responsibilities of Active members except the right to vote or to hold elective office. At the discretion of the President, Resident/House Officer members may be appointed to committees and may have voting privileges on those committees.

Section 5. Student Membership

- (a) An applicant for student membership must be a student in good standing at an approved medical school in Santa Clara County.
- (b) Student members shall enjoy all the rights and privileges of Active members except the right to hold elective office and the right to vote. At the discretion of the President, Student members may be appointed to committees and may have voting privileges on those committees.

Section 6. Affiliate/Multiple Membership

- (a) An applicant for Affiliate/Multiple membership must be an active member in good standing in another component county society/association of the California Medical Association, or other state medical associations.
- (b) Affiliate members shall be equally privileged to enjoy all the rights and privileges of Active members except the right to hold elective office and the right to vote. At the discretion of the President, Affiliate members may be appointed to committees and may have voting privileges on those committees.

Section 7. Eligibility

To be eligible for election to associate membership in SCCMA, an applicant must meet all qualifications in the Bylaws of CMA for associate membership in a component medical society.

Section 8. Retired Members

- (a) An applicant for Retired membership must be an Active or Associate member of this Association or an Active or Associate member in good standing of the California Medical Association or of another county or state medical association, or of the American Medical Association, and must have retired or have substantially retired from the active practice of medicine as determined by the Membership Committee. However, his or her professional activities need not have been wholly terminated. It is not necessary for a member to maintain an active license to practice medicine in order to remain a Retired member of this Association.
- (b) Retired members shall enjoy all the privileges of Active members except the right to hold office in the Association and the right to vote. At the discretion of the President, Retired members may be appointed to committees and may have voting privileges on those committees. Retired members will be offered an option to receive mail.

Section 9. Honorary Members

- (a) Any person who has made an outstanding contribution to this Medical Association or to Medicine may be nominated and elected to Honorary membership status.

- (b) Honorary members shall enjoy all the privileges of Active members except the right to hold office in this Association and the right to vote. At the discretion of the President, Honorary members may be appointed to committees and may have voting privileges on those committees. Honorary members will receive an option to receive mail.

Section 10. Continuing Association Membership

In order to maintain membership in the Santa Clara County Medical Association, all members, regardless of classification, must continue to fulfill the requirements of the bylaws.

CHAPTER III - ELECTION OF MEMBERS

The Association shall be the sole judge of the moral, ethical and professional qualifications requisite for admission to or continuation in any class of membership in the Association. It will not discriminate as to race, color, creed, sexual orientation, age, religion, ethnic origin, national origin, disability or sex. Membership in the Santa Clara County Medical Association is based on competence, ability, ethics and moral character.

Section 1. Procedure for Admission

- (a) To become a member of SCCMA, a written form, specified by SCCMA, must be submitted for approval. The form shall specify the class of membership desired and shall provide all information deemed pertinent by SCCMA, and shall be submitted with an application fee as specified by the Council. Each and every applicant is deemed to agree that if elected to membership, the applicant will be bound by the Articles and Bylaws of CMA, by the bylaws of SCCMA, and by the Principles of Medical Ethics of the American Medical Association.
- (b) Application for membership shall be completed using the format in use by the Association. The applicant's completion of the application shall constitute acceptance of an agreement to be bound by the articles of incorporation and bylaws of the Association, the principles of Medical Ethics of the American Medical Association and all future amendment of such articles of incorporation and bylaws which may be adopted by the Association.

Section 2. Election of Honorary Members

Candidates for Honorary membership may be proposed to the Council a majority affirmative vote shall be necessary to elect.

Section 3. Transfer from Other Component Medical Society

The procedure for transferring membership to SCCMA from another county society shall be as determined in the Bylaws of CMA. A transferring member shall not be required to pay additional dues for the year in which application for transfer is made, provided the transfer certificate indicates that current dues have been paid to the transferring component medical society.

Section 4. Change of Status of Membership

A member desiring to change his or her class of membership to any status other than Honorary shall apply for such a change in writing to the Secretary, stating the reason for the requested change in status. After investigation of the request, the Membership Committee shall submit, or cause to be submitted, the name of the member, together with his or her existing and requested class of membership, to the Council. A majority affirmative vote of the Council members present shall be necessary for approval.

Section 5. Publication

Whenever in this Chapter of the Bylaws publication of an application is specified, such requirement may be met either by inclusion in an official publication of the Association or by written notice mailed by the Secretary to all members of the Association.

CHAPTER IV = RESIGNATION, TRANSFER AND LEAVE OF ABSENCE

Section 1. Resignation of Membership

Any member in good standing may resign by filing with the Secretary a written resignation which may be accepted by the board only after all indebtedness to SCCMA has been paid to the date of filing of resignation.

Section 2. Transfer

Any member in good standing, against whom no charges are pending, who shall change his or her principal office from Santa Clara County, shall be granted a transfer form which shall be issued by the Secretary on request, and may be renewed so long as good standing is maintained. Election to Active membership in another county society affiliated with the California Medical Association, or other state medical association, shall terminate membership in this Association, unless the member chooses to be an Affiliate/multiple member of this Association.

Section 3. Leave of Absence

- (a) In the event that a member is, or will be, absent from his or her practice for six (6) months or more, that member may apply in writing to the Secretary for a leave of absence. A majority affirmative vote of the Council members present at any meeting of the Council shall be necessary to grant such leave. During leave of absence, dues may be waived or reduced at the discretion of the Council.
- (b) During the period for which a leave of absence is granted, the member may be present at meetings but shall not have the right to vote or to hold office.
- (c) Leave of absence status shall be reviewed and reaffirmed annually.

CHAPTER V = OFFICERS AND COUNCILORS

The officers of this Association shall consist of a President, the Immediate Past President, a President-Elect, four (4) Vice Presidents, a Secretary, and a Treasurer. The Council shall consist of the Officers, ten (10) Councilors. CMA Trustees, Hospital Council Representative, AMA Delegate, County Chairperson to the Delegation, House Officer, and Medical Student may attend as invited guests.

Section 1. Terms of Office

- a) The President, the four (4) Vice Presidents, the Secretary, the Treasurer, Resident physician and the Medical Student shall serve for a term of one (1) year. The President-Elect shall serve for a term of one (1) year, and then he or she shall become President. The other Officers may serve for more than one (1) term. Councilors may serve for only two (2) consecutive two (2) year terms, but shall again be eligible for election as Councilors after a lapse of one (1) year.
- b) The terms of Officers and Councilors shall begin on July 1 of the year of their election, and shall end on June 30 of the next or second following year, as the case may be.

Section 2. Election of Officers and Councilors

- a) The President-Elect, the four (4) Vice Presidents, the Secretary, and the Treasurer shall be elected each year and shall constitute the Officers. The even-numbered Councilors shall be elected in the even-numbered years, and the odd-numbered Councilors shall be elected in the odd-numbered years.
- b) The Councilors numbered from one (1) to ten (10) shall be elected from geographic regions. Annually, the Council shall specify the geographic regions and the Councilor numbering. Except for these regional restrictions and qualifications, nominations and elections of the Councilors shall be subject to the provisions specified in these Bylaws.

Section 3. Duties of Officers

- a) Officers of the Association shall have the powers and perform the duties herein specified, directed by the Council. They shall be directly responsible to the Council for the satisfactory performance of the duties of their offices.
- b) President: The President shall be the chief elected officer of the Association and shall carry out the expressed will of the Council and the Association in all matters not in conflict with the Bylaws of the Association. The President shall preside at all meetings of the Council, the Executive Committee, and at general meetings of the Association. The President shall appoint all committee chairperson and committees not otherwise provided for in these Bylaws, and shall be an ex officio member of all committees, except the Nominating Committee. The President shall perform such other duties as custom and parliamentary usage may require or the Council may direct.
- c) President-Elect: The President-Elect shall act for the President in his or her absence. If the office of President becomes vacant, the President-Elect shall then become President for the unexpired term and for the term of one (1) year thereafter. The President-Elect shall be an ex officio member of all committees, except the Nominating Committee.
- d) Vice Presidents: In addition to being members of the Council, each of the four (4) Vice Presidents shall serve as chairperson of the specific division that his or her title designates. The four (4) Divisions are (1) External Affairs, (2) Professional Conduct, (3) Community Health, and (4) Member Services. Each Vice President shall be responsible for developing and coordinating all the activities of his or her division and committees, and shall report directly to the Council. The policies and activities of all Committees shall be subject to the approval of the Council.
- e) Secretary: The Secretary and such others as are authorized by the Council of the Association shall be custodian of all the records and papers of the Association. (S)he shall keep, or cause to keep, an accurate roll of all members of the Association, including their business or office addresses, and

shall make prompt note of all changes of status of members and give proper notification of such changes when and as required by the Bylaws. The Secretary shall keep, or cause to keep, the records and promptly make all the reports to the Secretary of the California Medical Association, which are, or may be, required by the Constitution and Bylaws of that Association. The Secretary shall carry on - under the direction of the President, the Council, and the Executive Committee, and as provided in these Bylaws - all correspondence of the Association.

- f) Treasurer: The Treasurer, and such others as are authorized by the Council of the Association, shall be the custodian of the funds of the Association and shall keep, or cause to keep, account of the same. The Treasurer shall request and receive, or cause to request and receive, all funds due the Association, and shall give proper receipt thereof. (S)he shall receive, or cause to be received, all bequests and donations made to the Association and shall make disposition of them as directed by the donors or by the Council of the Association. The Treasurer shall deposit, or cause to be deposited, the funds of the Association in such commercial or savings banks as shall be designated by the Council as depositories of the Association, or make such other disposition of the funds as shall be ordered by the Council. The Treasurer shall pay, or cause to pay, out of the funds in his or her custody, as provided in these Bylaws, the authorized expenses of the Association. These accounts shall be submitted to such examination as may be required by the Council, and at least once each year the financial records and accounts shall be examined and audited or reviewed by a certified public accountant selected, or cause to be selected, by the Executive Committee. The Treasurer shall make a written report to the Council of his or her work and the state of the funds of his or her charge prior to the Annual Meeting of the Association. The Treasurer shall serve as Chairperson of the Finance Committee.

Section 4. Duties of Councilors

Duties of the Councilors shall include, but not be limited to, attendance at all regular and special meetings of the Council unless excused for cause by the President or the Council. Each Councilor must routinely communicate to physicians in their area of representation, regarding activities of the Council.

CHAPTER VI = COUNCIL

Section 1. Organization of the Council

- a. The Council of the Association shall consist of the President, the Immediate Past President, the President-Elect, the four (4) Vice Presidents, the Secretary, the Treasurer, and the Councilors all with equal rights as members of the Council. Chairperson of the delegation to the California Medical Association, CMA Trustees, Hospital Council Representative, AMA Delegate, Resident Representative, and Medical Student Representative may attend the Council without vote
- b. The President shall be Chairperson of the Council, the President-Elect shall be Vice Chairperson of the Council, and the Secretary shall be Secretary of the Council.

Section 2. Meetings of the Council

Section 2.1 - Participating in Meetings in person

Regular meetings of Council shall be held at a time and place designated by the Chairperson. Special meetings of the Council shall be held on call of the Chairperson or of any five (5) Councilors. The Secretary shall give, or cause to give, all Council member's reasonable notice of all meetings of the Council. Any

member of the Association may attend and participate in Council meetings, except when in, executive session.

Section 2.2 - Participating in Meetings by Conference Telephone

Members of the Council may participate in a directors' meeting through use of conference telephone, electronic video screen, or another communications equipment. Participation in a directors' meeting through use of conference telephone constitute presence in person at that meeting as long as all members participating in the meeting are able to hear one another.

Section 2.3 - Participating in Meetings by Audio/Video

Participation in a meeting through the use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (a) each member participating in the meeting can communicate with all of the other participating members concurrently;
- (b) each member is provided the means of participating in all matters before the Council including, without limitation, the capacity to propose or to interpose an objection to, a specific action to be taken by the Association; and
- (c) the Association adopts and implements some means of verifying both of the following:
 - a. a person participating in the meeting is a director or other person entitled to participating in the board meeting, and
 - b. all actions of, or votes by, the Council are taken or cast only by the directors and not by person who are not directors.

Section 3. Quorum of the Council

A majority of the voting members of the Council shall constitute a quorum for the transaction of business at any meeting of the Council.

Section 4. Powers and Duties of the Council

- (a) The Council shall be the governing body of the Association. It shall transact all business of the Association, subject to determinations of general policy by the Association, and excluding all business herein reserved for the Association. The Association may, by a majority vote of the members present at any meeting, call for a report from the Council on any matter of business before the Council-and/or may refer to the Council, with or without instruction, any matter of business for investigation, report and/or action. The Council may refer to the Association any matter of business before the Council for discussion, instruction and/or action.
- (b) The Council shall constitute the Board of Directors of the Association
- (c) The Council shall maintain written minutes of all its meetings, and they shall be available to any Association member.
- (d) The Council shall have the responsibility for editorial policy in all Medical Association publications.

CHAPTER VII - CMA DELEGATES AND ALTERNATE DELEGATES

Section 1. Purpose and Organization

The delegates to the California Medical Association shall represent the Association in the House of Delegates of the California Medical Association. The delegates and alternates shall meet at the call of the Chairperson. The delegates and alternates at the annual California Medical Association meeting shall elect the Delegation Chairperson for the coming year. The Chairpersons term of office shall be for one (1) year, and (s)he is eligible for re-election for additional years.

Section 2. Duties and Reports

- (a) The Association or the Council may advise the delegates concerning their policies or actions as members of the House of Delegates of the California Medical Association. It shall be the duty of the delegates to use every effort to carry out these instructions insofar as practicable. In matters not covered by formal instructions, delegates should endeavor to represent the best interest of the Association in all deliberations and actions of the House of Delegates.
- (b) The Chairperson of the delegation shall be responsible for the seating of delegates or alternates in the House of Delegates of the California Medical Association. (S)he shall report to the Council the activities of the delegation subsequent to the meeting of the House of Delegates of the California Medical Association. The Chairperson shall report to the Chairperson of the Nominating Committee concerning the performance of delegates and alternates at the annual meeting.
- (c) It shall be the duty of delegates and alternates to keep informed of the actions and policies of the Council and the Association, in order to adequately represent the Association.

Section 3. Terms of Office

Delegates and alternates shall each serve a term of two (2) years and are subject to the provisions of these Bylaws.

Section 4. Election of Delegates and Alternate Delegates

- (a) Each delegate or alternate position shall be numbered for the purpose of identification and election, and shall be considered a separate position. Such numbering shall not be construed as indicating rank or seniority. Delegates and alternates shall be nominated from geographic regions, which correspond to hospital areas as closely as feasible. They shall be elected at large as specified in these Bylaws.
- (b) The even-numbered delegates and alternates shall be elected in even-numbered years, and the odd-numbered delegates and alternates in odd-numbered years. If the number of delegates as determined by the California Medical Association is increased, the newly apportioned delegates and alternates shall be elected at the next regular election. When the numbering of a newly apportioned delegate or alternate does not correspond to the year of election, his or her first term shall be one (1) year. If the apportioned number of delegates and/or alternates should be reduced, the necessary adjustment in numbers and numbering shall be directed by the Council and accomplished at the next annual election.

CHAPTER VIII = VACANCIES IN OFFICE

Section 1. President

If a permanent vacancy occurs in the office of the President, the President-Elect shall serve as President for the unexpired term and for the term of one (1) year thereafter.

Section 2. President-Elect

If a permanent vacancy occurs in the office of the President-Elect, the Council may declare by majority affirmative vote that a permanent vacancy has occurred. The Council shall decide either that the office shall remain vacant until the next regular election of officers, at which time a President as well as a President-Elect shall be elected, or that a special election shall be held to fill the vacant office of President-Elect. In the latter event, the Council may request the Nominating Committee to designate one (1) or more nominees, and shall call a special business meeting of the Association in accordance with the provisions of these Bylaws. The call for such special meeting, shall include notice of the nominee or nominees (if any) designated by the Nominating Committee. If at such special meeting there is one (1) nominee, he or she shall be declared elected. If there is more than one (1) nominee, an election by mail ballot shall be held in accordance with the provisions of these Bylaws.

Section 3. California Medical Association Delegates

If a vacancy occurs among the delegates, an alternate shall be appointed for that position by the President, in consultation with the Chairman of the Delegation and with the approval of the Council. The President, with the approval of the Council, may also appoint an eligible member of the Association to fill the unexpired term of that alternate.

Section 4. Other

If a vacancy, temporary or permanent, occurs in any other office a substitute shall be named by the President with the approval of the Council to serve until the original occupant thereof is again able and eligible to serve, or until the unexpired term is completed.

Section 5. Rights

The temporary occupant of an office pro tempore shall have all the rights and powers and shall perform all the duties of the office (s)he occupies.

CHAPTER IX - MEMBERSHIP MEETINGS

Section 1. Annual Meeting

- (a) The annual meeting of the Association shall be held at a time and place determined by the Executive Committee. The Secretary shall give reasonable notice by mail or email, to each member at his or her preferred delivery address. Written notice of all general meetings of the Association shall be provided at least 10 days by email or 20 days by first class mail but not more than 90 days before the date of the meeting so that due notice is given to all members of the Association. Additional notice requirements shall be as set forth in Section 7511 of the California Nonprofit Mutual Benefit Corporation Law.
- (b) The agenda and order of business for the annual meeting shall be determined by the Executive Committee, but in any event shall include election of officers as specified in these Bylaws.

Section 2. Social, Scientific and/or Educational Meetings

The Association may hold social, scientific and/or educational meetings as the Council may determine. The only items of business, which may be transacted at social, scientific and/or educational meetings are those designated as emergency items by the Executive Committee or the Council.

Section 3. Special Business Meetings

Special meetings may be called by the President, the Board, or on the written request of at least 5% of the active members of the Association. Business at special meetings will be limited to agenda items only. Notice of any special meeting shall be given at least 10 days by email or 20 days by first class mail prior to the meeting and shall state the business to be transacted and the time and place for the meeting. Such meetings, if not called by the Board, must be held at least 35 but no more than 90 days after receipt of the request. Additional notice requirements shall be as set forth in Section 7511 of the California Nonprofit Mutual Benefit Corporation Law.

Section 4. Quorum

The presence in person of one (1) percent of the active members of the Association shall constitute a quorum for the transaction of regular agenda business at any regular or special meeting of the Association. The presence in person of one-third (1/3) of the active members of the Association shall constitute a quorum for the transaction of non-agenda items of business at any regular meeting of the Association. A majority of those present shall decide all questions presented. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. Additional quorum requirements shall be as set forth in Section 7512 of the California Nonprofit Mutual Benefit Corporation Law.

Section 5. Notice of Meetings

Written notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting, to each member who is entitled to vote at such meeting. If, however, notice is given by mail other than first class, registered or certified mail, the notice shall be given not less than twenty (20) days before the meeting. The notice shall state the date, place, and time of the meeting and those matters intended by the Council to be presented for action by the members, including, for meetings where councilors are to be elected, the name of all those who are nominees.

CHAPTER X = ELECTIONS

Section 1. Appointment of Nominating Committee

The Immediate Past President shall serve as Chairperson of the Nominating Committee; the Chairperson will recommend to council, a Nominating Committee consisting of up to two (2) Councilors whose terms do not expire in the current year, up to two (2) California Medical Association delegates whose terms do not expire in the current year, and up to six (6) additional members selected on a regional basis, all of whom are at the time, active members of the Association and none of whom are at the time an officer of the Association.

Section 2. Nomination of Candidates

- (a) The Nominating Committee shall meet at the call of its Chairperson as often as is necessary to complete its function to nominate one (1) or more candidates for each elective office to be filled at the annual election. These offices are President-Elect, four (4) Vice Presidents, Secretary, Treasurer, Councilors, Delegates, Alternates, and such other offices as may from time to time be assigned to the Nominating Committee by the Council. Each nomination shall require the approval of the majority of the members of the Nominating Committee.
- (b) The report of the Nominating Committee shall be transmitted by its Chairperson to the Secretary by April 1. The Secretary shall thereupon send a copy of the report of the Nominating Committee to each member of the Association not less than fifteen (15) days prior to the annual meeting.
- (c) Additional nominations for any vacancy in any office may be made by an Active member. The nomination must be submitted in writing to the Secretary, and seconded by not less than twenty-five (25) other eligible members, prior to the call to order of the annual meeting. Such nominations shall include a signed statement by the nominee indicating acceptance of the nomination as well as written consent to serve if elected. In the event there are no additional nominations, the slate presented by the Nominating Committee shall be the only nominations.
- (d) Any nominee shall have the right to decline his or her nomination, or to withdraw as a candidate; up to the time of adjournment of the annual meeting thereafter such declination or withdrawal shall be subject to approval by the Council. In the event that the Council refuses to approve such declination of withdrawal, the name of such nominee shall appear on the ballot for election and, should he or she be elected but refuse to serve, the vacancy in office shall be filled in accordance with these Bylaws.
- (e) The nominees shall be announced at the annual meeting. If there is only one (1) candidate nominated for each office to be filled, the President shall declare such candidate elected to the office to which (s)he was nominated. If there should be more than one (1) candidate nominated for an office to be filled, the procedure for election to that office shall be as specified in these Bylaws.

Section 3. Procedure for Election

- (a) The Council shall conduct, or cause to conduct, all elections.
- (b) In the event that more than one (1) candidate should be nominated for an office to be filled, the Secretary shall either mail one (1) official ballot and one (1) official envelope, with instructions, to each qualified voter, not more than twenty (20) days after the annual meeting. Each member voting must write or typewrite his or her name on the outside of the official envelope, which shall contain the ballot, sealed in the official inside envelope. The outer official envelope shall remain sealed until the Secretary has checked the voter's name off the list of qualified voters and, when opened, the sealed official ballot envelope containing the ballot shall remain sealed. The polls shall close fifteen (15) days after the mailing of the ballots; closing time for the polls shall be midnight of the designated day, and any ballot personally delivered or postmarked prior to that time on that date shall be counted. The Secretary must check off the name of the voter on the official envelope. The Secretary and two (2) additional members, appointed by the President, who are not candidates for office, shall count the ballots. If the current Secretary is in a contested election, the President shall appoint another Councilor to discharge this responsibility. The Secretary may also choose to conduct elections from an online voting platform in addition to a mailed ballot.

- (c) There shall be no ballot other than the official ballot as provided by the Secretary except upon his/her application to the offices of the Association for issuance of a replacement. On each ballot shall be printed, in alphabetical order, the names of the nominees for each office. After the name of each nominee shall be placed a square in which the voter shall mark a cross to indicate the nominee for whom he or she wishes to vote.
- (d) The candidates receiving the highest number of votes for the respective offices shall be declared elected. In the event of a tie vote, the winner shall be determined by the flip of a coin at the next regularly scheduled Executive Committee or Council meeting.

Section 4. Procedure for Recall

- (a) Any Santa Clara County Medical Association Officer, Councilor, Delegate, or Alternate as defined in these Bylaws may be subject to recall. Upon receipt of a written petition carrying bona fide signatures of fifteen percent (15%) of the membership entitled to vote for such office, a recall election shall be held. The Secretary of the Association, upon receipt of such a petition, must verify the signatures against the appropriate voting list. Within five (5) working days of such verification that fifteen percent (15%) of the membership entitled to vote have signed the petition, the Secretary shall fix a date for such recall election, which shall not be less than thirty (30) days or more than forty-five (45) days subsequent to the date of verification of the signatures. The Secretary shall cause to be published in an official publication of the Santa Clara County Medical Association, for one (1) issue thereof, a notice of the recall election and the date thereof.
- (b) In the event that the Secretary of the Association is the subject of the recall election, then the President shall designate some other member of the Association who is in no way involved in the recall election to act in the place of the Secretary for all purposes in this Section.
- (c) The Secretary shall be required to print, and issue a ballot for such recall election to all members entitled to vote. There may be included in the mailing of such ballots statements in favor of, or opposed to, such recall, as may be approved by the Judicial Council.
- (d) No other matters shall be contained on the ballot of a special recall election. If a majority of those voting vote in favor of the recall, the officer shall stand to be recalled and his office declared vacant, provided that the rules and limitations as set out in the California Nonprofit Corporation Law as they relate to removal or recall of Officers shall apply. Information contained in the Nonprofit Corporation Law pertaining to recall elections is available to Association members upon request.

CHAPTER XI = DIVISIONS AND COMMITTEES

Section 1. Divisions

The Divisions of the Association shall be the (1) Division of External Affairs, (2) Division of Internal Affairs, (3) Division of Community Health, (4) Division of Member Services, and (5) Division of Professional Conduct.

- (a) Each division shall have under its jurisdiction such committees, as the President, the Council, or the Association shall from time to time direct in order to fulfill their respective responsibilities.
- (b) All committees shall report directly to the Vice President of the Division under which they function, and shall be responsible to the Council for the satisfactory performance of their duties.

- (c) The committees under the Division of Internal Affairs shall report directly to the Executive Committee and Council.

Section 2. Powers and Duties of the Divisions

- (a) Division of Internal Affairs

The Division of Internal Affairs shall be responsible for finances, official publications and other matters assigned by the Council.

- (a) Division of External Affairs

The Division of External Affairs shall serve as the Association's liaison with those outside bodies, which interact, significantly with the Medical Association.

- (b) Division of Professional Conduct

The Division of Professional Conduct shall evaluate the professional and ethical standards and practices of members of this Association and support and promote the highest standards possible. Division's committees shall investigate and attempt to conciliate disputes between individual members of this Association, between members of this Association and patients, members of other professions, businesses and insurance companies. It shall investigate and attempt to resolve complaints and allegations brought against any member of the Association, and shall have discretion to review other complaints and allegations whenever consistent with the purposes of the Association. Whenever this Division's committees believe disciplinary action should be taken against a member, specific charges shall be referred through the Council to the Judicial Council.

- (d) Division of Community Health

The Division of Community Health shall promote public education on health matters and shall coordinate, conduct, and/or participate in community health programs. It may maintain liaison for the Association with agencies and organizations engaged in the delivery of health care services and health education, and provide advice, assistance and/or leadership for these agencies and organizations whenever feasible.

- (e) Division of Member Services

The Division of Member Services shall supervise the services that the Association provides for its members, and shall explore and develop additional services, which will assist the members of this Association.

Section 3. Committees

- (a) The standing committees of the Association shall be (1) Executive Committee, (2) Finance Committee, (3) Bylaws Committee, and (4) Nominating Committee

- (b) In addition to the standing committees, the Council of the Association may authorize other committees as deemed necessary to carry out the purposes and functions of the Association, and such committees shall be assigned to the appropriate division.

- (c) Such committees shall have whatever powers and duties the Council may prescribe. They shall report to the Executive Committee and the Council, and shall be directly responsible to the Council for the satisfactory performance of their duties.

Section 4. Committee Appointments

- (a) Unless otherwise specified, the Committee Chairperson, taking into consideration nominees recommended by any Association member, shall, unless otherwise specified in these Bylaws, determine the number of members on any committee and shall make appointments to the committees. Unless otherwise specified by these Bylaws, appointments to all committees shall be for a term of one (1) year.
- (b) Unless otherwise specified in these Bylaws, the President of the Association shall appoint a Chairperson of each committee. In his or her temporary absence, the Chairperson shall appoint a Vice-Chairperson to perform the duties of the Chairperson. In the event of a permanent absence of the Chairperson, (s)he shall be replaced by the President.
- (c) All committee appointments shall be published annually. The President may fill vacancies, which occur during the year, through appointment.
- (d) The President and President-Elect shall be ex officio members of all committees.
- (e) The terms of office of the chairmen and members of all committees shall be at the discretion of the President, and, in any event, shall end with the term of office of the President by whom they were appointed, except as otherwise specified in these Bylaws.
- (f) Each committee shall meet on call of the chairman at the time and place that (s)he shall direct.

Section 5. Powers and Duties of Standing Committees

Section 5.1 Executive Committee

The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, the four (4) Vice Presidents, the Secretary, and the Treasurer. Meetings of the Executive Committee are closed to guests, unless invited to provide information on a specific agenda item.

The Executive Committee shall determine the order of business at all Association meetings within the limits imposed in these Bylaws. It shall act for and on behalf of the Council in the transaction of the business of the Association in the intervals between the meetings of the Council. It shall cause an annual audit/review of the financial records of the Association to be made, and shall report the results to the Council. It shall exercise general supervision over the work of all offices and divisions, and shall report thereon from time to time to the Council. The President of the Association shall serve as Chairperson.

Section 5.2 Finance Committee

The Finance Committee is a sub-committee of the Executive Committee and shall consist of the Past President, President, the President-Elect, the Treasurer and CEO. The Finance Committee shall make an annual review of the audit/review of the financial records of the Association; it shall prepare, or cause to be prepared, and submit to the Executive Committee and Council a proposed budget for the ensuing year. The Committee shall act in an advisory capacity to the Council in all financial matters, including CEO contract establishment/renewal/review. The Treasurer of the Association shall serve as Chairperson.

Section 5.3 Bylaws Committee

The Bylaws Committee shall consist of a Past President of the association, the current President, Past President, Treasurer and the Secretary. The Past President shall serve as chairperson for the committee. Legal counsel may be requested during the review process. Bylaws shall be reviewed annually.

Section 5.4 Nominating Committee

The Nominating Committee shall have the powers and duties as specified in these Bylaws. The Immediate Past President of the Association shall serve as Chairperson.

CHAPTER XII = PRINCIPLES OF PROFESSIONAL CONDUCT

The Principles of Professional Conduct of the Association shall consist of the Principles of Medical Ethics of the American Medical Association as they now exist or as they may be amended, and of such additional provisions as have been made or shall have been made by the California Medical Association and/or the Santa Clara County Medical Association.

CHAPTER XIII = DISCIPLINARY PROCEDURE

Section 1. Grounds for Disciplinary Action

The Association shall have the right and the power to censure, place on probation, suspend, or expel any member, for any one of the following reasons:

1. conviction, by a judiciary body, of a criminal offense;
2. conduct unbecoming a physician and a citizen, as determined by the Association;
3. failure to maintain eligibility for membership as specified in these Bylaws;
4. violation of any provision of these Bylaws or of the Principles of Professional Conduct of the Association, either by act or by omission;
5. failure to comply with a request of, or to appear before, any committee of the Association or the Council, after reasonable notice; or
6. violation of the Medical Practice Act as determined by a regulatory and/or administrative body.

Section 2. Procedure for Disciplinary Action

- a) The procedure for disciplinary action against any member of the Association shall be that prescribed by the Constitution and Bylaws of the California Medical Association as they now exist or as they may be amended.
- b) Complaints presented by either lay or professional persons may be submitted to the appropriate committee under the Division of Professional Conduct, which shall investigate such complaints. The committees under the Division of Professional Conduct shall be charged with the investigation of any alleged act or omission, which might be grounds for disciplinary action.
- c) Formal charges brought by a committee or member against any member of this Association accused of an act or omission subject to disciplinary action according to these Bylaws shall be referred in writing by the appropriate committee through the Council, for transmittal to the Judicial Council.

Section 4. Disabilities on Charge or Sentence

In the event that formal charges against any councilor or officer of the Association have been filed with the Secretary, that officer or councilor may, upon a vote of two-thirds of the Council, be suspended from the

exercise of the powers or duties of office, and may not be allowed to attend meetings of the Council, until the disposition of such charges.

CHAPTER XIV = FINANCE

Section 1. Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of the year.

Section 2. Levying of Fees, Dues and Assessments

The Association shall have the right and the power to levy admission fees, annual dues, and/or special assessments, and to accept voluntary contributions.

Section 3. Establishment of Admission Fees and Dues

- (a) The Council shall, prior to the Annual Meeting of the Association, fix and determine the annual per capita assessment of dues for the ensuing year for each class of membership required to pay dues to the Association. Such action of the Council shall be reported to the members of the Association at the annual meeting, or in an official publication prior to the annual meeting. The annual per capita assessment of dues established by the Council shall be the amount of dues payable for the next ensuing fiscal year by each class of membership, and shall not be changed during the year for which they were established.
- (b) The Council shall fix and determine the levying or revision of an admission fee for any class or classes of membership. Any admission fee or revision thereof adopted, shall become effective only for those applicants to membership who applied after the date specified by the Council, and shall not affect applications in the hands of the Secretary prior to that time.
- (c) Admission fees and annual dues may vary for each class of membership as the Council may determine, but shall be uniform for all members of any one (1) class.
- (d) The Council may establish guidelines, which would allow full or partial waiver of dues for illness, postgraduate study, or other valid reasons. Any waiver of dues shall require a two-thirds affirmative vote of the Council.

Section 4. Special Assessments

The Council may approve, by a four-fifths affirmative vote of the Council members present at any council meeting, the levying of one (1) annual special assessment, not to exceed one hundred dollars (\$100). If additional or larger special assessments are proposed, the Council shall conduct a mail poll of all members of the Association eligible to vote. An affirmative vote by the majority of all members of the Association voting shall be required to levy any such special assessment.

Section 5. Financial Delinquency

- (a) Annual dues of the Association shall be due and payable on the first day of July of each year. The Council shall determine by a majority vote the day or days on which any special assessment shall become due and payable.
- (b) Any member failing to pay annual dues, a special assessment, or an installment of a special assessment within sixty (60) days of the date due, shall be dropped from membership. In unusual situations or cases of proven financial hardship, the Council may extend the delinquency period not

more than another sixty (60) days. The Council may establish a delinquency fee to be applicable to dues or assessments paid after the delinquency date. Any waiver of delinquent dues may be approved by a two-thirds affirmative vote of the Council members present and voting at any Council meeting.

Section 6. Reinstatement and Reapplication

- (a) Any member dropped for financial delinquency may be reinstated to membership in good standing at any time within twelve (12) months of the date on which he or she became delinquent, by a majority vote of the Council members present at any meeting of the Council. Application for such reinstatement must be made in writing to the Secretary, accompanied by the delinquent amount and any delinquency fee, which may be due.
- (b) A member dropped for financial delinquency and not reinstated within twelve (12) months shall be eligible to apply for membership on the same basis and in the same manner as a new applicant after the lapse of one (1) year from the date membership was terminated. The Council on recommendation of the Membership Committee may waive the normal waiting period for reinstated members.
- (c) A member in good standing who has resigned must reapply. However, the usual waiting period may be waived on the recommendation of the Membership Committee, with the approval of the Council.

Section 7. Budget

- (a) Prior to the annual meeting of the Association, the Executive Committee shall approve the budget for the following fiscal year, and submit same to council. The budget shall classify proposed expenditures according to their general purposes, and shall apportion funds of the Association into budget accounts from which proposed expenditures are to be made. The budget shall title each budget account with the general purpose for which the monies are to be expended. All funds of the Association remaining over and above monies apportioned to budget accounts shall be designated as the General Fund of the Association. Adoption of the budget, or revision of any item in the budget, shall require a two-thirds affirmative vote of Council members present at any Council meeting.
- (b) Written copies of the budget and the most current financial statement shall be made available to any member of the Association upon written request.
- (c) Supplementary apportionments to any budget account may be made at any Council meeting during the fiscal year by a four-fifths affirmative vote of Council members present at that meeting. All monies remaining as a balance of any budget account at the end of any fiscal year shall automatically revert to the General Fund.

Section 8. Disbursement Procedure

- (a) Expenditures from any budget account may be authorized only by the dispensing agent, and only for purposes, which are consistent with the purposes and title of such budget account. The bill representing such expenditure shall be accepted by the Treasurer as authority to make a disbursement.
- (b) Non-budgeted expenditures from the General Fund may be authorized only by a four-fifths affirmative vote of Council members present at any meeting of the Council.

- (c) The Treasurer shall maintain, or cause to be maintained, a file of bills paid, a register of checks drawn which shall report the account against which each was drawn and the authorization on which each was drawn, and ledger accounts of receipts and disbursements for each budget account and the General Fund.

CHAPTER XV = EXECUTIVE AND STAFF

The Council shall employ a salaried chief executive officer who shall have the title of Chief Executive Officer, and whose terms and conditions of employment shall be specified by the Council. The Chief Executive Officer shall be the chief paid executive of the Association, responsible for all management functions of all corporations owned and operated by the Association, shall manage and direct all activities of the Association and component corporations as prescribed by the Council, acting under the immediate direction of the President and the Executive Committee, and shall be responsible to the Council. Within this context, the Chief Executive Officer may employ, and may terminate the employment of, members of the staff necessary to carry on the work of the Association and its component corporations, and shall fix their compensation within an approved budget. The Chief Executive Officer may define duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management that shall, in his or her judgment, be in the best interest of the Association and its component corporations.

CHAPTER XVI = SEAL

The seal of this Association shall bear as the central design a reproduction of the Staff of Aesculapius in the center with the words, "Santa Clara County Medical Association" wrapped around the seal.

CHAPTER XVII = RULES OF ORDER

In the absence of any provision in these Bylaws, all meetings of the Association, the Council, and all committees shall be governed by the parliamentary rules and usages specified in the current edition of "Sturgis Standard Code of Parliamentary Procedure," which governs this organization in all parliamentary situations not provided for in the law or in its charter, Bylaws, or adopted rules. The right to vote may not be exercised by proxy, and the cumulation of votes shall not be allowed.

CHAPTER XVIII = AMENDMENTS

Amendments to these Bylaws may be proposed by ten (10) percent of the Active Members or by the Bylaws Committee.

The proposed amendment or amendments shall be considered adopted (1) when receiving a majority affirmative vote by the members entitled to vote and present at a membership meeting noticed for that purpose, or (2) with respect to a mail ballot, when receiving a majority affirmative vote with the return of five (5) percent of the ballots, or (3) with respect to amendments within the power of the Council, by a two-thirds (2/3) affirmative vote of the entire Council.

Subject to the rights of Active Members of these Bylaws, the Council may adopt, amend, or repeal Bylaws unless the action would:

1. Materially and adversely affect the Active Members' rights as to voting, dissolution, redemption or transfer;
2. Increase or decrease the number of Active Members authorized in total or for any class;
3. Effect an exchange, reclassification or cancellation of all or part of the Active Memberships;
4. Authorize a new class of Active Membership.
5. Increase or extend the terms of officers,
6. Allow any officer to hold office by designation or selection rather than by election by the Active Members,
7. Increase the quorum for Active Members' meetings,
8. Repeal, restrict, create, expand, or otherwise change proxy rights, or
9. Authorize cumulative voting.

Amendments within the power of the Council, must be submitted to the Council 5 days before the next regular meeting. The Bylaws amendment would then be considered or discussed, not acted upon. The Council then must consider the Bylaws amendment at its next regular Council meeting for final approval by two-thirds (2/3) majority vote of the entire Council.

Any provision of these Bylaws that requires the vote of a larger proportion of the Active members than otherwise is required by law may not be altered, amended, or repealed except by the vote of the greater number.

CHAPTER XIX = INDEMNIFICATION OF AGENTS

Section 1: Indemnification of Agents

The Association shall indemnify its agents to the maximum extent permitted by law.

Section 2: Insurance

The Association shall have the right to purchase and maintain insurance, to the full extent permitted by law, on behalf of any agent of the Association against any liability asserted against or incurred by any agent in such capacity or arising out of the agent's status as such, whether or not the association would have the power to indemnify the agent against such liability under law.

CHAPTER XX = RECORDS & REPORTS

Section 1: Maintenance of Corporate Records

The Association shall keep at its principal office

- i. Adequate and correct books and records of account;
- ii. Minutes in written form of the proceedings of its Members, the Board, committees of the Board, and other committees; and
- iii. A record of its Members, giving their names and addresses and the class of membership held by each.

Section 2: Members' Inspection Rights

- (a) Unless the corporation provides a reasonable alternative as provided below, any Active Member may do either or all of the following for a purpose reasonably related to the member's interest as a member:
- (b) Inspect and copy the records of Active Members' names and addresses at reasonable times, upon five business days' prior written demand, which demand shall state the purpose for which the inspection rights are requested;
- (c) obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names and addresses of the Active Members, as of the most recent date for which it has been compiled, or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make the list available on or before the later of 10 business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.
- (d) The Secretary may, within 10 business days after receiving a demand pursuant to subsection (a) or above, deliver a written alternative method of achieving the purpose identified without providing access to or a copy of the membership list. Any rejection of this alternative must also be in writing and explain why the proposed alternative does not meet the proper purpose of the demand.
- (e) If the Association reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.
- (f) Any inspection and copying under this Section, may be made in person, or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Association.
- (g) Inspect and copy at any reasonable time the accounting books and records and minutes of proceedings of the members, the Board and committees of the Board upon written demand; all pursuant to Sections 8330 through 8338 of the California Nonprofit Mutual Benefit Corporations Law.

Section 3: 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 Active Members at all reasonable times during office hours. Upon request, any Member may obtain a copy of the Bylaws as amended to date.

Section 4: 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 [if incorporated add: pursuant to Section 8334 of the California Nonprofit Mutual Benefit Corporations Law], 23 Any and all previous Bylaws of this Association are hereby repealed.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Santa Clara County Medical Association, that the above Bylaws, consisting of twenty-four (24) pages, are the Bylaws of this Association as adopted by the Council on May 21, 2019, and that they have not been amended or modified since that date.

Executed on May 21, 2019, at San Jose, California.

Secretary Dr. Martin Wong