

BY LAWS

Of the

San Diego

**National Medical
Association**

ARTICLE I. NAME OF ORGANIZATION

The name of this organization is San Diego National Medical Association.

ARTICLE II. ORGANIZATION PURPOSE

Section 1. Mission Statement

To advance the art and science of medicine for people of African descent in San Diego County through education, advocacy, and health policy to promote health and wellness, eliminate health disparities, and sustain physician viability.

Section 2. Positional Statement

This professional and scientific organization of physicians is committed to:

- 1) Preventing the diseases, disabilities, and adverse health conditions that disproportionately or differentially impact persons of African descent and underserved populations in San Diego County;
- 2) Supporting local and national efforts that improve the quality and availability of health care to underserved populations San Diego County; and
- 3) Increasing the representation, preservation and contribution(s) of persons of African descent in medicine. Towards these ends, the San Diego National Medical Association will strive to provide educational programs and opportunities for scholarly exchange, conduct outreach efforts to promote improved public health, and establish and advocate for local and national health policy agenda in support of physicians of African descent and their patients.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for membership shall be open to any physician, dentist, resident or fellow residing and/or practicing in San Diego County. Membership is granted after completion and receipt of a membership application and annual dues. Other health practitioners and non-practitioners may be eligible on a case by case evaluation by the Executive Board.

Section 2. Annual Dues

The amount required for annual dues shall be \$100.00 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues. Dues shall cover calendar year to

expire December 31st of the year paid. Dues for non-physician members shall be \$50.00. Medical Students are not required to pay dues.

Section 3. Rights of Members

Each member shall be eligible to one vote in association elections.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership. Current approved categories include:

1. Registered Nurses
2. Nurse Practitioners
3. Physician Assistants
4. Medical Students
5. Non-allied Health professionals

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held bi-monthly, at a time and place designated by the Executive Committee.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the Executive Committee. At the annual meeting the members shall elect officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3. Special Meetings

Special meetings may be called by the Executive Committee, or a simple majority of the members.

Section 4 Notice of Meetings

Notice of each meeting shall be given to each member, by e-mail, not less than two weeks prior to the meeting.

Section 5. Quorum

A quorum for an association meeting of the members shall consist of at least fifty one percent (51) % of the active membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V. OFFICERS

Section 1. General Powers

The affairs of the Association shall be managed by its Executive Officers. The officers shall have control of and be responsible for the management of the affairs and property of group.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Office Members shall include the following: the President, the Vice-President, the Secretary, and the Treasurer.

The members of the Officers shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All office members must be approved by a majority vote of the members present and voting. No vote on new office members shall be held unless a quorum of members is present.

No two Office members related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Executive at the same time.

Each Office member shall be a member of the SDNMA and NMA whose membership dues are paid in full and shall hold office for a two-year term

Each Office member of the Executive Committee shall attend at least 75% of monthly meetings

Section 3. Regular and Special Meetings

The Executive Officers shall meet bi-monthly alternating with the regular association meetings. Notice of these meetings shall be sent to all Office members no less than two weeks, prior to the meeting date. Special meetings of the Executive may be called by or at the request of the President or any two Office members.

Section 4. Compensation

Members of the Executive shall not receive any compensation for their services as Officers.

Section 5. Confidentiality

Executive Office members shall not discuss or disclose information about the Association or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Association's purposes, or can reasonably be expected to benefit the Association. Office members shall use discretion and good business judgment in discussing the affairs of the Association with third parties.

Section 6. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President and the Executive Committee.

Section 7. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Board.
- b. He/She shall have general and active management of the business of this Association.
- c. He/She shall see that all orders and resolutions of the Executive Board are brought to the members.
- d. He/She shall have general superintendence and direction of all other officers of this association and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the Association for the fiscal year to the members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this Association.

Section 8. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Executive Board.

Section 9. Secretary

The Secretary shall attend all meetings of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Executive Board, including the annual meeting of the organization.
- b. Assisted by an association member or executive, he/she shall send notices of all meetings to the members of the Association and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Executive Office.

Section 10. Treasurer

The Treasurer's duties shall be:

- a. He/She shall submit for the Association all expenditures of funds raised by the Group and proposed capital expenditures. He/She shall present a complete and accurate report of the finances raised by the Association.
- b. He/She shall have the right of inspection of the funds resting with the Association including budgets and subsequent audit reports.
- c. It shall be the duty of the Treasurer to assist in direct audits of the funds of the Association according to funding source guidelines and generally accepted accounting principles.
- d. He/She shall perform such other duties as may be prescribed by the President under whose supervision he/she shall be.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The Association may create committees as needed, such as fundraising, advisory, public relations, data collection, etc. The association members may volunteer or select committee members as needed.

Section 2. Advisory Committee

The Advisory Committee is responsible for bringing unique knowledge and skills to help guide the Executive Board.

Section 3. Fundraising / Finance Committee

The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. The treasurer shall be the chair of the Finance Committee.

ARTICLE VII. AMENDMENTS


Section 1. Bylaws

The Executive Board may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each officer within the time and the manner provided for the giving of notice of meetings of directors.

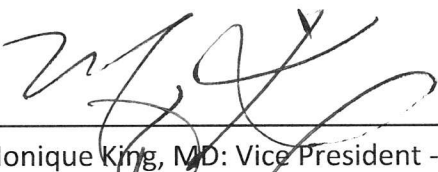
ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Executive Board of this Association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 6 preceding pages, as the Bylaws of the San Diego National Medical Association.

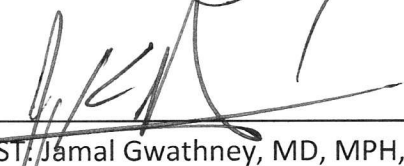
ADOPTED AND APPROVED by the Executive Board on this 6th day of April, 2018



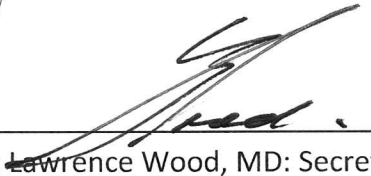
Jimi Benson, MD: President - SDNMA



ATTEST: Monique King, MD: Vice President - SDNMA



ATTEST: Jamal Gwathney, MD, MPH, FAFAP: Treasurer - SDNMA



ATTEST: Lawrence Wood, MD: Secretary - SDNMA