

AMENDED AND RESTATED BYLAWS OF THE
CALIFORNIA MEDICAL ASSOCIATION ALLIANCE
("CMA Alliance")
A California Nonprofit Public Benefit Corporation

ARTICLE ONE: NAME

1.01 CORPORATE NAME

The name of this corporation is the California Medical Association Alliance heretofore referred to as the CMA Alliance.

ARTICLE TWO: OFFICES

2.01 PRINCIPAL OFFICE

The California Medical Association Alliance's principal office shall be located in the City of Sacramento, County of Sacramento, in the State of California. The Board of Directors is granted full power and authority to change said principal office from one location to another. Any such change shall be noted on these Corporate Bylaws, opposite this section, or this section may be amended to state the new location.

2.02 OTHER OFFICES

Branch or subordinate offices may be established by the Board of Directors at any place and at any time.

ARTICLE THREE: COMPOSITION

3.01 COMPOSITION

The CMA Alliance is composed of those component alliance members who also pay dues to CMA Alliance in addition to State-Only members who pay dues.

3.02 COMPONENT ALLIANCES

Component alliances shall include all alliances to component medical societies of the California Medical Association ("CMA") heretofore or hereafter chartered by the CMA. Charters to component alliances shall be granted and revoked by the CMA provided that no charter issued by the CMA nor any action of the CMA in issuing or revoking such charters, shall conflict with the purposes and principles of the CMA as set forth in its Articles of Incorporation and Bylaws. Component alliances have bylaws that are unique and separate from those of the CMA Alliance, but must be in compliance with both the CMA Bylaws and the CMA Alliance Bylaws.

ARTICLE FOUR: PURPOSES

4.01 GENERAL PURPOSE

The CMA Alliance is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501c(3) of the Internal Revenue Code. No substantial part of the activities of the CMA Alliance shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in the Internal Revenue Code, and the CMA Alliance shall not participate in or intervene in (including the publishing and the distribution of statements) of any political campaign on behalf of or in opposition to any candidate for public office. The CMA Alliance shall promote the science and art of medicine, the protection of public health and the betterment of the medical profession, and shall promote similar interests in its component alliances.

4.02 SPECIFIC PURPOSE

Within the context of the general purpose stated above, the specific purpose of the CMA Alliance is to serve as an association of physicians, medical students and their spouses/partners. These members support the medical family by providing: health education, leadership development, opportunities for philanthropy and networking, all designed to create a healthier California.

ARTICLE FIVE: MEMBERSHIP

5.01 MEMBERS

The CMA Alliance has members as described within Section 5056 of the California Nonprofit Corporation Law ("Members"). Members are persons designated in these bylaws as Members. Pursuant to these bylaws, Members have the right to vote on changes to the articles or bylaws. No membership or right arising from membership shall be transferred.

CMA Alliance's Board of Directors may, at its discretion, admit individuals to one or more classes of nonvoting members; the nonvoting class or classes shall have such rights and obligations as the Board finds appropriate. This corporation may refer to such classes of nonvoting members or other persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth in Section 5.02 of these bylaws, but no such reference shall constitute anyone as a member within the meaning of Corporations Code §5056 unless that person or entity shall have qualified for a voting membership under Section 5 of these bylaws. References in these bylaws to "Members" shall mean members as defined in Corporations Code section 5056; i.e., the Members of the class(es) set forth in Section 5.02 of these bylaws. By amendment of its articles of incorporation or of these bylaws, CMA Alliance may grant some or all of the rights of a Member of any class to any person or entity that does not have the right to vote on the matters specified in Section 5.01 of these bylaws, but no such person or entity shall be a member within the meaning of Corporations Code section 5056.

5.02 CLASSES AND QUALIFICATIONS OF MEMBERSHIP

A Member residing in a county with an active component alliance must be a member of the component alliance. A Member residing in a county without an active alliance qualifies as a "State-Only Member." A State-Only Member or a Member in good standing of the component alliance in the county in which they reside, may choose to join active component alliances where membership qualifications will be determined by the component alliance.

1. A Regular Member shall be:

- a. A member in good standing of a component alliance if there is one where they reside and a member of a physician or medical student couple at the time of membership.
 - The physician or medical student must have been eligible to be a member of the CMA at the time of initial membership.
- b. A State-Only Member residing in a county where there is no component alliance and a member of a physician or medical student couple at the time of membership.
 - The physician or medical student must have been eligible to be a Member of the CMA at the time of initial membership.

2. A Sustaining Member shall be:

- a. A member in good standing of a component alliance if there is one where they reside and
 - A widow or widower of a physician
 - A retired physician
 - The spouse/partner of a retired physician
 - The spouse/partner of a physician who was a Member of any other state's medical association or the American Medical Association (AMA) at the time of retirement or death;
- b. A State-Only Member residing in a county where there is no component alliance and who is

- A widow or widower of a physician
- A retired physician
- The spouse/partner of a retired physician
- The spouse/partner of a physician who was a Member of any other state's medical association or the American Medical Association (AMA) at the time of retirement or death;

3. In-Training Member shall be:

- a. A medical student or the spouse/partner of a medical student who is enrolled in an accredited medical school in the State of California
- b. A resident or the spouse/partner of a resident physician in an accredited residency program in the State of California.
- c. A fellow or the spouse/partner of a fellow physician in an accredited fellowship program in the State of California.
- d. A medical school graduate seeking residency or the spouse/partner of a medical school graduate seeking residency.

4. A Life Member shall be:

- a. A Past CMA Alliance President or Board of Directors Chair who has completed his/her term of office.

5.03 RIGHTS AND PRIVILEGES OF MEMBERSHIP:

All classes of membership shall receive the official publications and shall be eligible to attend meetings of the CMA Alliance, unless otherwise restricted. All Members shall have the right to vote, as set forth in these Bylaws, on the election of the Directors of the corporation, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In Addition, Members shall have all rights afforded Members under the California Nonprofit Public Benefit Corporations Law.

5.04 DUES

A person shall be a Member of the CMA Alliance upon the submission of dues to the component alliance where applicable and to the CMA Alliance. Current membership information for each active Member will be maintained by the person designated as the CMA Alliance dues and data collector.

The CMA Alliance Board of Directors shall determine dues for all categories of membership. Dues changes shall become effective the next calendar year after their ratification by the CMA Alliance and shall be defined in the CMA Alliance financial policies.

5.05 GOOD STANDING

Members whose information is current, who have paid their dues, who abide by these Bylaws and who have not had their membership suspended shall be Members in good standing.

5.06 CAUSES FOR TERMINATION OF MEMBERSHIP

A membership in the CMA Alliance or on the CMA Alliance Board of Directors shall terminate on occurrence of the following events:

1. Resignation of the Member on reasonable notice to the CMA Alliance;
2. Failure of the Member to pay membership dues;
3. Expulsion or suspension of the Member shall be based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such determination that the Member has failed in a material and serious degree to observe the rules of conduct of the CMA Alliance, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the CMA Alliance. If grounds exist for expulsion or suspension of a Member the procedure set forth below shall be followed:

- a. The Member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the CMA Alliance's records.
- b. The Member shall be given an opportunity to be heard either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee or person authorized by the Board of Directors to determine whether the expulsion or suspension should take place.
- c. The Board of Directors, committee, or person shall decide whether or not the Member should be suspended, expelled, or sanctioned in some other way. The decision of the Board of Directors, committee, or person shall be final.
- d. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within ninety (90) days after the date of the expulsion, suspension, or termination.

ARTICLE SIX: MEETINGS

6.01 LOCATION OF ALL MEETINGS

Meetings of CMA Alliance Members and of the Board of Directors shall be held at any place within or outside California designated by the Board of Directors or by the written consent of all Members or Directors entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, meetings of the Members and meetings of the Board of Directors shall be held at the corporation's principal office. For Board of Directors meetings, the Board of Directors may authorize Directors who are not present in person to participate by electronic transmission or electronic video communication as long as those participating may simultaneously hear each other during the meeting.

6.02 NOTICE OF MEETINGS OF MEMBERS

1. Notice of any meeting of Members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member as it appears on the books of the corporation or at the address given by the Member to the corporation for purposes of notice.
2. Notices shall specify the place, date, and time of the meeting and (1), the general nature of the business to be transacted; or (2) for a regular meeting, those matters that the Board, at the time notice is given, intends to present for action by the Members. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.
3. Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
 - a. Removing a Director without cause;
 - b. Filling vacancies on the Board of Directors;
 - c. Amending the articles of incorporation; or
 - d. Electing to wind up and dissolve the corporation.

6.03 REGULAR MEETINGS OF MEMBERS

The regular meeting of Members shall be held annually (the "Annual Meeting") and additional meetings may be scheduled at the discretion of the Board of Directors. They shall be held at such time as may be determined by the Board of Directors. The notice of the time, place and purpose of the Annual Meeting, together with the slate of nominees for all offices or positions, shall be given as prescribed in 7.02.

1. Only Members in good standing, as identified in these bylaws, who register for and attend a meeting of the Members of the CMA Alliance, are entitled to exercise their right to vote.
2. The Members shall:
 - a. Elect Officers and/or other slated positions of the Board of Directors;
 - b. Elect members of the Nominating Committee;
 - c. Amend the Articles of Incorporation and the Bylaws of the Alliance;
 - d. Authorize the dispositions of all or substantially all of the Alliance's assets;
 - e. Authorize any merger and its principal terms and any amendment to those terms; and
 - f. Transact other pertinent business

6.04 SPECIAL MEETINGS OF MEMBERS

1. Special meetings of the Members may be called at any time by the President, by a majority of the Board of Directors or by 10% or more of the Members.
2. The purpose of such special meetings shall be stated with the written request. No business shall be transacted except for that which the meeting has been called.

6.05 MEETINGS OF THE BOARD OF DIRECTORS

1. Regular meetings of the Board of Directors may be held without call or notice on such dates and at such times as may be fixed by the Board of Directors. Special meetings of the Board of Directors may be called by the President, President-elect, any Vice-President, the Secretary or by any two Directors. Notice of the time and place of special meetings shall be given to each director at the contact information on file at least four (4) days' (if sent by first-class mail) or forty-eight (48) hours (if given personally or by telephone, electronic mail, or other similar means of communication) prior to the meeting.
2. Any Member may attend a meeting of the Board of Directors as a non-voting guest and may speak upon a request to the President.
3. Directors may participate in any meeting of the Board of Directors through use of conference telephone, electronic video screen equipment or similar communication equipment, so long as all of the Directors participating in the meeting can hear one another. All such participating Directors shall be deemed to be present in person at such meeting.
4. Every Director will have one vote including each person sharing a position as a co-chair.

6.06 WAIVER OF NOTICE

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

6.07 QUORUM FOR MEETINGS

1. A quorum for any meeting of the Members shall be 1/3 of the Members registered. If, however, the attendance at any general, special or annual meeting, whether in person or by proxy, is less than one-third of the voting power, the Members may vote only on matters as to which notice of their general nature was given. Eligibility to be part of the quorum is based on attendance at any general, special or

annual meeting of the Members. Attendance requires registration and Members must register to meet the requirements to exercise the right to vote.

2. A quorum at a meeting of the Board of Directors shall be a majority of the Directors in office.

3. A quorum at any committee meeting shall be a majority of the authorized committee members.

6.08 ADJOURNMENT

Any Member meeting, whether or not a quorum is present may be adjourned from time to time by the vote of the majority of the Members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a Member meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

6.09 VOTING

At a meeting, voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any Member at the meeting before the voting begins. Each Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Members. Cumulative voting is prohibited. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Members. In any election of Directors, the candidates receiving the highest number of votes are elected. Each Member shall have the right to vote for as many nominees as there are vacancies on the Board to be filled by the Members.

6.10 ACTION BY WRITTEN BALLOT WITHOUT A MEETING

An action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors individually or collectively consent in writing to that action and if, subject to Corporations Code section 5224(a), the number of Directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. The action by written consent shall have the same force and effect as an unanimous vote of the Directors. For purposes of Corporations Code section 5211(b) only, "all directors" does not include an "interested director" as defined in Corporations Code section 5223(a) or a "common director" as described in Corporations Code section 5234(b) who abstains in writing from providing consent, when (i) the facts described in Corporations Code section 5233(d)(1) or (d)(2) are established or the provisions of Corporations Code section 5233(a) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon Directors or in other records of CMA Alliance; and (iii) the noninterested or noncommon Directors approve the action by a vote that is sufficient without counting the votes of the interested Directors or common Directors.

Any action, including the election of Directors, which may be taken at any meeting of Members, may be taken without a meeting and without prior notice by complying with the provisions of this Section 6.09 of this Article, concerning written ballots.

1. The corporation shall distribute one written ballot to each Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by the first paragraph of Section 6.02 of this Article. All solicitations of votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirement; (b) with respect to ballots other than for election of Directors, state the

percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted.

2. Each ballot so distributed shall (a) set forth the proposed action; (b) provide the Members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time within which to return the ballot to the corporation.

3. In any election of Directors, a written ballot that a Member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

4. Approval by written ballot shall be valid only when the number of votes cast by ballot, including those ballots marked in a manner indicating that authority to vote is withheld, within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

5. A written ballot may not be revoked.

ARTICLE SEVEN: OFFICERS

7.01 REQUIRED OFFICERS

The Officers of the corporation shall be the President, the Secretary and the Treasurer/CFO.

7.02 PERMITTED OFFICERS

The corporation may also have, at the discretion of the Board of Directors, a President-elect, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be elected or appointed with these bylaws. The Immediate Past President/Chair, if applicable, is also a permitted Officer. The same person may hold any number of offices except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President. Co-Presidents, Co-Secretaries and Co-Treasurers/CFOs are permitted.

7.03 ELECTION AND TERM OF OFFICE

The Officers of the corporation shall be nominated for terms of two-years by the Nominating Committee and shall be elected by the Members at the Annual Meeting or at a special meeting held for that purpose. They shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. Officers may succeed themselves in office. The Secretary and Treasurer/CFO may serve up to a maximum of three consecutive two-year terms. The President may serve up to a maximum of two consecutive two-year terms.

7.04 ELIGIBILITY FOR OFFICE

1. To be eligible for nomination as President-elect, a Member shall have served on the Board of Directors for two (2) years.

2. To be eligible for nomination as secretary or treasurer, a Member shall have served on the Board of Directors for one (1) year.

7.05 PARTIAL TERMS

A person who has served more than 12 months in any office or position, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or position.

7.06 RESIGNATION

Any Officer may resign effective upon giving written notice to the Corporation unless the notice specifies a later time for the effectiveness of such resignation; provided, however, that an Officer may not resign without permission of the Attorney General in a case where the corporation would be left without a duly elected Officer in charge of its affairs. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

7.07 REMOVAL

Any Officer may be removed with or without cause at any time by an action of the Members pursuant to Article Five of these Bylaws.

7.08 ELECTIONS DUE TO EMERGENCY CONDITIONS

The Board of Directors shall be authorized to elect Officers if the Annual Meeting is cancelled due to emergency conditions.

7.09 VACANCIES

1. A vacancy or vacancies shall occur in the event of (a) the death, removal, or resignation of any Officer; (b) the declaration by resolution of the Board of a vacancy in the office of an Officer who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the vote of the Members or, if CMA Alliance has fewer than 50 members, the vote of a majority of all Members, to remove the Officer(s); (d) the increase of the authorized number of Directors; or (e) the failure of the Members, at any meeting of Members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

2. Except for a vacancy created by the removal of an Officer by the Members, vacancies may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (a) the unanimous written consent of the Directors then in office, (b) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211, or (c) a sole remaining Director. The Members may elect an Officer at any time to fill any vacancy or vacancies not filled by the Directors.

7.10 PRESIDENT

The President, who shall have the title of chair of the Board of Directors, shall be the Chief corporate Officer of the CMA Alliance and shall preside at all meetings of the Alliance and the Board of Directors. The President shall be responsible for seeing that the policies and directives of the membership and the actions of the Board of Directors are carried into effect, and for reporting to the Members and to the Board of Directors on the conduct and management of the operations and governance of the CMA Alliance. The President shall be a voting ex-officio member of all committees, with the exception of the Nominating Committee, but the President shall not be counted in determining the number required for a quorum. The President shall perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in these bylaws. The president may appoint advisors with the approval of the Board of Directors.

7.11 PRESIDENT-ELECT

The President-elect, if slated, shall assist the President in seeing that the policies and directives of the membership and the Board of Directors are carried into effect. The President-elect shall be a voting ex-officio member of all committees, with the exception of the Nominating Committee. but the President-elect shall not be counted in determining the number required for a quorum. The President-elect shall perform such other duties as assigned by the Board of Directors or prescribed elsewhere in these bylaws.

7.12 SECRETARY

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors and its committees, with

the time and place of holding whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board of Directors and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Corporate Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors and any committees thereof required by law or by these Corporate Bylaws to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

7.13 TREASURER/CHIEF FINANCIAL OFFICER

The CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of accounts shall at all times be open to inspection by any Director or Officer. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

7.14 VICE PRESIDENTS

Vice Presidents may be elected for specific areas pertinent to the CMA Alliance. Such positions may include but are not limited to Vice President of Membership and Vice President of Governance & Bylaws. In the absence or disability of the President and/or President-elect, or in the event of his or her inability or refusal to act, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors.

7.15 IMMEDIATE PAST PRESIDENT/CHAIR

The Immediate Past President/Chair shall serve as the chair of the Nominating Committee and be a member of the Executive Committee. The Immediate Past President/Chair shall also have such other responsibilities and duties as designated by the Board of Directors.

ARTICLE EIGHT: DIRECTORS

8.01 POWERS

Subject to the powers expressly reserved to the Members and the limitations of the corporation's Articles of Incorporation (the "Articles"), these Bylaws, and the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Subject to the same limitations, the Board shall have all powers permitted to or conferred by law on the board of Directors of a nonprofit public benefit corporation.

8.02 NUMBER OF DIRECTORS

The authorized number of Directors shall be no less than seven (7) or no more than twenty-five (25) the exact number of which may be determined from time to time by the Board of Directors. Directors will be Members in good standing in accordance with the provisions of Article Five, Section 5.05 of these Bylaws.

8.03 ELIGIBILITY FOR OFFICE

All Members in good standing shall be eligible for nomination as Director. Notwithstanding the foregoing, no more than 49 percent of the persons serving on the Board of Directors may be “interested persons.” An interested person is (1) any person compensated by CMA Alliance for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by CMA Alliance.

8.04 BOARD OF DIRECTOR DESIGNATIONS

Director designations may include, but are not limited to:

1. President (required)
2. President-elect
3. Immediate Past President/Chair
4. Secretary (required)
5. Treasurer/CFO (required)
6. Membership Director or Vice President
7. Health Promotions Director
8. Grants Director
9. Governance & Bylaws Director or Vice President
10. Communications Director
11. Events Director
12. Leadership Director
13. Legislation Director
14. Component Alliance Director

8.05 ELECTION, TERM OF OFFICE AND VOTING

Directors shall be elected by the Members at the annual meeting of the Members, and Directors may be elected at any special meeting of the Members held for that purpose. Each Director shall hold office for a term of two (2) years and until a successor has been elected by the Members and qualified. Directors may succeed themselves in office and may serve up to three (3) consecutive terms before rotating off of the Board of Directors for at least one year. Directors may be elected to serve in more than one area of responsibility but have only one vote.

8.06 DIRECTORS REPRESENTING COMPONENT ALLIANCES

Each active component alliance is entitled to select a member of its component alliance to represent the local members on the CMA Alliance Board of Directors. Component alliance directors:

1. May be any member of the component alliance including but not limited to the President.
2. Are selected by the Members of the component alliance.
3. Serve until the component alliance chooses to replace the representative.
4. Become official members of the CMA Alliance Board of Directors upon written notification to the CMA Alliance President a minimum of seven (7) days prior to any meeting of the Board of Directors or of the Members.

8.07 ROLES AND RESPONSIBILITIES

Directors shall fulfill the following responsibilities on behalf of the corporation:

1. Establish direction and policies to guide the corporation's program and fulfill its mission;
2. Develop and secure resources;
3. Represent the corporation and advocate on behalf of its mission, programs and policies;
4. Serve as fiduciaries, overseeing and ensuring the financial well being of the corporation;
5. Participate in meetings, activities and development efforts as fixed by Board policy.

8.08 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the President-elect, or a Vice President or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the Meeting.

8.09 RIGHTS OF INSPECTION

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

8.10 RESIGNATION

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation; provided, however, that a Director may not resign without permission of the Attorney General in a case where the corporation would be left without a duly elected Director in charge of its affairs. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

8.11 REMOVAL

Any Director may be removed with or without cause at any time by an action of the Members pursuant to Article Five of these Bylaws.

8.12 VACANCIES

1. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, removal, or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the vote of the Members or, if CMA Alliance has fewer than 50 members, the vote of a majority of all Members, to remove the Director(s); (d) the increase of the authorized number of Directors; or (e) the failure of the Members, at any meeting of Members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

2. Except for a vacancy created by the removal of a Director by the Members, vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (a) the unanimous written consent of the Directors then in office, (b) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211, or (c) a sole remaining Director. The Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.

8.13 FEES AND COMPENSATION

Directors and Members of committees, advisory boards or task forces shall serve without compensation for their services, but may receive such reimbursement for expenses, as may be fixed or determined by the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

Notwithstanding the foregoing, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer, unless approved by the Attorney General, or otherwise permitted under Section 5236 of the Nonprofit Public Benefit Corporation Law; provided, however, that the corporation may advance money to a Director or Officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Officer or Director, provided that in the absence of any such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the corporation.

8.14 NO INTEREST IN ASSETS

No Director shall possess any property right in, or to the property of, the corporation. In the event the corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the Directors shall dispose of the remaining property in accordance with the Articles of Incorporation.

8.15 NON-LIABILITY

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE NINE: COMMITTEES

9.01 BOARD COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be by majority vote of the Directors then in office. The Board of Directors may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board of Directors, to the extent provided in the Board of Directors resolution, except that no committee may do the following:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Members or approval of a majority of all Members;
- b. Fill vacancies on the Board of Directors or any committee of the Board of Directors;
- c. Fix compensation of the Directors for serving on the Board of Directors or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- f. Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors; or
- g. Approve any contract or transaction to which CMA Alliance is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

9.02 STANDING COMMITTEES

Standing committees may be established or abolished through an amendment to the bylaws as needed to promote the work of the CMA Alliance.

1. Executive Committee

Pursuant to Article 9 of these bylaws, the Board of Directors may appoint two or more Directors of CMA Alliance to serve as the executive committee of the Board. The executive committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board of Directors in the management of the business and affairs of CMA Alliance between meetings of the Board; provided, however, that the executive committee shall not have the authority of the Board in reference to those matters enumerated in Corporations Code section 5212. All actions of the executive committee shall be reported to and ratified by the full Board of Directors at the next duly scheduled Board meeting.

2. Nominating Committee

a. Composition

- The Nominating Committee shall consist of five (5) Members, to include the Immediate Past Chair/President who will chair the committee, at least one (1) Director, and at least two (2) Members.
 - In the event there are Co-Immediate Past Chairs/Presidents, only one individual will be Chair. The Co-Immediate Past Chairs/Presidents may decide between themselves who will be chair, otherwise the chair will be selected by a majority vote of the Board of Directors.
- Members have the right to nominate other individuals at the annual meeting to fill these openings as long as the person being nominated has consented in writing to accept the nomination. Voting shall be by ballot, and a plurality shall elect if there are more than one nominee for a position.

b. Responsibilities

- Identify and recruit nominees for election to fill the positions of the Officers and work with the Board of Directors to provide guidance and suggestions of individuals who indicate interest in replacing those Directors whose terms expire at the next annual meeting.
- Seek diversity of backgrounds and skills relevant to the needs of the corporation

c. Qualifications

- No member of the committee, with the exception of the Immediate Past President/Chair shall have served on one of the three (3) previous Nominating Committees.
- The chair of the committee cannot be considered for nomination to the position of President or President-elect, if any.

d. Confidentiality

- All activities involving vetting nominees and slating Officers shall be confidential to the extent allowable by law.
- Any breach of confidentiality shall be cause for termination as called for in Article Five, Section 5.06

9.03 OPERATING COMMITTEES

Operating committees may be created by the Board of Directors to carry out the strategic goals of the CMA Alliance.

9.04 ADVISORY BOARDS AND TASK FORCES

The Board of Directors or the President may from time to time appoint such advisory boards and task forces as deemed appropriate, consisting of Directors or persons who are not Directors, but such advisory boards shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of an advisory board or task force shall be as prescribed by the chairman of each such advisory board or task force, and their meetings may be called by the Board of Directors, the executive committee, the President or the appointed chair of the advisory board or task force.

ARTICLE TEN: PARLIAMENTARY AUTHORITY

Meetings shall be governed by Robert's Rules of Order or by the Consensus Method, as may be determined by the Board of Directors from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, and the Articles of Incorporation of this Corporation, or with provisions of law.

ARTICLE ELEVEN: AMENDMENTS TO THE BYLAWS

11.01 METHOD

Proposed amendments to these Bylaws may be submitted to the Governance and Bylaws Committee (and if none, to the Secretary) by CMA Alliance Members, CMA Alliance Board of Directors, and CMA Alliance Committees and Task Forces. Such proposed amendments shall be received by the Secretary no less than 90 days prior to the annual meeting. Notice shall be electronically transmitted, posted to the official website of the CMA Alliance and mailed by postal mail to those Members who do not use electronic mail not less than thirty (30) days before the date of said meeting.

11.02 REVISION

Subject to Corporations Code section 5150, the Bylaws of the CMA Alliance shall be amended by a majority of votes provided the membership has been given notice of proposed amendment pursuant to these bylaws. These Bylaws may be revised only upon authorization by those present and voting at any properly constituted meeting of the Members.

ARTICLE TWELVE: RECORDS, REPORTS AND FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

12.01 ENDORSEMENT OF DOCUMENTS OR CONTRACTS

Subject to the provisions of applicable law, any note, evidence of indebtedness, contract or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President, the Secretary or the Chief Financial Officer, shall be valid and binding on the corporation. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board of Directors, and, unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

12.02 MAINTENANCE OF CERTAIN RECORDS

The accounting books, records, minutes of proceedings of the Board of Directors and the Executive Committee, if any, of the board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal business office of the corporation. The minutes shall be kept in any form capable of being converted into written, typed or printed form.

12.03 ANNUAL REPORT

The Board of Directors shall cause an annual report to be furnished to the Members not later than one hundred twenty (120) days after the close of the Annual Meeting. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such accountant's report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. The annual report shall contain in appropriate detail the following:

1. The assets and liabilities, including the trust funds, during the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

12.04 CONTRIBUTIONS

Any contributions, bequests, and gifts made to the CMA Alliance shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions may be established by the Board of Directors.

12.05 DEPOSITORIES

All funds of the CMA Alliance shall be deposited to the credit of the CMA Alliance, under such conditions and in such depositories as shall be designated by the Board of Directors.

12.06 APPROVED SIGNATURES

Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the Alliance shall be provided by resolution of the Board of Directors.

12.07 FISCAL YEAR

The fiscal year of the corporation shall be the year commencing on January 1 and ending on December 31.

12.08 CORPORATE SEAL

The Board of Directors may, but need not, have a corporate seal, which shall be in the form of a circle and shall give inscribed thereon the name of the corporation and the words "Corporate Seal."

12.09 INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall advance expenses and shall indemnify its agents, as described by law, including its Directors, Officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the Nonprofit Corporation Law. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled.

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability. The corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE THIRTEEN: DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between the CMA Alliance and one or more of its Directors or any other corporation, firm, association or entity in which one or more Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because their votes are counted to such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or Council which authorizes, approves or ratifies the contract or transaction by a vote of consent sufficient for the purpose without counting the votes or consent of such interested board members, or
2. The contract or transaction is fair and reasonable as to the CMA Alliance at the time it is authorized by the Board of Directors.

Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such a contract or transaction.

ARTICLE FOURTEEN: DEDICATION OF ASSETS

14.01 PROPERTY USE

The property of this Corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501(c)(3) of the Internal Revenue Code. No part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or Officer thereof or to the benefit of any private person; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public purposes, as long as such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of the Corporation.

14.02 DISSOLUTION

A majority vote of the Members at the Annual Meeting or at a Special Meeting of the Members is required to dissolve the Corporation.

14.03 DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, scientific or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Adopted by the Board of Directors
10-27-19