

Syrian American Medical Society Bylaws

ARTICLE I: NAME

The name of this Society shall be the Syrian American Medical Society (the “Society” or SAMS”), a nonprofit corporation incorporated under the State of Illinois General Not For Profit Corporation Act (the “Act”). The principal administrative office of the Society shall be in Illinois or as otherwise determined by the Board of Directors.

ARTICLE II: PURPOSES

The Society is organized and shall be operated exclusively as a nonstock, nonprofit professional society within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the “Code”), and specifically as follows:

1. To be a society, committed to the highest professional and scientific standards, and dedicated to the collection, interpretation, and dissemination of scientific information concerning all aspects of Medicine.
2. To promote professional relationships and participate actively with medical societies and with other official and nonofficial organizations in the United States, Syria and abroad, interested in the purposes of the Society.
3. To encourage and support professional and technical education and all aspects of research in the medical fields.
4. To promote general health and prevent diseases through high quality health education, research, advocacy and patient care internationally regardless of patient’s age, gender, ethnicity, religion, origin or political affiliation.

The Society shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Society, any and all powers conferred upon nonprofit corporations organized pursuant to the Act, provided, however, that: (a) no part of the net earnings of the Society shall inure to the benefit of any director or officer of the Society, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Society, and no director or officer of the Society, or any private person, shall be entitled to share in the distribution of any of the assets of the Society upon the dissolution of the Society; and (b) notwithstanding any other provisions of these Bylaws, or the Articles of Incorporation, the Society is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Society shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(6) of the Code, and exempt from taxation under Section 501(a) of the Code.

ARTICLE III: MEMBERSHIP AND DUES

SECTION A. TYPES OF MEMBERSHIP

The Society shall have the following categories of membership: Full, In Training, Affiliate and Honorary. 1. FULL MEMBERSHIP

- a. Full Members shall be United States or Canadian-board certified/eligible physicians, dentists, pharmacist, medical scientist and other allied health professionals based in the United States or Canada. Applicants of non-Syrian descent may be accepted as Full Members after evaluation on a case-by-case basis by the Membership Committee.
- b. Full Members shall have the right to cast one (1) vote on each matter brought before the membership, and shall have the right to hold office in the Society. Full Members may also be referred to in these Bylaws as the “Voting Members”.

2. INTRAINING MEMBERSHIP

- a. In Training Membership shall be open to all students pursuing a degree to become physicians, dentists, pharmacist, medical scientist and other allied health professionals .
- b. In Training Members shall have all the privileges of Full Members, except In Training Members who are not board certified or eligible for board certification shall not have the right to vote or hold office.

3. AFFILIATE MEMBERSHIP

- a. Individuals who have demonstrated interest in the activities of the Society, and who do not qualify for membership in the Society in any of the existing membership categories, may apply to the Membership Committee to become an Affiliate Member.
- b. Affiliate Members shall receive SAMS publications and other membership benefits determined by the Membership Committee, but shall not have the right to vote or hold office.

4. HONORARY MEMBERSHIP

- a. Individuals with a record of high achievement and significant contributions in the field of medicine may be proposed for Honorary Membership by any Full Member and may be granted Honorary Membership on recommendation by the Membership Committee and Board of Directors approval.
- b. Honorary members shall have all the privileges of Full Members, but shall not have the right to vote or hold office.

SECTION B. DUES

1. On recommendation of the Board of Directors, the Membership Committee shall determine dues for Full, In Training and Affiliate Members.
2. Honorary Members shall not be required to pay dues.
3. Any member who is delinquent in paying dues for a period of sixty (60) days shall be notified by email and/or mail of such failure, and all member rights and privileges shall be temporarily suspended. If all dues are not paid within thirty (30) days following such notice, the membership is automatically terminated.

SECTION C. BUSINESS MEETINGS

1. There shall be an annual business meeting of the members of the Society, held in conjunction with a medical conference, at a time and place determined by the Board of Directors.
2. A special meeting of the members shall be held when called for by the Board of Directors or the President, or upon the written request of at least twenty (20) Voting Members, at a time and place designated by the Board of Directors.
3. Written notice of the time and place of a meeting of the members, and in the case of a special meeting, the purposes of the meeting, shall be distributed electronically or by mail to all members at the address and contact information appearing in the records of the Society at least thirty (30) days before such meeting.
4. Twenty percent (20%) of Voting Members, present in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the votes present and voted, either in person or by proxy, shall be the act of the Voting Members, unless a greater number is required by the Articles of Incorporation, these Bylaws, or the Act.
5. Voting Members may participate in and act at any meeting of the members through the use of a conference telephone or interactive technology, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

6. Voting Members may vote by proxy.
7. Where and in the manner authorized by the Board of Directors, any action required to be taken at a meeting of the Voting Members or any action which may be taken at a meeting of the Voting Members may be conducted by U.S. mail ballot, electronic mail ballot, or any other method of voting provided for by the Act, provided the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act, the Articles of Incorporation, or these Bylaws. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. Voting must remain open for not less than five (5) days from the date the ballot is delivered, except in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered.

SECTION D. EXPULSION OR DISCIPLINARY ACTION

1. Any member may be expelled for cause as determined by a two-thirds (2/3) vote of the Board of Directors.
2. Failure to maintain eligibility for membership is adequate reason for expulsion and does not require advance notice.
3. Any member proposed for expulsion for reasons other than failure to maintain eligibility for membership must be given advance written notice of the proposed expulsion, including the reason for the proposed expulsion, and the opportunity to contest the proposed expulsion in writing to the Board of Directors. The expelled member may appeal to the Board of Trustees Leadership Council, and that Council decision is final.
4. The Board of Directors may take other disciplinary actions, including but not limited to, reprimand or suspension, in accordance with policies and procedures adopted by the Board of Directors and provided to the members from time to time

ARTICLE IV: OFFICERS

SECTION A. GENERAL

1. The Board of Directors has maximum seven members. The officers of the Society shall be a President, a Vice President, an Immediate Past President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time provide.
2. All of the members of the Board of Directors shall be elected by Voting Members of the Society. The terms of all such officers shall be two (2) years. The President and Vice President are elected directly by the voting members of the society. The Board of Directors shall elect by majority vote from amongst the members of the Board the following officers of the Board: A secretary and a treasurer.
3. Voting Members may elect the Officers at a meeting of the Voting Members, or by ballot vote, provided that the number of Voting Members casting votes would constitute a quorum if such action were taken at a meeting. Voting must remain open for at least five (5) days from the date the ballot is delivered, and completed ballot must be returned and received at the office of the Society by the deadline posted by the Society. The nominee receiving a plurality of the votes cast shall be declared duly elected.
4. Any officer of the Society shall be eligible for reelection for a second term in the same role or any other role, provided that an individual may serve a maximum of two (2) cumulative terms in the office of President and two (2) cumulative terms in the office of Vice President. No individual may serve as an officer in more than one capacity at the same time.
5. In the event of the death or resignation of the President, or inability to function (as determined by the Board of Directors), the Vice President shall become President for the unexpired term.
6. An elected officer may be removed for adequate reasons by a two-thirds (2/3) vote of the Board of Directors, with the officer being considered for removal not participating in the vote. The officer must be

provided with advance notice of such removal and the reasons for such removal, and the opportunity to appear before the Board. An officer removed by this process may appeal the decision in writing to the Leadership Council. The decision of this Council is final.

7. None of the officers shall receive compensation for their services, but shall be reimbursed for reasonable authorized expenses, as authorized by the Board of Directors.
8. In order to be eligible for election to an officer position, an individual must be a Full Member in good standing for at least two (2) consecutive years at the time of nomination, with main residence and medical practice in the U.S.
9. Elected officers may NOT be elected as a Leadership Council member simultaneously.
10. Officers' term of office starts on July 1st and ends after two (2) years on June 30th or until a successor is elected and qualified.

SECTION B. DUTIES

1. All officers shall perform the duties and have the powers assigned to their respective offices and any and all other powers and duties prescribed by the Board of Directors or by the Bylaws.
2. The President shall preside at all meetings of the Board of Directors and meetings of the members of the Society and shall be a voting member of the Council of Chapter Representatives and all committees except the Nominating Committee.
3. The Vice President shall be a non-voting member of all committees except the Nominating Committee.
4. The Immediate Past President shall be a non-voting member of all committees except the Nominating Committee.

ARTICLE V: BOARD OF DIRECTORS

SECTION A. MEMBERSHIP

1. The Board of Directors shall consist of the President, Vice President, Immediate Past President, Secretary, and Treasurer of the Society and two (2) elected members.
2. The elected board members serve for two (2) years, and may serve for two (2) consecutive terms.
3. If a Board member fails to complete a term of office due to death or resignation, the vacancy for that term of office shall be filled by Presidential appointment after the consultation with Board members and a majority vote in support of the appointment by the Board of Directors.
4. President Elect shall serve ex officio on the Board of Directors meetings as a non-voting member of the Board.

SECTION B. DUTIES

The Board of Directors shall be the governing body of the Society, which has authority and responsibility for the supervision, control, and direction of the Society in accordance with the Bylaws and pursuant to the Act.

The Board of Directors shall also exercise the authority granted to the Society in the Bylaws of the Syrian American Medical Society Foundation (the "Foundation") with respect to the appointment of the Foundation Board of Directors and approval of certain major corporate transactions of the Foundation.

SECTION C. MEETING OF THE BOARD OF DIRECTORS

1. The Board of Directors shall meet at least six times annually in person or by remote communication upon a call for the meeting by the President or upon written request of any four (4) members of the Board. Members of the Board of Directors may participate in and act at any meeting of the Board of Directors through the use of a

conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other.

2. A majority of members of the Board of Directors in office shall constitute a quorum.

3. Notices of each meeting and a statement of its purpose shall be mailed electronically to the members of the Board at least five (5) days before such meetings. Urgent meetings may be called upon twenty-four (24) hours' notice.

ARTICLE VI: COMMITTEES

SECTION A. GENERAL

1. Current standing Committees of the Society are:

- Membership Committee
- Nominating Committee
- Scientific Conference Committee
- Bylaws Committee
- Publication Committee
- Education Committee
- Scholarship Committee
- Advocacy Committee
- Research Committee

2. The Standing Committees shall be considered advisory committees, and shall not have the authority to act on behalf of the Society or bind it to any action, but may make recommendations to the Board of Directors. The Board of Directors shall appoint the Chairpersons and the members of all Standing Committees with approval of the Board of Directors. The Board may create additional committees, and appoint members to such committees, as the Board deems necessary or advisable or which are authorized by the Board of Directors.

3. The President may nominate or appoint members of the Society to serve on committees of any other organization, when, in the opinion of the President, such action will aid in advancing the purposes of the Society. The President may also, on authorization of the Board of Directors, appoint joint committees to act in concert with other organizations for a particular purpose.

4. Unless the Board of Directors or these Bylaws shall otherwise provide, each member of a committee shall continue as such until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof. Any committee chair or member may be removed from such position at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Corporation would be served thereby. Any committee member may resign at any time by giving written notice to the committee chair, the President, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

5. All committees shall have their recommendations in writing directed to the Board of Directors periodically or as determined by Board of Directors.

6. All committees shall conduct at least two (2) official meetings a year. Unless otherwise specified in these Bylaws, meetings of committees shall be governed by those provisions set forth in Article V.C.

ARTICLE VII: CHAPTERS AND COUNCIL OF CHAPTER REPRESENTATIVES

1. GENERAL

A Chapter is an organization of persons interested in furthering the purposes of the Society, who are eligible for membership in the Society and whose organization, representing a state or other geographical area, has been approved as a Chapter of the Society in accordance with these Bylaws. In the event that the Board authorizes chapters of the Society at any time or from time to time, the operations of the Chapters' relationship and affiliation with SAMS shall be governed by the Act, the Society's Articles of Incorporation, these Bylaws, the terms of Chapter Affiliation Agreements entered into between SAMS and each Chapter, and any and all rules adopted by the Board or as mutually agreed upon by the Society and any such Chapter.

ARTICLE VIII: BOARD OF TRUSTEES

SECTION A. MEMBERSHIP

1. The Board of Trustees shall consist of (a) the President, (b) the Immediate Past President, (c) the Immediate Past Vice President, (d) the previous Immediate Past President, and (e) the previous Immediate Past Vice President, provided that the Immediate Past President, the Immediate Past Vice President, the previous Immediate Past President, and the previous Immediate Past Vice President shall each be Voting Members and agree to serve on the Board of Trustees. If the Immediate Past President, Immediate Past Vice President, previous Immediate Past President, or previous Immediate Past Vice President are not a Voting Member or declines to serve on the Board of Trustees, any such vacancy shall be filled by a previous member of the Board of Directors who is appointed and approved by two thirds (2/3) of the Board of Directors then in office. The Immediate Past President shall serve as the Chair of the Board of Trustees.

2. If a Board of Trustees member fails to complete a term of office due to death or resignation, the vacancy for that term of office shall be filled by Chairman of the Board of Directors after consultation with the Board of Trustees and approval by two-thirds (2/3) of the Board of Directors.

SECTION B. DUTIES

The Board of Trustees shall keep under continuous review the entire operations of the Society to determine those changes desirable in any of its activities to further its purpose, and shall make recommendations to the Board of Directors. All recommendations of the Board of Trustees are subject to the approval of the Board of Directors.

SECTION C. MEETING OF THE BOARD OF TRUSTEES

1. The Board of Trustees shall meet at least one (1) time annually upon call by the Chairman or upon written request of any three (3) members of the Board.

2. A majority of members of the Board of trustees shall constitute a quorum.

3. Notices of each meeting and a statement of its purpose shall be mailed or emailed to the members of the Board of Trustees at least five (5) days before such meetings.

4. The Board of Trustees shall provide advice to the Board of Directors based on any Director request shall review any appeal to the Board of Directors' decisions. If the Board of trustees' opinion is not consistent with the Board of Directors' opinion, a joint session of the Board of Directors and the Board of Trustees shall commence and shall be referred to as the Leadership Council.

ARTICLE X: AMENDMENTS

These Bylaws may be amended by two thirds (2/3) vote of the Voting Members at any meeting of the membership at which a quorum is present in person or by proxy, or by ballot procedures set forth in Article III, Section C, Paragraph 7 of these Bylaws, provided the proposed amendment has been provided to the Voting Members at least thirty (30) days prior to any such meeting or delivery of a ballot by mail or electronic notification.

ARTICLE XI: ADMINISTRATION

1. Policies and Procedures.

The Board of Directors may establish policies and procedures that are consistent with these Bylaws, the Articles of Incorporation, and the Act.

ARTICLE XII: MISCELLANEOUS

1. Indemnification.

Directors, officers, and authorized employees, volunteers, committee members, and agents of the Society shall be indemnified against claims of liability arising in connection with their positions or activities on behalf of the Society to the fullest extent permitted by law.

2. Fiscal Year.

The fiscal year of the Society shall be January 1 to December 31.