

Association Business: NMSASC Bylaws

Approved by the General Membership on Apr 2, 2021

ARTICLE I. NAME AND LOCATION

Section 1. Name.

The name of the corporation is New Mexico Society of Ambulatory Surgery Centers. The corporation shall be referred to herein as the "Association."

Section 2. Location.

The Board of Directors may establish offices of the Association in such localities as may be determined by the Board of Directors from time to time.

ARTICLE II. OBJECTIVES AND PURPOSES

Section 1. Objectives.

The objectives of the Association are:

1. To foster the public good through the provision of quality, cost effective health care in the form of ambulatory surgery.
2. To foster the public good through increased access to quality, cost effective health care in the form of ambulatory surgery.
3. To assist in the development of appropriate organizational structures to market ambulatory surgery services directly to insurers, employers, and managed care entities in New Mexico.
4. To lobby the New Mexico Legislature to enhance quality, access, and cost effectiveness of health care in New Mexico.
5. To act as spokesperson and representative to present the views of the ambulatory surgical care field in any appropriate forum.
6. To acquire, develop and disseminate research, statistical and other information relating to the ambulatory surgical field.
7. To, when appropriate, co-ordinate the Association's activities with national ambulatory surgical associations such as the ASCA (Ambulatory Surgery Center Association).
8. To develop and encourage the practice of high standards of professional conduct among individuals providing ambulatory surgical care.
9. To provide opportunities for members to increase their knowledge of ambulatory surgical practices and methods and to increase their individual capabilities.
10. To support the efforts of its members in expanding their ever-increasing roles and responsibilities in meeting community health needs; and,

11. To assist members in legal strategy necessary to ensure access to ambulatory surgical care by New Mexico citizens.

Section 2. Purposes.

The Corporation is organized for the following purposes:

1. To provide the community with high standards of professional conduct, by conducting, promoting, and effecting research, education and distributing information for the development and establishing of standards about freestanding ambulatory surgical facilities.
2. To retain a consultant/lobbyist, as needed, to assist the Association in increasing access by New Mexico patients to ambulatory surgical care through lobbying the New Mexico Legislature and assisting the Association in market strategies.
3. To access or retain legal counsel, as needed, to assist the Association in matters pertaining to the law.
4. To hold seminars, to study methods of minimizing costs of treatment to the community for such care without diminishing quality of care rendered to the community, and to generally encourage among the public at large the understanding and use of such facilities, and to continually improve the state of patient care in such facilities and to reduce the cost of this type of medicine to the patient.
5. To help establish and maintain standards for the operation of such freestanding ambulatory surgical facilities to provide quality treatment and serve the communities' needs efficiently.
6. To encourage membership through various classes of membership.
7. To solicit, accept, hold, and administer contributions received by deed, gift, will, ordinance, statute or otherwise, as well as the proceeds of patient fees and charges, either in trust or otherwise, to own, hold, operate and administer real and personal property, and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.

ARTICLE III. MEMBERSHIP

Section 1. Voting Members.

Any ambulatory surgical center located within the State of New Mexico that satisfies the criteria contained in this Section may become a voting Member of the Association. To be a voting Member of the Association, an ambulatory surgery center must:

1. Be freestanding.
2. Be currently licensed by the New Mexico Department of Community Health as a freestanding surgical outpatient facility/ASC; and/or accreditation by a recognized accreditation body; and
3. Have obtained a Certificate of Need or been deemed to be exempt from the New Mexico Certificate of Need review process.

4. An ambulatory surgical center that is owned in part by a hospital may become a voting Member only if the hospital does not directly or indirectly own more than 70% of the equity ownership interests in the ambulatory surgery center, and the ambulatory surgical center is a separate legal entity that is licensed separately from the hospital.
5. Each voting Member shall be entitled to one (1) vote on any matter to duly come before the Members for a vote.

Section 2. Non-Voting Members.

Any person or organization that does not satisfy the criteria set forth in Section 1 for voting Member status, but that demonstrates an interest in the stated goals and purposes of the Association, may become a non-voting Member of the Association. Non-voting Members shall not be entitled to vote on any matter that comes before the Members for a vote and shall be entitled to such other benefits of the Association as may be determined by the Board of Directors, from time to time.

Section 3. Applicants.

The Board of Directors may establish criteria and procedures, consistent with and in addition to the criteria set forth in these Bylaws, that must be satisfied by applicants in order to be granted membership (whether voting or non-voting) in the Association.

An applicant for membership in the Association must submit an application for membership in the form and manner prescribed by the Board of Directors. An application shall be signed by a duly authorized representative of the applicant, and shall be transmitted to the Treasurer of the Association. The Treasurer may request additional information from an applicant in order to conduct a full and fair review of the applicant's application. Membership is facility specific, meaning each center, even if operated under common ownership, must make a separate application and separately meet membership requirements and meet payment of dues.

If the Treasurer finds that an applicant's application satisfies the criteria for membership established by these Bylaws and by the Board of Directors, then the Treasurer is authorized to approve the application and grant membership to the applicant in the Association. If, however, the Treasurer determines that an applicant's application is deficient in any respect, the disposition of the applicant's application shall be submitted to the Board of Directors for review before a denial of the application is transmitted to the applicant. The Board of Directors shall have the final authority to approve or deny the application of any such applicant.

Section 4. Action against Membership.

The Board of Directors shall have the authority to censure, suspend, or expel any Member that ceases, for any reason, to satisfy the criteria for membership, or that otherwise fails to fulfill the duties and responsibilities of membership in the Association, as described in these Bylaws and as prescribed by the Board of Directors, from time to time. Any Member that is suspended or expelled may be reinstated by an affirmative vote of a two-thirds majority of the Board of Directors, provided that the Member demonstrates that it satisfies the criteria for membership. A voting Member that ceases to satisfy the criteria for membership as a voting Member may be permitted to convert its membership to non-voting status, provided that the Member satisfies the criteria established for non-voting membership.

Section 5. Non-payment of Fees and Dues.

Any Member that is delinquent in the payment of dues for a period of ninety (90) days from the time dues become due and owing may be suspended from participation in the programs and services of the Association, upon a majority vote of the Board of Directors, until the delinquent dues, plus interest running from the date the dues become due and owing at the rate of 1.5% per month, are paid in full. If the Member's dues are not brought up-to-date (plus accrued interest) within the next succeeding thirty (30) days, the delinquent Member's membership may be terminated by the Board of Directors and, thereupon, all of the Member's rights and privileges of membership in the Association shall be forfeited.

Section 6. Resignation.

A Member may resign by submitting a written resignation with the Secretary of the Association; provide, however, that such resignation shall not relieve the Member of its obligation to pay dues through and including the fiscal year in which the resignation is received and any other charges therefore accrued and unpaid (including accrued but unpaid interest on delinquent dues). Any Member who resigns may be reinstated provided the Member satisfies all criteria for memberships, pays all unpaid charges accrued during its prior membership, and pays the then applicable initial fees and annual dues.

Section 7. Member Representatives.

Members shall participate in meetings of the Members through their designated representatives. Each Member shall designate its representative in writing, and the Secretary of the Association shall maintain a list of each individual who has been authorized by a Member to act on behalf of the Member in connection with the business of the Association. A Member may have more than one designated representative; provided, that only one representative may act on behalf of the Member at a meeting. A Member may change its designated representative(s) by written notice to the Secretary of the Association. Any such change shall become effective prospectively upon actual receipt of the notice of change by the Secretary.

ARTICLE IV. DUES AND ASSESSMENTS

Section 1. Initial Fees and Annual Dues.

The Board of Directors shall annually review and establish a schedule of initial membership fees and periodic dues.

Section 2. Proration.

Dues of a Member that is admitted after the first day of the Association's fiscal year shall be pro-rated for the year in which such facility is admitted on the basis of the number of calendar months remaining in such first membership year, including the calendar month of admission.

Section 3. Non-Refundable.

All fees and dues paid by Members in respect of their membership in the Association shall be non-refundable.

Section 4. Payment.

Initial fees and dues shall become due and payable in accordance with the schedule of fees and dues established by the Board of Directors, from time to time.

Section 5. Assessments.

The Board of Directors may make periodic assessments above and beyond annual dues as are needed by the Association.

Section 6. Contributions.

The Board of Directors shall be empowered to accept contributions from Members or other interested parties. Such contributions shall be used solely for the expenses of conducting the affairs of the Association and shall be disbursed at the discretion of the Board of Directors; provided that contributions may be accepted by the Board of Directors for specific purposes as designated by the contributors.

ARTICLE V. MEETINGS OF MEMBERS AND VOTING

Section 1. Annual Meeting.

The Association shall hold annual meetings of the Members. Each annual meeting of the Association shall be held at such place either within or without the State of New Mexico and the date as may be determined by the Board of Directors. At each annual meeting, directors shall be elected and any other business that arises may be transacted. Non-voting Members shall not participate in Annual Meetings; provided, however, the Association may permit non-voting Members to participate in events that coincide with Annual Meetings.

Section 2. Special Meetings.

Special meetings of the voting Members of the Association may be called by the Board of Directors at any time or shall be called by the President within thirty (30) days after the filing of a written request for such a meeting by four (4) voting Members. The business to be transacted at any special meeting shall be stated in the notice thereof and no other business may be considered at that time. The Board of Directors may designate any place, either within or without the State of New Mexico, as the place of meeting for any special meeting. Non-voting Members shall not participate in Special Meetings

Section 3. Notice of Meetings.

Written notice of any meeting of the Association stating the date and the place of any meeting of the voting Members shall be mailed, faxed or e-mailed to the last known address of each voting Member not less than ten (10) days or more than fifty (50) days before the date of such meeting. Attendance of a Member's designated representative at a meeting of Members constitutes a waiver of notice of the meeting, except where the representative attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Voting.

Each voting Member shall be entitled to one (1) vote on any matter that comes before the voting Members at any Annual Meeting, special meeting, or otherwise. Unless otherwise provided by these Bylaws or applicable law, when an action is to be taken by the voting Members, it shall be authorized by a majority vote of those voting Members present at a meeting (or represented by valid proxy).

Section 5. Proxies.

Voting by proxy shall be permitted at any meeting of the voting Members, but no proxy shall be valid unless it is in writing, specifies the meeting or meetings for which proxy is to be in effect, and is signed

by an authorized representative of the Member. The proxy shall be filed with the Secretary of the Association on or before the date of the meeting for which it is to be effective. A complete copy, fax, or other reliable reproduction of the proxy may be substituted or used in lieu of the original proxy for any purpose for which the original could be used. A proxy shall not be valid after the expiration of three years from its effective date unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the Member executing it except as otherwise provided by the laws of the state of New Mexico.

Section 6. Quorum.

At an annual or special Association meeting a quorum of eligible voting Members will be necessary for the transaction of business. A quorum shall be defined as a majority of the voting members.

Section 7. Informal action.

Any action required to be taken at a meeting of the Members of the Association or any other action which may be taken at a meeting of Members, may be taken without a meeting, if a consent in writing setting forth the action so taken, shall be signed by all the voting Members entitled to vote with respect to the subject matter hereof.

Section 8. Conduct.

The meetings and proceedings of this Association shall be regulated and controlled according to "Robert's Rules of Order" (revised) for parliamentary procedure, except as may be otherwise provided by these Bylaws.

Section 9. Attendance at Meetings via Electronic Means.

A Member, through its designated representative, may participate in a meeting of Members by conference telephone, video conferencing, or similar communications equipment by which all persons participating in the meeting may hear each other, provided that all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting for purposes of determining a quorum and voting.

ARTICLE VI. OFFICERS

Section 1. Officers.

The elected officers of this Association shall be a President, a President Elect (1st Vice President), a 2nd Vice President, a Secretary and Treasurer to be elected by the voting Members at the Annual Meeting of the Association. Only individuals who are either employees or equity owners of voting Members shall be eligible to be officers of the Association. No officer may hold more than one office and no more than one (1) representative from any one voting Member shall be entitled to hold any office at any one time. The officers of the Association shall also comprise the Board of Directors. The Immediate Past President will serve his/her remaining one term following a new election as a member of the board.

Section 2. Nominations.

In accordance with the procedure specified in Article IX, Section 1, the Nominating Committee shall mail, fax or e-mail to the voting Members at least ten (10) days before the Annual Meeting, a slate of eligible nominees for each of office of the Association which is either vacant or is about to expire. Each person so nominated shall have given prior consent to their nomination and election to hold office.

Section 3. Term of Office.

Each officer shall hold office for the term for which he or she is elected or appointed (generally two (2) years) and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. An officer may resign by written notice to the Association. The resignation is effective on its receipt by the Association or at a subsequent time specified in the notice of resignation. The election or appointment of an officer does not of itself create contract rights. All officers shall be eligible for re-election. Each elected officer shall serve concurrently as a member of the Board of Directors, and as such, only individuals who are eligible to be Directors of the Association may be officers.

Section 4. Vacancies and Removal.

An officer may be removed by the Board of Directors for cause, by an affirmative vote of two thirds majority of the Board of Directors, acting in its judgment in the best interests of the Association. "Cause" for removal of a director includes, but is not limited to:

1. An officer ceases to be eligible to be a director and officer of the Association;
2. An officer is absent from three consecutive Board of Director meetings without contacting any other Board member, or otherwise fails to dutifully perform the functions and obligations of his or her office; or
3. An officer's conduct is not consistent with the policies and philosophy of the Association.

The Board of Directors may fill any vacancies in any office occurring for whatever reason.

Section 5. President.

The President shall be the Chairman of the Board of the Association. The President shall also serve as an ex-officio member, with the right to vote, on all Committees of the Board, except the Nominating Committee. The President shall chair the Executive Committee. The President shall preside at the Annual Meeting of Members and all meetings of the Board of Directors, and shall perform such other duties usually reserved to the office of President of a non-profit corporation, and such additional duties as may be prescribed by the Board of Directors.

Section 6. President Elect (1st Vice President).

The President Elect (1st Vice President) shall perform the duties of the President in the event the President is absent, is unable to serve or otherwise declines to act. The President Elect (1st Vice President) shall be a member of the Executive Committee. The President Elect (1st Vice President) shall have such powers and perform such other duties as the Board of Directors may prescribe or the President may delegate subject to the approval of the Board of Directors.

Section 7. 2nd Vice President.

The 2nd Vice President shall perform the duties of the President in the event the President and President Elect (1st Vice President) are absent, are unable to serve or otherwise decline to act. The 2nd Vice President shall have such powers and perform such other duties as the Board of Directors may prescribe or the President may delegate subject to the approval of the Board of Directors.

Section 8. Secretary.

The Secretary shall maintain and keep, or cause to be maintained and kept, the records and seal of the Association and minutes of all meetings in proper form. The Secretary shall deliver such records and

minutes to his or her successor at the Annual Meeting at which his or her successor is elected, and at any other time he or she may be so directed by the President. The Secretary shall be responsible for maintaining an up-to-date list of Members, and their representatives, and for the mailing of notices to Members as required by these Bylaws or applicable law. The Secretary shall perform such other duties as may be prescribed by the Board of Directors.

Section 9. Treasurer.

The Treasurer shall maintain and keep, or caused to be maintained and kept, the financial records of the Association, including but not limited to a record of all moneys received and expended by the Association. The Treasurer shall deliver such records to his or her successor at the Annual Meeting at which his or her successor is elected, and at any other time he or she may be so directed by the President. The Treasurer shall be responsible for the collection of all member dues and/or assessments, shall follow proper accounting procedures for the handling of Association funds, and shall be responsible for the keeping of such funds in a manner approved by the Board of Directors. The Treasurer shall submit or cause to be submitted to the Board of Directors an annual budget for the Association and shall submit or cause to be submitted a written report of the finances of the Association at the Annual Meeting and at other times when called upon by the President or Board of Directors.

Section 10. Immediate Past President

The Immediate Past President shall attend all board meetings and remain a voting member of said Board of Directors until the next election of the board of Directors. The Immediate Past President will follow the same rules of the Board.

Section 11. Executive Director

The Executive Director shall attend all meetings of the Association and Board of Directors. The Executive Director will work in conjunction with the Secretary to keep meeting records. The Executive Director shall have charge of records of the Association; collect dues from the members and issue receipts therefore; work in conjunction with the Treasurer to keep proper and accurate account of monies coming into the Association; give proper notices of meetings of the Association; and shall do and perform such other duties as may be directed by the Board of Directors. The Executive Director shall receive such fee as the Board of Directors may review and set on an annual basis.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. General Power.

The governing body of the Association shall be the Board of Directors. The Board of Directors shall generally supervise, control and direct the affairs of the Association, and the Board of Directors may adopt such rules and regulations, and otherwise take such actions, as it deems necessary and appropriate for the conduct of the Association's business. The Board of Directors may hire one or more full-time or part-time employees as it deems necessary and appropriate to manage the day-to-day affairs of the Association.

Section 2. Number, Tenure and Qualifications.

The Board of Directors shall consist of the President, President Elect (1st Vice President), 2nd Vice President, Secretary and Treasurer.

Section 3. Nominations.

Nominations for Directors shall be conducted at the same time and in the same manner as nominations for officers.

Section 4. Election.

Directors shall be elected at Members' Annual Meetings, by the affirmative vote of a majority of the voting Members. Each Director shall serve a term of two (2) years or until her or his successor shall have been elected and qualified. All Directors shall be eligible for re-election.

Section 5. Quorum and Voting.

At any meeting of the Board of Directors a quorum necessary for the transaction of business shall consist of a majority of the members of the Board. Any such business thus transacted shall be valid providing that it is affirmatively acted upon by a majority of those present and voting, unless otherwise provided by these bylaws. Each member of the Board shall have one vote.

Section 6. Taking Action without a Meeting.

Unless otherwise provided by the Association's Articles of Incorporation or these Bylaws, action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or a Committee may be taken without a meeting if, before or after the action, all members of the Board or of the Committee consent to the action in writing. The written consents shall be filed with the minutes of the proceedings of the Board or Committee. The consent has the same effect as a vote of the Board or Committee for all purposes.

Section 7. Meetings.

The Board of Directors shall conduct not less than two (2) regular meetings during each fiscal year at such times and at such places as the Board may prescribe. Notice of all such meetings shall be given to the members of the Board not less than ten (10) days before the meeting is to be held. Special meetings of the Board may be called by the President or at the request of any two (2) Directors, by noticed mailed, faxed, or e-mailed to each Director not less than seventy-two (72) hours before the meeting is held. Attendance of a Director at a meeting of the Board of Directors constitutes a waiver of notice of the meeting, except where the Director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. Attendance at Meetings via Electronic Means.

Directors may participate in a meeting of the Board by conference telephone, video conferencing, or similar communications equipment by which all persons participating in the meeting may hear each other, provided that all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting for purposes of determining a quorum and voting.

Section 9. Vacancies.

Repeated failure of a member of the Board of Directors to attend meetings of the Board may be cause for the Board of Directors to declare his/her office vacant. Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors. A member of the Board of Directors so elected to fill a vacancy shall serve the un-expired term of his or her predecessor.

Section 10. Removal of Directors.

The Board of Directors may, in its discretion, by an affirmative vote of a two-thirds majority of the full Board, remove any director from office for cause. "Cause" for purposes of this Section shall have the same meaning as "cause" for purposes of the removal of Officers.

Section 11. Compensation.

Members of the Board of Directors shall not receive any compensation for their services.

Section 12. Indemnification.

Each director or officer or other agent of the corporation (during his/her term of office or thereafter) shall be indemnified by the corporation against expenses or liabilities reasonably incurred or imposed in connection with any hearing, proceeding or investigation or in resisting or preparing to resist any claim or litigation, by whomsoever asserted, arising out of or in connection with any action taken or omitted in good faith as such officer, director, or agent. For the purposes of this paragraph (a) the term "expense or liabilities" shall include but not be limited to attorneys' fees, court costs, judgments and the costs of reasonable settlements; and (b) the term "reasonable settlements" shall include settlements or compromises approved by the Board of Directors or by counsel of the corporation in a written opinion to the President that the settlement or compromise is in the interest of the corporation and falls within these provisions of the Bylaws. The foregoing right of indemnification shall extend to the estate, personal representatives or heirs of any director or officer or agent and shall not be exclusive of other rights to which such officer or director or agent may be entitled as a matter of law or equity.

For the purposes of the foregoing provisions of these Bylaws, the good faith of any officer or director or agent of this corporation shall not be questioned on the ground that action was taken or omitted by him in reliance upon the correctness of information supplied by other officers or employees in the course of their duties or in reliance upon the advice of counsel for the corporation.

The Corporation, its directors, officers, employees, and agents shall be fully protected in making any determination as to the existence or absence of a right to indemnity in making or refusing to make any payment on the basis of such determination, and in reliance upon the advice of counsel, in taking any other action under these provisions of the Bylaws.

ARTICLE VIII. STANDING AND SPECIAL COMMITTEES

Section 1. Appointment of Committees.

All committees shall be appointed by the Board of Directors. No appointment shall be made which will afford any member a majority representation on any committee. All committees will be composed of facility members and may have vendor members. Standing committees shall be appointed by the Board as soon as practical after the election to office and shall serve at the Board's will during the Board term or until their successors are appointed. The President shall be required to appoint a member of the Board of Directors as a Board representative on each of the standing committees. The Board of Director Liaison/representative assigned to the committee must bring the Committee recommendations to the NMSASC Board of Directors for review and final approval.

In addition, the President shall be required to appoint a member of the Board of Directors to act as a liaison person with the legislative lobbyist, should one be employed by the Association. The Board may

create, replace or eliminate any standing committee by a majority vote of a quorum present at any properly convened meeting of the Board.

Section 2. Nominating Committee.

The President, subject to the approval of the Board of Directors, shall, at least sixty (60) days prior to the scheduled annual meeting, appoint a Nominating Committee. The Nominating Committee shall consist of not more than three (3) individuals, all of whom shall be voting Member representatives. The Nominating Committee may receive recommendations for vacant or expiring offices and Board positions from the voting Members. The Nominating Committee shall then nominate candidates for those required offices and directorships of the Association as provided in these Bylaws and, after approval by the Board of Directors, mail, fax or e-mail such nominations to the Members at least ten (10) days before the annual meeting. These nominations shall be voted upon at the annual meeting by the voting members as these Bylaws prescribe.

Section 3. Standing Committees.

Communication
Education
Legislative
Membership

All of the above committees shall report their activities to the membership at each Education Day general session. The committees shall be governed by rules and regulations established by the Board of Directors from time to time. Each committee member regardless of membership classification shall have one vote in all matters considered by the committee. Each committee will report to the Board of Directors their recommendations, findings and any other issues before said committee for final review. Committees may not enter into contractual agreements, represent NMSASC or take action, without the review and authorization of the Board of Directors.

Section 4. Other Committees.

The President may appoint standing committees. The composition and procedure of these committees shall be prescribed by the President subject to the approval of the Board of Directors.

Section 5. Term of Office.

Except as otherwise provided, each committeeperson shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 6. Chairperson.

One committeeperson of each committee shall be appointed chairperson.

Section 7. Vacancies.

Vacancies in any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.

Section 8. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a

majority of the whole committee shall constitute a quorum and the act of a majority of the committee persons present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Rules.

Each committee shall adopt rules for its government consistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1. Conflict of Interest.

Prior to assuming an office or becoming a member of the Board, each officer and/or Director of the Association shall disclose to the Board of Directors, in writing, any contracts, understandings, agreements, outside involvement (outside the Association), or any “conflicts of interest” or potential “conflicts of interest.” Each officer or Director shall disclose any potential conflict of interest that arises during such officer’s or Director’s term. Failure to comply with the above shall be grounds for removal of such person as an officer and Director.

Section 2. Fiscal Year.

The fiscal year of the Association shall be the calendar year.

Section 3. Inurement.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered by those persons who effectuate the goals of this corporation and to make payments and distributions for the furtherance of the purposes set forth in this article.

Section 4. Dissolution.

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. If at any time the corporation shall cease to carry out the purposes as herein stated, or upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets and property of the corporation in a manner consistent with the Association’s Articles of Incorporation

Section 5. Amendment of Bylaws.

These Bylaws may be amended or repealed by a majority vote of the voting Members at any Annual or special meeting of the Association duly called and held, notice of the content of such proposed changes having been mailed, faxed, or e-mailed to the voting Members not less than ten (10) days before such meeting. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of voting Members addressed to the Board.

Adopted by the Membership on April 02, 2021

Dr. Lookman Lawal, President