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# **BYLAWS OF BURMESE MEDICAL ASSOCIATION OF NORTH AMERICA**

## **ARTICLE I. CORPORATE OFFICES**

The Association shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Association may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

## **ARTICLE II. CORPORATE PURPOSES AND LIMITATIONS**

### **SECTION A: PREAMBLE**

The Burmese Medical Association of North America is a non-profit organization consisting of professional medical doctors and allied health care personnel who have had part or all of their basic educational training in Burma (now called Myanmar). Membership is also extended to dentists and allied health care personnel who received their training outside Burma, that are relatives or families of someone of Burmese heritage. It is organized under the laws of the United States of America and incorporated in the State of Illinois, and may accept members from the United States and Canada.

The members of Burmese Medical Association of North America have delegated to the Executive Committee and the Board of Directors and duties and responsibilities as outlined in these bylaws in order to execute its interests. For the purpose of these Bylaws, unless the context requires a different interpretation:

"Burmese" shall mean people of, or from, the country of what was formerly known as Union of Burma, recently changed as Union of Myanmar.

"Burma" and "Myanmar" shall be used to imply the same country.

"Medical" shall mean the professional field of medicine.

"Physician" shall mean professional medical doctors who are in the process of, or who are currently in, training or those who are engaged in research, teaching, administration, organized medical practice as well as those who have retired from any of these fields.

"Non-Physician Medical Profession" shall mean those who are in training, or work in the allied health care profession.

### **SECTION B: GENERAL PURPOSES**

The Burmese Medical Association of North America (the Association) is organized and operated exclusively for such purposes as are permitted in with Sec. 501(c)(6) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the "Code"). More specifically, this Association has been

established for the following purposes:

1. to promote the welfare of persons of Burmese heritage engaged in medical professions;
2. to encourage sound and ethical professional practices among its members;
3. to sponsor meetings for the purpose of discussing various aspects of medicine and its allied fields and to provide a forum for the medical education for its members;
4. to cooperate with all public and private agencies and the public-at-large in all matters relating to sound medical practice;
5. to acquire information and to inform its members of changes in the laws affecting U.S.-Burmese relations and the health care sector of both countries and to provide a platform from which its members can express their views on these issues;
6. to assist physicians and other health care professionals as they arrive from Burma with professional examinations, licensure and job placement; and
7. to afford the opportunity for those persons of Burmese heritage who are engaged in the health care sector to secure the benefits of personal acquaintance.

#### SECTION C: LIMITATIONS

1. This Corporation is organized exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code.
2. The property of this Corporation is irrevocably dedicated to the promotion of the above purposes and is not organized for profit and no part of the net earnings may inure to the benefit of any private person.
3. Upon the dissolution of winding up of the 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 exempt purposes and which has established its tax exempt status under Section (c) of the Internal Revenue Code.

### ARTICLE III. MEMBERSHIP

#### SECTION A: CLASSES OF MEMBERS

The Association shall have two classes of members. The designation of such classes shall be as follows:

1. Active Members are those physicians, dentists and allied health care personnel who pay full membership dues. Only active members shall have voting privileges.
2. Associate Members are those physicians, dentists or allied health care personnel who are in transition as that term is defined by the Board of Directors. Associate members pay associate membership dues and shall have all the privileges of membership, but shall not have a vote.

#### SECTION B: ELECTION OF MEMBERS

Members shall be elected by the Board of Directors. Applicants for membership of the Association shall submit such information in support of their application as the Board of Directors shall require. An affirmative vote of a majority of the directors shall be required for election.

#### SECTION C: VOTING RIGHTS

Each Active Member shall be entitled to one vote on each matter submitted to a vote of the members.

#### SECTION D: TERMINATION OF MEMBERSHIP

The Board of Directors, by a two-thirds vote of all the members of the Board, may suspend or expel a member for conduct detrimental to the interests of the Association, after an appropriate hearing, and may, by a two-thirds vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

#### SECTION E: RESIGNATION

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

#### SECTION F: REINSTATEMENT

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by affirmative vote of majority of the members of the board reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

#### SECTION G: TRANSFER OF MEMBERSHIP

Membership in this Association is not transferable or assignable.

#### SECTION H: MEMBERSHIP CERTIFICATES

No membership certificates of the Association shall be required.

### ARTICLES IV. MEETINGS OF MEMBERS

#### SECTION A: ANNUAL MEETING

The Association shall hold an annual meeting on the first weekend of August every year at which the officers and directors for the next term shall be elected. If these elections shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Membership or by a vote without a meeting in accordance with Section G, below, as soon thereafter as conveniently may be.

#### SECTION B: SPECIAL MEETINGS

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

#### SECTION C: NOTICE OF MEETINGS

Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five (5) nor more than sixty (60) days before the date of such meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of such meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid. Notice requirements may be satisfied by sending a facsimile or email communication in a timely manner.

#### SECTION D: RECORD DATE

The record date for any meeting of the members shall be the date on which notice is delivered.

#### SECTION E: QUORUM

The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice.

#### SECTION F: MANNER OF ACTING

A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

#### SECTION G: ACTION WITHOUT MEETING

Any action required by law to be taken at a meeting of the members, or any 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 either by all of the members entitled to vote with respect to the subject matter thereof, or by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If a consent is signed by less than all of the members entitled to vote then at least five (5) days prior to the effective date of such consent a notice in writing of the proposed action shall be delivered to all of the members entitled to vote with respect to the action taken. Notice shall also be given, promptly after the effective date of such consent, to all members entitled to vote who have not consented.

#### SECTION H: TELEPHONE MEETING

Members of the board of directors or non-director committee members may participate in and act at any meeting of such board or committee 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. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

## ARTICLE V. BOARD OF DIRECTORS

### SECTION A: GENERAL POWERS

The affairs, business and all legal matters of the Association shall be managed by its Board of Directors.

### SECTION B: NUMBER AND TENURE

The number of Board of Directors shall be 7 and may vary from time to time up to 11 by resolution of the Board of Directors without amendment of these bylaws. Four (4) of these directors shall be members-at-large who shall be elected by members of their respective regions, hereby designated as U.S. EAST, U.S. CENTRAL, U.S. WEST, AND CANADA. If an Executive Director is employed as the principal business administrator he/she shall be an ex-officio member of the board and shall be considered for purposes of notice and quorum but shall not be elected for a term of office. The Board of Directors may from time to time, by amendment of these bylaws, change the minimum and maximum number of Directors but in no case shall the number be less than three. Each Director shall hold office for a term of three years unless the Board of Directors shall expressly resolve to elect a Director for a shorter term. Beginning after the date of the implementation of these bylaws, the first Board election shall provide for staggered terms of office so that approximately one-third of the Directors, thereafter, shall be elected at each annual meeting of the Board. Notwithstanding the limitation on the term of office, each elected Director shall hold office until his or her successor shall have been elected and qualified.

### SECTION C: QUALIFICATIONS

To be qualified for the office of Director, each person must personally affirm all points of the above purpose statement, must abide in all respects with the corporate purpose; and must characterize personal commitment to the values of the Association.

### SECTION D: ELECTION

Nomination for officers of the Association and members-at-large of the Executive Committee shall be presented by the Nominating Committee at its convention. At that convention, nominations may be received from the floor. Election shall be by a majority vote of those voting members eligible to vote and present at the convention at the time the vote is taken.

### SECTION E: RESIGNATION AND REMOVAL

Any director who fails to attend three (3) consecutive meetings, whether regular or special, of the Board without an excused absence, may be removed from the Board at the discretion of the remaining directors. For purposes of this subsection, the nature of the absence, whether excused or unexcused, shall be determined by the President of the Corporation. Such determination shall be final and binding on all parties concerned. The Board of Directors may by a two-thirds majority vote recommend removal of any officer or member of the Association for

conduct detrimental to the interests of the association, or, if illness makes him/her incapable of fulfilling the duties of his/her office. Removal may be effected by a majority votes of the active members. The officer or member involved shall be afforded the opportunity to speak on his/her own behalf prior to any vote on his/her removal.

#### SECTION F: VACANCIES

Any vacancy occurring in the Board of Directors to be filled by reason of any increase in the number of Board members or resignation or termination of a Board member shall be filled by the Board of Directors as soon as practical. A Director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

#### SECTION G: COMPENSATION

Directors shall not receive any stated salaries for their services as Directors of the Association. However, by resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for each regular or special Meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Directors from serving the Association in any other capacity and receiving reasonable compensation therefore.

### ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

#### SECTION A: ANNUAL MEETING

An annual meeting of the Board of Directors shall be held on the first weekend of August each year, or at such other time and place as may be designated by the President or Secretary of the Board in accordance with the notice provisions hereinbelow, for the transaction of such business as may come before the meeting.

#### SECTION B: SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called by or at the request of the Chairperson, any two of the members of the Board of Directors, or the President of the Association. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place for holding any Special Meeting of the Board of Directors called by them.

#### SECTION C: NOTICE

Notice of any meeting of the Board of Directors shall be delivered not less than three (3) days nor more than sixty (60) days prior to the date of the scheduled meeting. Written notice shall be delivered to each member of the Board of Directors at his or her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the mail of the country of residence of the Board of Directors member as appears in the records of the Association in a sealed envelope so addressed, with postage thereon prepaid. Notice requirements may be satisfied by sending a facsimile or email communication in a timely manner. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Board member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of

Directors, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws.

#### SECTION D: QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors provided that if less than half of the Board of Directors are present at the said meeting, a majority of the Board of Directors present may adjourn the meeting to another time without further notice.

#### SECTION E: MANNER OF ACTING

The act of majority of the Directors present at a duly convened meeting shall be the act of the Association unless the act of a greater number is required by statute, these bylaws or the Articles of Incorporation. Directors may not vote by proxy nor under any other power of attorney.

#### SECTION F: TELEPHONE MEETING

Members of the board of directors or non-director committee members may participate in and act at any meeting of such board or committee 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. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

#### SECTION G: INFORMAL ACTION BY DIRECTORS

Any action required by the Illinois Not for Profit act, to be taken at a meeting of the board of directors of a Association, or any other action which may be taken at a meeting of the board of directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and all of any non-director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors or committee members. All the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the directors or all the committee members as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State.

### ARTICLE VII. COMMITTEES

#### SECTION A: STANDING AND SPECIAL COMMITTEES

The Board of Directors shall have power to appoint committees for the purpose of conducting certain aspects of the corporate business not otherwise delegated. Each committee of the Board shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the Board. Members of the committees may be

any person deemed to be qualified by the Board who has actively demonstrated a willingness to work toward the goals of the organization. The term of office for committee members shall be one year beginning each year at the annual meeting of the Board unless otherwise specifically designated in the resolution appointing the committee member.

#### SECTION B: COMMITTEE MEETINGS

Committee meetings may be called by the chairperson of the Board, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting.

#### SECTION C: RESIGNATION AND REMOVAL

Any member of a committee may resign at any time by giving written notice to the Chairperson of the committee or to the Secretary of the Association. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Directors.

#### SECTION D: QUORUM

A quorum of a committee shall consist of one-third of the members of the committee then in office, provided that if less than one-third of the committee membership is present at said meeting, a majority of the committee members present may adjourn the meeting to another time without further notice.

#### SECTION E: MANNER OF ACTING

Unless otherwise provided in the resolution of the Board designating a committee, the act of a majority of any committee shall be the act of the committee. All committee members, including the President of the Board of Directors, shall be notified in advance of all meetings of the committee.

#### SECTION F: RULES

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

### ARTICLE VIII. OFFICERS AND AGENTS

#### SECTION A: OFFICERS

The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board at its annual meeting. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person, except that the offices of President or Secretary may not be held by the same person concurrently.

#### SECTION B: PRESIDENT

The President shall be the principal officer of the Association, and, subject to the control of the Board, shall preside at all meetings of the Board as chairperson of the Board. He/She may sign, with the Secretary or any other officer of the Association authorized by the Board, such documents and deeds of the Association as necessary or appropriate including, but not limited to, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed, and, in general, shall discharge all duties incident to the office of President and such other duties as may be assigned to him/her by the Board from time to time.

#### SECTION C: PRESIDENT-ELECT

During the absence or disability of the President, the President-Elect shall exercise all of the functions of the President. The President-Elect shall be appointed for the post of President at the next election of officers, and shall automatically succeed the President when the latter fails to serve for any reason. He/She shall have such powers and discharge such duties as may be assigned to him/her from time to time by the Board.

#### SECTION D: SECRETARY

The Secretary shall: (a) be responsible for the keeping of the minutes of the Board and Committee meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general, discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board.

#### SECTION E: TREASURER

The Treasurer shall: (a) monitor the financial books of the Association; (b) keep regular books of account; (c) render to the Board from time to time as may be required of him/her, an account of the financial condition of the Association; and (d) in general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned to him/her by the President or by the Board.

#### SECTION F: COMPENSATION

Board of Directors members shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each Regular or Special Meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Board of Directors member serving the Association in any other capacity and receiving compensation therefor.

#### SECTION G: VACANCIES

Any vacancies occurring in the Board of Directors to be filled by reason of any increase in the number of Board members or resignation or termination of a Board member shall be filled by the Board of Directors as soon as practical. Any member so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

#### SECTION H: DELEGATION OF AUTHORITY

In case of the absence of any officer of the Association, or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any Director or employee of the Association, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the entire Board concurs therein.

SECTION I: ELECTION AND TERM OF OFFICE

The officers of the Association shall be elected by the Board annually at the first meeting of the Board held after each annual meeting of the directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for a term of two years, or until the first of the following to occur: until his/her successor shall have been duly elected and shall have qualified; or until his/her death, or until he/she shall resign in writing; or until he/she shall have been removed in the manner hereinafter provided.

SECTION J: REMOVAL

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

SECTION K: QUALIFICATIONS

All officers shall meet the qualifications set out in these bylaws above

ARTICLE IX. ADVISORY COUNCILS OR BOARDS

The Board of Directors may from time to time appoint advisory boards or special councils for specific purposes that do not require corporate action. The corporation of such advisory groups may include persons with professional skills or special experience necessary to advise and inform the Board of Directors. Such advisory groups shall not have the authority to commit the corporation to any legal contracts or agreements whether or not related to the business of the corporation. The Board of Directors shall not lend "apparent authority" to such, advisory groups and all related corporate resolutions shall expressly limit the groups authority in this respect.

ARTICLE X. FINANCIAL POLICIES

SECTION A: FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January each year.

SECTION B: SALE OF ASSETS

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Association outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all the property and assets of the

Association shall be authorized only upon receiving the vote of three-fourths of the directors in office.

#### SECTION C: CONTRACTS

The Board may authorize any officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

#### SECTION D: LOANS

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

#### SECTION E: CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

#### SECTION F: DEPOSITS

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

### ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

#### SECTION A: INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE ASSOCIATION.

The Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he/she is or was a Director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a Director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Association, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

**SECTION B: INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE ASSOCIATION.**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**SECTION C: RIGHT TO PAYMENT OF EXPENSES.**

To the extent that a Director, officer, employee or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

**SECTION D: DETERMINATION OF CONDUCT**

Any indemnification under Sections (1) and (2) of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such faction, suit or proceeding, (ii) if such a quorum is not obtainable, or, even if attainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote, if any.

**SECTION E: PAYMENT OF EXPENSES IN ADVANCE.**

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article.

**SECTION F: INDEMNIFICATION NOT EXCLUSIVE**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of

disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION G: INSURANCE.

The Association shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a Director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION H: NOTICE TO MEMBERS.

If the Association has paid indemnity or has advanced expenses under this Article to a Director, officer, employee or agent, the Association shall report the indemnification or advance in writing to the Members entitled to vote with or before the notice of the next meeting of such Members.

SECTION I: REFERENCES TO ASSOCIATION.

For purposes of this Article, references to "the Association" shall include, in addition to the surviving Association, any merging Association (including any Association having merged with a merging Association) absorbed in a merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, and employees or agents, so that any person who is or was a Director, officer, employee or agent of such merging Association or is or was serving at the request of such merging Association as a Director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving Association as such person would have with respect to such constituent Association if its separate existence had continued.

SECTION J: OTHER REFERENCES.

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; reference to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Association" shall include any service as a director, officer, employee or agent of the Association which imposes duties on or involves services by such Director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Association" as referred to in this Article.

SECTION K: SEVERABILITY.

The invalidity or unenforceability of any provision in this Article shall not affect the

validity or enforceability of the remaining provisions of this Article.

## ARTICLE XII. MISCELLANEOUS

### SECTION A: WAIVER OF NOTICE OF MEETINGS

Whenever any notice is required to be given to any Director of the Association under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not-For-Profit Association Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### SECTION B: DIRECTOR CONFLICT OF INTEREST

3. If a transaction is fair to the Association at the time it is authorized, approved or ratified, the fact that a Director of the Association is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
4. In a proceeding contesting the validity of a transaction described in Section 1, the person asserting validity has the burden of proving fairness unless (1) the material facts of the transaction and the director's interest or relationship were disclosed or known to the Board of Directors or committee consisting entirely of Directors and the board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors be less than a quorum; or (2) the material facts of the transaction and the Director's interest or relationship were disclosed or are known to the Members entitled to vote, if any, and they authorized, approved or ratified the transaction without counting the vote of any Member who is an interested Director.
5. The presence of the Director, who is directly or indirectly a party to the transaction described in Section 1, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the board takes action on the transaction.
6. For purposes of this Article, a Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, Director or general partner.

### SECTION C: SEAL

The Association shall not maintain a corporate seal.

### SECTION D: BOOKS AND RECORDS

The Association, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and committee members. All books and records of the Association may be inspected by a Director, or his agent or attorney at any reasonable time.

#### SECTION E: AMENDMENTS

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new articles and bylaws may be adopted by a vote of two-thirds of the Directors present at any regular meeting or any special meeting called for that purpose. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all Directors at least twenty days before the meeting at which the vote thereon is to be taken, and shall identify the persons proposing the amendment.

#### SECTION F: CONCILIATION OF DISPUTES

In the event a dispute may arise between two or more persons operating under the authority of these Bylaws and such dispute cannot be resolved, the parties to the dispute shall submit the circumstances and issues to the dispute for mediation and arbitration as follows:

1. Each party to the dispute shall select a trusted person to hear the matter in a fair and impartial manner. Such person may not be in any way related to the choosing party by way of family connections, employment or contractual relations.
2. The persons so selected shall appoint one or more additional person(s) as may be necessary to provide an odd numbered mediation panel and such additional person(s) shall be similarly qualified as to all of the parties in conflict.
3. When the mediation panel is assembled the parties in conflict shall be permitted to present evidence and arguments in support of their position and the panel shall deliberate as necessary to resolve the problems. In all matters the panel shall first seek to reconcile the conflicting parties. If reconciliation is not possible then the panel shall arbitrate a solution and such solution shall be binding upon all parties.
4. No person shall bring any dispute under these Bylaws to any court of law or chancery without first proceeding under the above conflict resolution procedure. Unless the determination of the mediation panel is clearly in conflict with the laws of the State of Illinois or in such venue as is appropriate no court shall reverse or otherwise amend the determination except as may be necessary to correct a minor discrepancy.

**CERTIFICATION OF ADOPTION OF BYLAWS**

The undersigned, being the duly elected Secretary of Burmese Medical Association of North America, an Illinois Not-For-Profit Association, does hereby certify that the attached Bylaws of said Association were adopted by the official act of the Board of Directors on August \_\_, 2003, and the same do now constitute the Bylaws of the Association.

Dated this \_\_\_\_ day of August, 2003.

\_\_\_\_\_  
Secretary

**BYLAWS**  
**OF**  
**BURMESE MEDICAL ASSOCIATION OF NORTH AMERICA**

**As Duly Adopted by the Board of Directors**

**this \_\_\_\_\_ day of August, 2003**