

## **BY LAWS:**

### **PREAMBLE**

The Corporation is organized for charitable, educational, medical, or scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), including, but not limited to promote and advance science, research and medicine in Serbia and America.

Upon dissolution of the Corporation, the Board members shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively in a manner that is consistent with the rules that govern an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said the court shall determine, which are organized and operated exclusively for such purposes.

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 services rendered and to make payments and distributions in furtherance of section 501 (c)(3) purposes. No substantial part of the activities of the corporation shall be the dissemination of propaganda, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted (a) by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine.

### **ARTICLE I – NAME**

The name of the organization shall be The Serbian American Medical Association (SAMA).

### **ARTICLE II – ADDRESS**

Until further notice, SAMA ' s mailing address shall be P.O. Box 204, Glen Echo, Maryland, USA.

### **ARTICLE III – PURPOSE**

SAMA is organized for charitable, scientific, and educational purposes, including but not solely:

To provide and facilitate medical support and assistance to residents and physicians of the United States and Serbia;

To advance the professional and educational qualifications of medical professionals and medical students in Serbia;

To conduct educational and professional seminars and conferences in the USA and Serbia;

To provide scholarships and other educational support to qualified medical professionals and students;

To cooperate with and assist other non-profit organizations in the USA sharing the same or similar goals with SAMA, whether in whole or in part, including the dissemination of information on medical topics through SAMA's web site and by other appropriate means to medical professionals and students, both in the USA and in Serbia.

To perform all necessary and proper actions to advance the forgoing objectives, including the raising of funds, entering into contracts and the incurrence of obligations.

#### **ARTICLE IV – MEMBERS**

The organization shall have members.

Membership in SAMA shall be open to anyone who wishes to promote the mission of SAMA and make continuing contributions towards the goals of SAMA.

Following acceptance by the Board of an application and payment of dues, one shall be considered a member for one year.

The Board may designate, for dues paying purposes only, various categories of membership, based on likely ability to pay, provided, however, that each member shall have one vote.

Members shall be divided into the following categories:

- Active members: Active members shall be annual members who have paid the dues assessed to them, by the Governing Body, in a timely fashion.
- Honorary members: Honorary members are friends of SAMA who are not required to pay membership fee. These members are not required to be US citizens or legal residents.
- Medical students, Residents, fellows, and students of medicine and dentistry are exempt from membership dues if they so choose. If they do not pay membership then they do not have voting rights.

#### **ARTICLE III – ANNUAL MEETING**

The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Special Meetings. Special meetings may be called by the President.

Notice of each meeting shall be given to each board member, by mail or e-mail, not less than ten days before the meeting.

#### **ARTICLE IV – HONORARY MEMBERS OF THE BOARD**

The Honorary members of the Board consists of a select group of prominent and caring SAMA friends who have and will provide their financial and advisory support and who have and will be team players with various efforts of the organization.

The Honorary members of the Board shall advise SAMA regarding its fiscal welfare and operation. At the request of the Board members, the Honorary Board may serve as a mediator to resolve disputes among the various office holders and committees and as a mediator; its decision shall be final and binding.

#### **ARTICLE V – MEMBERS OF THE BOARD**

Officers and Duties

There shall be three officers of the Board: a President, Vice President, and Treasurer. Their duties are as follows:

- The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members to preside at each meeting.
- The vice President shall replace the President in case this one is incapacitated. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained. The Secretary will be the custodian of the Articles of Incorporation, By-laws and amendments thereto.
- The Treasurer shall make a report at each Board meeting. Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer shall be responsible for issuing notice and collection of all dues and deposit same in such banks or trust companies as the Board of Director may designate. He or

she will be in charge of all the accounts of SAMA. He or she will also be responsible for filling all income tax returns with the Internal Revenue Service for the year in which the office was held.

#### Board Role, Size, Compensation

The Board of Directors is responsible for overall policy and direction of the Organization, and delegates' responsibility for day-to-day operations to the Officers. The Board shall have up to 8 and not fewer than 3 members. The board may receive a reasonable compensation.

#### **Meetings**

The Board shall meet at least quarterly, at an agreed upon time and place.

#### **Board Elections**

Election of new Board members or election of current officers to a second term will occur as the first item of business at the annual meeting of the corporation. Officers will be elected by a majority vote of the current active Board members.

#### **Terms**

All Board members shall serve 2 year terms, but are eligible for reelection.

#### **Quorum**

A quorum must be attended by at least 51% percent of the Board members before business can be transacted or motions made or passed.

#### **Notice**

An official Board meeting requires that each Board member receives written notice two weeks in advance.

#### **Vacancies**

When a vacancy on the Board exists, nominations for new members may be received at the general annual meeting.

#### **ARTICLE VI – FUNDRAISING**

Unless for specific reasons decided by the Board members, there shall be bi-annual appeal for funds to support the projects sponsored by the Board members of the Association.

#### **ARTICLE VII – AMENDMENTS**

These Bylaws may be amended when necessary by a two-thirds majority of the Board members. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

#### **ARTICLE VIII – ADOPTION**

These bylaws were approved and adopted at a meeting of the Board members.