

Constitution
of
THE NATIONAL NETWORK OF
LATIN AMERICAN MEDICAL STUDENTS, INC.

1 GENERAL

"The National Network of Latin American Medical Students (NNLAMS) shall not discriminate on the basis of race, religion, color, sex, age, sexual orientation, national origin, status as a veteran, gender identity, or handicap in recruitment, admission to membership, or access thereof, or treatment in its programs and activities."

1.1 Name

The name of the organization is The National Network of Latin American Medical Students, Inc., hereinafter called "NNLAMS" or the "Corporation."

1.2 Location

The principal offices of the Corporation shall be in:

University of Illinois at Chicago College of Medicine, Dept. of Medical Education,
Hispanic Center of Excellence.

990 College of Medicine East.
808 S. Wood Street (M/C 591)
Chicago, IL 60612

1.3 Registered Agent

The Executive Board shall have the authority to appoint/change the registered agent and change the location of registered offices in the state of incorporation and any other state in which the Corporation conducts business.

1.4 Purposes

The Corporation is organized primarily for such purposes as to be within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, with its primary purposes:

(1) providing support and guidance to Latino and Hispanic medical students in the United States;

(2) providing education programs for Latino and Hispanic medical students in the United States;

(3) promoting biomedical and health services research, including cultural competence and language issues, for members of the Hispanic community in the United States and to address the health care needs of this community;

(4) developing interest in Hispanic health policy research by Latino and Hispanic medical students in the United States;

(5) encouraging Latino and Hispanic college students to pursue careers in medicine and health care services which address the health care needs of members of Hispanic community in the United States; and; and (6) the conduct of any other activities related to the above-stated purposes, including the promotion of charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax laws. The Corporation may engage in such means as may be necessary and proper to accomplish the foregoing objectives and purposes.

The Corporation is organized and operated exclusively for such purposes as to come within the meaning of IRC Section 501(c)(3) and such other sections of the Code regulating the activities of non-profit corporations established primarily for educational and charitable purposes.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Directors, officers, other private individuals, or other organizations organized and operated for a profit (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 the provisions as herein above stated). No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation.

The Corporation, however, shall be empowered to make the election authorized under IRC Section 501(h). The Corporation shall not participate in nor intervene in (including the publication and distribution of statements) in any campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions contained herein, the Corporation shall not carry on any activities not permitted to be carried on by any organization exempt from federal income taxation under IRC Section 501(a) as an organization described in Section 501(c)(3).

2 MEMBERSHIP

2.1 Membership Categories

Initially, there shall be three categories of>NNLAMS members: (1) Medical and Allied Health Professional Students (Full Members); (2) Interns, Residents, Physicians, and other Allied Health Professionals (Affiliate Members); and (3) Pre-Medical and Allied Health Pre-Professional Students (Provisional Members). Any revisions to the structure of membership classes shall be established by resolution of the Executive Board from time to time.

2.2 Full Members

Medical and Allied Health Professional Students have the right to full membership if currently enrolled in or on leave of absence from an accredited U.S. or Puerto Rican allopathic or osteopathic medical school, or other school of the allied health professions, and are a member of a regional organization or chapter, provided, they have:

- 1) A serious interest in the profession of medicine and/or allied health and the objectives of>NNLAMS;
- 2) Attended at least one regional and/or chapter meeting; and
- 3) Possess no malevolence or intention of disrupting the functions and purposes of>NNLAMS.

No medical or allied health professional student shall be excluded from full membership on the basis of religion, race, ethnicity, sex or sexual preference.

Full Members shall have the right to participate in their respective local chapters and regional sections according to the constitution and bylaws of their respective organizations.

Full Members may campaign for positions on the>NNLAMS Executive Board, and/or hold an appointed seat or chairmanship on a committee or taskforce established by the>NNLAMS Executive Board.

Full Members are expected to be active and attend local chapter meetings, regional section meetings, and the Corporation's annual conference.

It is recognized that studies and examinations are priorities for all Full Members.

2.3 Affiliate Members

All interns, residents, physicians, or other allied health professionals in the United States or Puerto Rico , who demonstrate a strong interest in the profession of medicine and the objectives of NNLAMS, shall be eligible to become Affiliate Members.

Affiliate Members are ineligible to be elected to the positions of the Executive Board. They may, however, participate in NNLAMS, for example, by holding a specially assigned committee chair, leading a task force or sitting on an appointed committee.

Affiliate Members are expected to represent NNLAMS in a professional and dignified manner.

No interns, residents, physicians, or other allied health professionals shall be excluded from affiliate membership on the basis of religion, race, ethnicity, sex or sexual preference.

2.4 Provisional Members

All students currently matriculated in a U.S. or Puerto Rican undergraduate institution, who are enrolled in pre-medical or allied health pre-professional coursework, are eligible to become Provisional Members.

Pre-medical and allied health pre-professional student members shall not be eligible to be elected to the Executive Board, hold a committee chair or lead an assigned task force. They may sit on a committee, if appointed by the Board, and may attend regional meetings and the Corporation's annual conference. No pre-medical or allied health pre-professional student shall be excluded from provisional membership on the basis of religion, race, ethnicity, sex or sexual preference.

2.5 Associates

The Corporation shall develop and maintain relationships with other organizations established for similar or complementary purposes, including, but not limited to, the National Hispanic Medical Association , the American Medical Association and the National Medical Association.

3 CHAPTERS

3.1 Organization

Any group comprised of at least one medical student in any medical school in the United States or Puerto Rico may qualify as a chapter. The qualifier(s) shall contact their regional officers and abide by their regional constitution and bylaws in order to qualify as a NNLAMS chapter. There shall not be more than one NNLAMS chapter at any medical school campus.

Affiliate Members and Provisional Members may attend chapter meetings. They are welcome to join their respective regional meetings as well as the NNLAMS annual conference.

3.2 Chapter Membership

The chapters shall accept all people who meet NNLAMS membership criteria and who attend their respective school. The chapters may request dues in order to support local or regional efforts. The chapters shall be vested with the power to suspend or expel their members, so long as such suspension is consistent with their regional constitution and bylaws.

4 REGIONAL SECTIONS

4.1 Structure

NNLAMS shall be comprised of five (5) Regional Sections with their respective chapters and future chapters listed below.

1. REGION 1 (Northeast): National Boricua Latino Health Organization (NBLHO)

Includes the states of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Washington DC, and Vermont.

1. REGION 2 (West): Latino Medical Student Association (LMSA)

Includes the states of Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, and Wyoming.

1. REGION 3: Southeast

Includes the states of Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, Puerto Rico, South Carolina, and Tennessee, Virginia, and West Virginia.

1. REGION 4: Midwest

Includes the states of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, and South Dakota .

1. REGION 5: Southwest

Includes the states of Arkansas, Colorado, Louisiana, New Mexico, Oklahoma, and Texas.

4.2 Regional Sections Relationship with NNLAMS

NNLAMS will respect all regional sections and their respective constitutions and bylaws, and give deference to the independence and autonomy of each Regional Section, subject to the general provisions of these By-laws. Any disputes between or among Regional Sections shall be brought before and resolved by the Executive Board, with interested members having the right to participate, but not vote in the resolution.

The Executive Board by a two-thirds vote may nevertheless resolve conflicts or inconsistencies between the NNLAMS and the Regional Sections or between or among Regional Sections, which decisions shall be binding upon and applicable to the respective Regional Sections.

4.3 At Large Chapters

Each individual school located in the states listed above may have one chapter, which shall fall under the jurisdiction of the applicable Regional Section. If for any reason, a local chapter is unable to qualify for membership in a Regional Section, it may maintain its own identity and will be accepted into NNLAMS, its members also being NNLAMS members. Such "at large" chapter, however, shall not be represented on the NNLAMS Executive Board, either directly or indirectly.

5 GOVERNING BODY

5.1 Executive Board of Directors

The property and affairs of the Corporation shall be managed and controlled by an Executive Board of Directors (the "Executive Board"), which shall initially be composed of ten (10) members, two of each appointed by the five Regional Sections in accordance with their respective constitutions and bylaws, *provided, however*, that eligibility for membership on the Executive Board shall be limited to Full Members of>NNLAMS, as set forth in Section 2.2 of these By-laws. The numbers of Directors may be increased or decreased and representation on the Executive Board may be changed by a two-thirds vote of the Directors then in office.

The Executive Board shall retain complete control and discretion over all aspects of the Corporation. No agreement with respect to the grant or expenditure of any funds of the Corporation shall be valid or enforceable without authorization and approval of the Executive Board.

5.2 Election and Term of Office of Directors

The terms for each of the Directors elected to the Executive Board shall be one (1) year, commencing at the NHMA Conference (or by May 1 of each calendar year), or as soon thereafter as each Regional Section shall have elected its two representatives to the Executive Board.

5.3 Vacancies

Any vacancy occurring in the Executive Board for any reason shall be filled by the Regional Section represented by the vacancy for the remaining term of the vacancy.

5.4 Removal

Any Director may be removed by the Regional Section represented by the Director, in accordance with procedures set forth in the respective Regional Section's constitution and by-laws.

6 COMMITTEES

6.1 Corporate Advisory Committee

The Executive Board may establish an advisory committee, to be composed of representatives of corporations and other organizations, such as foundations and non-profit charitable and educational organizations, supportive of the Corporation's goals and purposes. Such committee will operate in a manner established by resolution of the Executive Board and shall meet periodically to propose strategies and actions to the Executive Board and advise and assist the Executive Board in furthering the goals and purposes of the Corporation. The role of this committee is advisory only, and nothing in these By-Laws is intended to remove any authority to govern the Corporation from the Executive Board. The members of the advisory committee shall be selected by the Executive Board for such terms as the Executive Board shall from time to time determine. The National Coordinator shall be an ex officio member of the advisory committee.

6.2 Additional Committees

The Executive Board, from time to time, may create such committees, with such membership, powers and duties, as may be deemed necessary or advisable in conduct the activities and affairs of the Corporation. Such committees may include, but are not limited to program and policy advisory, administration, research, and/or fund-raising committees. The National Coordinator shall be an ex officio member of all committees.

6.3 Terms of Office and Procedures

The terms of office and procedures by which committees shall work will be determined by the Executive Board at the time such committees are created. Procedures may be modified by the Executive Board from time to time.

7 OFFICERS

7.1 General

The officers of the Corporation shall be a National Coordinator, Treasurer, Secretary, Parliamentarian, Fundraising Chair, AMA-CMSO Liaison, Publication Co-Chairs, Membership Chair, Regional Development Chair, and National

Coordinator Elect, as elected by the Executive Board. All offices shall be filled by separate Full Members.

7.2 Election and Term of Office

The officers shall be elected by the Executive Board at its annual meeting. Each officer shall hold office until the next annual meeting of the Executive Board, until his/her term as Director expires, or until his/her successor is elected and qualified, or until his/her earlier death, resignation, or removal.

7.3 Duties

The duties of the officers are as follows:

7.3.1 National Coordinator

The National Coordinator is responsible for scheduling all meetings and conferences throughout the year. The National Coordinator is the equivalent of the Corporation's President or Chief Executive Officer. He/she is the official spokesperson and representative of NNLAMS, and is responsible for coordinating the efforts of the Regional Sections into a national agenda. He or she should be aware of all matters regarding the organization. The National Coordinator is responsible for overseeing all the NNLAMS officers, committees and taskforces. He/she should be able to manage the affairs of NNLAMS in a timely and dependable fashion. Finally, the National Coordinator should be in direct communication with NHMA, relaying information between each organization effectively.

7.3.2 Treasurer

The Treasurer shall maintain and invest the funds of the Corporation as directed by the Executive Board. The Treasurer shall keep full and accurate accounts of receipts and disbursements in the books belonging to the Corporation; shall render periodic financial statements to the Executive Board and membership; shall prepare annual budgets; and shall perform other such duties as are incident to the office; and shall undertake such other duties as are required from time to time by the Executive Board.

7.3.3 Secretary

The Secretary shall keep the minutes of all meetings of the Executive Board. Further, the Secretary shall attend to the giving and serving of all notices of the Corporation. The Secretary shall have custody of the corporate seal and properly keep, or cause to be kept, the record books of the Corporation. In general, the Secretary shall have all duties incident to that office, as well as other such duties as the Executive Board may determine from time to time.

- **Parliamentarian**

The Parliamentarian is responsible for the application of Roberts Rules during all meetings and conferences. The Parliamentarian is also responsible for conducting all voting and elections, including tallying votes during an election and ushering in newly elected officers.

- **Fundraising Chair**

The Fundraising Chair shall be responsible for coordinating the Corporation's fundraising efforts, including applying for grants from foundations, public charities and governmental entities.

- **AMA-CMSO Liaison**

The AMA Liaison is responsible for representing NNLAMS at the AMA national meeting and at the Consortium of Medical Organizations. He or she will convey the opinions, positions and views of NNLAMS and, where appropriate, vote on any matters at such meetings. The AMA Liaison will report to the Executive Board of any item of interest to NNLAMS that was presented at the AMA and CMO meetings. If the AMA Liaison is unable to attend a scheduled AMA meeting, he/she shall notify the Executive Board so that a representative may be sent in his/her place.

- **Publication Co-Chairs**

The Publication Co-Chairs shall be responsible for publishing at least one article per year by a NNLAMS member in the nationally distributed professional periodical or web site. He or she will also coordinate and publish a quarterly newsletter for NNLAMS. The newsletter shall be posted to the Corporation's web site and printed for distribution.

- **Membership Chair**

The Membership Chair shall keep a membership database containing the name, address, phone number, and e-mail address of each member of NNLAMS with the date that he/she became a member. He/she shall maintain an appropriate membership packet for new schools to start a chapter through their region.

- **Regional Development Chair**

The Regional Development Chair shall aid in regional development of logistical operations and recruitment of members. He/she shall be aware of regional updates to allow proper placement on the national website and aid in inter-regional flow of communications.

- **National Coordinator-Elect**

The Coordinator-Elect shall act for the National Coordinator in the event of the National Coordinator's absence or disability, and, if the office of National Coordinator becomes vacant, the Coordinator-Elect shall then serve as National Coordinator for such unexpired term, as well as for the term of one year thereafter. The Coordinator-Elect shall perform such other duties as may be determined by the Executive Board from time to time.

- **Webmaster**

The Webmaster shall create, when necessary, and maintain the Corporation's web site with current information about the Corporation, and the Corporation's 5 regions. The Webmaster shall work closely with the Publication Chair and the Membership Chair to ensure that all regions have access to the newsletter and membership database on the Corporation's web site.

- **Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term.

- **Removal**

The>NNLAMS Executive Board may remove any Officer whose election is subject to these by-laws from any elected office for cause. Any elected Officer may be dismissed by a two-thirds vote of the Directors then in office.

8 MEETINGS

8.1 Annual Meeting of the Executive Board

The Annual Meeting of the Executive Board shall be held contemporaneously with the Annual Membership Meeting or at such other place and time as may be designated in the notice of meeting, for the purpose of electing officers, appointing committees and engaging in other business of the Corporation.

8.2 Other Board Meetings

In addition to the Annual Meeting, the Executive Board shall meet at least two other times per year, and no less frequently than once per semester. Other meetings of the Executive Board may be called at any time by the National Coordinator or by any two Directors. Such meetings shall be held at the principal office of the Corporation or at such other place and time as the Executive Board may determine.

8.3 Notice of Meetings of the Executive Board

Notice of each meeting, stating the time and place thereof, shall be given to each Director by mail to his/her last known post office address at least five (5) days before the meeting, or by fax, e-mail, or personal delivery at least three (3) days before the meeting. Any meeting of the Executive Board may be held without notice if all the Directors then in office are present.

8.4 Quorum-Executive Board Meetings

At any meeting of the Executive Board, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn the meeting from time to time until a quorum is present. Except as otherwise provided by law or in these By-Laws, any business may be transacted at any meetings of the Board at which a quorum is present, and the act of a majority of Directors present at a meeting at which there is a quorum shall constitute the act of the Executive Board.

8.5 Action by Consent

Any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting if written consent to such action is signed by two-thirds (2/3) of the Directors and such written consent is filed in the Minute Book of the corporation.

8.6 Meeting by Conference Call, Videoconferencing, etc.

The Executive Board may conduct its meeting by any means by which all Directors participating in the meeting can communicate with each other at the same time.

Participation by such means shall constitute presence at such meetings.

8.7 Attendance

Attendance at a regular or special meeting shall constitute a waiver of notice, except where a Director states that he/she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

- **Annual Membership Meeting**

The annual meeting of Members shall be held in the Spring each year, at a location selected on a rotating basis.

9 FINANCE

9.1 Authority to Receive and Disburse

The Corporation may receive and disburse funds for such purposes as are within the scope of its purposes and powers. The Corporation, upon acceptance of funds designated for a specific purpose, shall expend and administer such funds for the purposes specified.

9.2 Annual Budgets

The Executive Board shall formulate and approve an annual budget based upon recommendations of the Treasurer, which shall be drawn up in accordance with accepted accounting standards.

9.3 Deposits and Investments

The funds of the Corporation may be deposited in such banks or other financial institutions as may be designated by the Executive Board, and such funds which are not required for current needs may, subject to the limitations and conditions contained in any gift, devise or bequest, be invested in such mortgages, bonds, debentures, shares of preferred or common stock or other securities, and in such other manner as the Executive Board may direct in conformity with the law.

9.4 Audit

Financial transactions of the Corporation and its books and accounts may be audited from time to time by a certified public accountant, selected by the Executive Board.

9.5 Checks

All checks, drafts and money orders for the payment of money of the Corporation shall be signed by such officers and agents with such number of signatures as the Executive Board may specify by resolution.

9.6 Withdrawal of Securities

Securities of the Corporation deposited in any safe deposit box or held by a custodian shall be subject to withdrawal for corporate purposes by such person or persons as may be determined from time to time by the Executive Board.

10 MISCELLANEOUS

10.1 Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

10.2 Waiver of Notice

Any notice required to be given by these By-Laws may be waived by the person entitled thereto.

10.3 Corporate Dissolution

Upon the dissolution of the Corporation, the Executive Board shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction 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 Court shall determine, which are organized and operated exclusively for such purposes.

10.4 Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Board and its committees.

10.5 Indemnification

The Corporation shall indemnify each member of the Executive Board and its officers to the fullest extent permitted by the General Corporation Law of the State of Delaware . Where the Corporation must make certain investigations on a case-by-case basis prior to indemnification, the Corporation hereby obligates itself to pursue such cases diligently, it being the specific intention of these By-Laws to indemnify each such person it may indemnify to the fullest extent permitted by law.

10.6 Common or Interested Officers and Directors

The officers and Directors shall exercise their powers and duties in good faith and with a view toward the best interests of the Corporation. All contracts or other transactions between the Corporation and one or more of its officers or Directors, or between the Corporation and any entity in which one or more of the officers or Directors of the Corporation are officers or directors, or are pecuniarily or otherwise interested, shall be disclosed to the full Executive Board in accordance with the General Corporation Law of the State of Delaware.

• Copyrights

The Corporation shall retain the right to copyright any materials or products produced or published under its auspices. Such products may be published and marketed only by NNLAMS unless otherwise agreed to by the Executive Board. The author(s) may continue to use and reproduce the product for personal use, and will retain propriety rights other than copyright, provided that:

- Such use disclaims any NNLAMS endorsement;
- All sources, NNLAMS copyright, and the copyright date are disclosed; and
- Such copies are not offered for sale.

The Corporation may require recipients of project funds to sign a copyright release form approved by the Executive Board.

10.8 Amendments

These By-Laws may be altered, amended, or repealed or new By-Laws may be adopted by the Executive Board at any regular or special meeting of the Executive Board if notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting.

Last revision: June 6, 2008 A.D.