

BYLAWS OF THE HUNGARIAN MEDICAL ASSOCIATION OF AMERICA, INC.

(Adopted November 1, 2006)

ARTICLE I

NAME AND OBJECTIVES

Section 1. The name of the organization shall be the Hungarian Medical Association of America, Inc.

Section 2. This Association of physicians and scientists of basic medical sciences of Hungarian heritage is formed exclusively for the following scientific and educational purposes:

- A. To promote and disseminate knowledge of basic medical sciences and the practice of medicine by lectures, discussions, publications and other means both in North America and in Hungary.
- B. To hold a scientific meeting at least once a year.
- C. To foster friendship and cooperation among it's Members and with our brethren in Hungary and to provide a forum wherein its Members may meet, exchange ideas and participate in continuing medical education.
- D. To provide scholarships for advancing the medical education of qualified candidates from Hungary and of Hungarian heritage; and
- E. To preserve, promote and foster the traditional Hungarian medical ideals, including, but not limited to, advancement of health care, biomedical research and education in Hungary as well as in North America.

ARTICLE II

MEMBERSHIP

Section 1. Eligibility. Membership in this Association shall be open to qualified individuals, as more fully described in Article I, Section 2, who share the stated purposes of the Association as their common interest.

Section 2. Classes of Membership. The following shall constitute the six classes of Members:

- A. *Regular Member.* A Regular Member may be any person who is a resident of the United States or Canada and who is either a licensed practitioner of the medical profession or has a doctoral degree in science and is actively engaged in a related medical field in research, teaching, or administration

- at a Medical School or Institution. Regular Members shall have the right to vote and to hold office.
- B. *Associate Member.* An Associate Member may be any individual who possesses the qualifications set forth in Section 2 A of Article II with the exception of residence in the United States or Canada. Associate Members shall have the right to vote, may serve on the Board and on various committees, but may not serve as Officers of the Association.
 - C. *Emeritus Member.* Regular or Associate Members who have retired from remunerative professional activities may, at their option, apply in writing for Emeritus membership. Emeritus Members retain their original rights to vote and to hold office.
 - D. *Honorary Member.* Honorary membership may be conferred upon an individual who has achieved unusual distinction in pursuit of the stated objectives of the Association. Honorary Members shall have all the privileges of regular membership and will be excused from paying annual dues, registration fees at annual meetings, and other assessments.
 - E. *Junior Member.* A Junior Member may be any student of medicine or the basic medical sciences firmly committed to pursue these studies and supportive of the stated objectives of the Association. Junior Members will be excused from paying annual membership dues or assessments and registration fees at annual meetings except for payment for participation in social functions. Junior Members are encouraged to attend and present research papers at the scientific meetings of the Association, and may be the recipients of scholarships, grants, and fellowships. Junior Members shall not have the right to vote or to hold office. Upon meeting the qualifications set forth in Article II, Section 1, Junior Members are expected to apply for Regular or Associate Membership in the Association.
 - F. *Auxiliary Member.* An Auxiliary Member may be any interested non-physician health professional or member of the corporate and non-medical community who is a resident of the United States or Canada and shares the stated purposes of the Association. Any physician who is a Regular, Associate, Emeritus or Honorary Member of the Association and who is also desirous of working with the Auxiliary may do so without losing his/her privileges as a Regular, Associate, Emeritus or Honorary Member. Auxiliary members may participate in the scientific and business meetings of the Association. Auxiliary Members shall not have the right to vote except in matters pertaining to the Auxiliary, and may not hold office except within the Auxiliary.

Section 3. Application and Election for Membership. Candidates for membership shall submit to the Membership Committee a completed Application for Membership, as amended from time to time, together with all other information pertinent to their qualifications for membership. The Membership Committee shall evaluate each application, determine the class of membership for the applicant,

and make recommendations to the next Board meeting. Nominations for Honorary membership may be made by any Member and must be submitted in writing to the Secretary. A majority vote of the Members of the Board shall constitute election to membership or change in membership status.

Section 4. Status. The following rules shall govern termination of membership:

- A. Any Member may resign membership by informing the Secretary in writing.
- B. Any Member may be suspended or expelled by the Board for conduct unbecoming to a Member. Before any Member is suspended or expelled, written notice of charges against him shall be mailed to the Member's address as it appears in the records of the Association at least thirty (30) days before the meeting of the Board and the time and place of the meeting shall be stated therein. The Member shall be given the opportunity of defense and shall have the right to appeal the decision of the Board at a meeting of Members called to consider such an appeal.
- C. Members who, for any reason, had their medical license revoked by any state shall be automatically suspended from membership in the Association and shall not be reinstated until their license has been restored.
- D. Upon written request by a Member who demonstrates reasonable cause, the Board may grant temporary suspension of membership.

Section 5. The membership of those Members whose dues are in arrears for two (2) years will be suspended. Membership shall be restored upon payment of all delinquent dues. Nonpayment of delinquent dues by the beginning of the next annual meeting shall result in automatic termination of membership.

ARTICLE III

BOARD OF TRUSTEES

Section 1. The Board of Trustees (hereinafter called the 'Board') shall be the governing body of this Association and shall have full power to manage all affairs of the Association and act on its behalf.

Section 2. The number of Trustees shall be not more than eleven (11) including all Officers. Nomination and election of Trustees shall be carried out as described in Article VIII of these Bylaws. Trustees are required to attend all Board meetings. Any Trustee who misses two consecutive meetings without reasonable cause will, upon majority vote of the Board, be dismissed from office.

Section 3. Trustees shall be elected for a four-year term and may be reelected to a second consecutive term. Trustees elected to an office of the Board may serve

additional indefinite terms for the duration of their office. Each Trustee shall remain in office until his successor is elected and qualified, or until his resignation, removal from office, or death.

Section 4. Alternate Trustees and International Liaisons. Alternate Trustees shall be elected for the purpose of replacing Trustees who resign, are removed from office, or die during their term. The number of Alternate Trustees with principal residence in the United States or Canada shall be not more than four (4). In addition, no more than four (4) Associate Members may serve as International Liaisons representing the Association in geographic areas other than North America. Nomination and election of Alternate Trustees and International Liaisons shall be carried out as described in Article VIII of these Bylaws. Alternate Trustees and International Liaisons shall be elected for a two-year term and may be re-elected. Alternate Trustees and International Liaisons shall participate in meetings of the Board. Alternate Trustees shall vote on behalf and instead of absent trustees, and shall be eligible to hold office.

Section 5. The President of the Auxiliary shall be a non-voting Member ex officio of the Board.

Section 6. At the close of the annual Business Meetings, the newly elected trustees, Alternate Trustees and International Liaisons shall assume their elected positions.

ARTICLE IV

OFFICERS

Section 1. The Officers of the Association shall be the President, the President-Elect, the Secretary, and the Treasurer. All Officers must be Regular or Emeritus Members in good standing of the Association.

Section 2. The Officers of the Association shall be elected by simple majority of the Board from among the Trustees for a term of two years. The Secretary and the Treasurer may be reelected for indefinite terms. In case of a vacancy as a result of resignation, removal from office, or death, the Board shall fill such vacancy from among the Trustees by simple majority vote. The President and President-Elect may succeed themselves once in the same office and serve two consecutive terms.

Section 3. The President shall be the Chief Executive Officer of the Association and shall perform all duties usually pertaining to such office. The President shall preside at the Annual Scientific and Business Meetings and at the meetings of the Board. The President shall appoint Members to the standing committees and

to such other committees as he or she deems necessary. The President shall be an ex-officio Member of all committees.

Section 4. The President-Elect shall assist the President as requested and in the event the latter is absent or incapable of acting, the President-Elect shall assume the duties of the President. In case of a vacancy in the office of the President, the Board shall advance the President-Elect to the Presidency and shall duly elect a new President-Elect.

Section 5. The Secretary, under the direction of the Board, shall supervise the activities of the Association and facilitate the workings of the various standing committees. The Secretary shall ensure that minutes are recorded of Board meetings and annual or special Business Meetings of members. When deemed appropriate, a Regular or Emeritus Member may serve as an aide to the Secretary in anticipation of the latter's retirement from office.

Section 6. The Treasurer, under the direction of the Board, shall supervise the financial affairs of the Association. The Treasurer shall perform all duties pertaining to the office of Treasurer, including, but not limited to, preparing annual budgets, records, and balance sheets reflecting the assets of the Association and, upon approval by a Certified Public Accountant, presenting said documents to the membership at the Annual Business Meeting. The records and balance sheets shall also be reviewed and approved at the Annual Business Meeting by two (2) Regular Members appointed by the President. When deemed appropriate, a Regular or Emeritus Member may serve as an aide to the Treasurer in anticipation of the latter's retirement from office.

Section 7. Assumption of Office: At the close of the annual Business Meeting, the newly elected Officers shall assume office, and the President-Elect shall assume the Office of President.

ARTICLE V

ADVISORY COUNCIL

Section 1. Authority. The Association and the Board of Trustees established an Advisory Council in order to preserve for the benefit of the Association the experience and expertise of those who served the Association with distinction as Officers or Trustees. Members of the Advisory Council are entitled to participate in Board Meetings with full discussion rights. Upon request by the Board, the Advisory Council may be asked to render an opinion or recommendation on any specific issue under consideration. Members of the Advisory Council shall not vote individually but the Chairperson of the Council or his designee will cast a single vote representing the Council.

Section 2. Membership. The Advisory Council shall consist of the following individuals:

- A. Members of the former Presidential Council and those who served as Vice Presidents who remain Members of the Advisory Council for life.*
- B. Those who served the Association as Presidents of the Board since the year 2000 shall be Members of the Advisory Council for four (4) years and may continue for one additional four (4) year term. During the time they serve as the immediate Past President they also serve as the Chairperson of the Advisory Council.*
- C. No more than six (6) elected Members. Nomination and election of these members of the Advisory Council shall be carried out as described in Article VIII of these Bylaws. These individuals shall be elected for a two (2) year term and may be reelected for one additional term.*

ARTICLE VI

COMMITTEES

Section 1. Standing Committees. The standing committees of the Association shall be:

- A. Executive Committee
- B. Fellowship Committee
- C. Finance Committee
- D. Membership Committee
- E. Nominating Committee
- F. Program Committee
- G. Student Exchange Committee
- H. Ethics Committee
- I. Bylaws Committee
- J. Publications Committee
- K. The Auxiliary

Section 2. Executive Committee. The Executive Committee shall consist of five (5) Members: the President, who will serve as Chairperson, President-Elect, Secretary, Treasurer, and immediate Past President. The Executive Committee shall have the power to make decisions in emergencies and when deliberation by the full Board is not feasible or required. The Secretary shall maintain written records of all actions of the Executive Committee. Any action taken by the Executive Committee is subject to ratification by the Board at its next meeting.

Section 3. Fellowship Committee. The Fellowship Committee shall consist of a Director and two or more Members appointed by the President upon the advice of the Director and approved by the Board. The Fellowship Committee will accept and evaluate applications for postgraduate fellowships and scholarships offered by the Association and present their recommendations for action to the Board. The award of fellowships and scholarships shall be decided by majority vote of the Board.

Section 4. Finance Committee. The Finance Committee shall consist of the Treasurer as Chairperson and two or more Members appointed by the President upon the advice of the Treasurer and approved by the Board. The Finance Committee will manage, monitor, and supervise all financial affairs of the Association as provided in Article X of these Bylaws.

Section 5. Membership Committee. The Membership Committee shall consist of a Chairperson and two or more Members appointed by the President upon the advice of the Chairperson and approved by the Board. The Membership Committee shall accept and review membership applications and make recommendations to the Board for election of new Members and for other changes of membership status as provided in Article II of these Bylaws.

Section 6. Nominating Committee. The Nominating Committee shall consist of the immediate Past President as Chairperson and two additional Members appointed by the Chairperson. The Nominating Committee shall conduct and supervise elections of Members of the Board and the Advisory Council as provided in Article VIII of these Bylaws.

Section 7. Program Committee. The Program Committee shall be composed of the Program Chairperson and three or more Members of the Association appointed by the President upon the advice of the Chairperson and approved by the Board. The Program Committee shall be responsible for the preparation of the scientific program for the Annual Meeting and for any special scientific sessions sponsored and authorized by the Board.

Section 8. Student Exchange Committee. The Student Exchange Committee shall consist of a Director and two additional Members appointed by the President upon the advice of the Director and approved by the Board. The Student Exchange Committee shall plan, administer and supervise the student exchange program of the Association.

Section 9. Ethics Committee. The Ethics Committee shall consist of the five most recent Past Presidents, with the immediate Past President as its Chair. The Ethics Committee's function shall be to review issues of medical ethics from time

to time. It shall also act, if called upon, as a Board of Censors for the purpose of deliberating and ruling on the suspension or expulsion of a Member.

Section 10. Bylaws Committee. The Chairperson of the Advisory Committee shall be responsible for the maintenance, updating and amending the Bylaws of the Association. He or she may appoint any voting Member of the Association to assist him or her in this work. Article XII of these Bylaws shall govern this endeavor.

Section 11. Publications Committee. The Editor of the Archives of the HMAA and other publications shall be the Chair of this Committee. Their function is the writing, editing and publishing all printed material issued by the Association and to provide the assurance that all of these publications conform to the goals of HMAA as stated in Article I, Section 2 of these Bylaws.

Section 12. The Auxiliary. The purpose of the Auxiliary is to allow interested non-physician health professionals and members of the corporate and non-medical community to participate in the activities of the Association and to provide physical and administrative assistance to the Association as requested and authorized by the Board. The President of the Auxiliary shall be elected by the Members of the Auxiliary and approved by the Board. The President of the Auxiliary shall be a non-voting Member ex officio of the Board.

Section 13. Ad-Hoc Committees. In addition to the standing committees listed in Section 1 above, the Board shall form such committees as it considers helpful or necessary in managing the affairs of the Association and may empower such committees to discharge the functions assigned to them by the Board.

Section 14. All standing and ad-hoc committees shall submit to the President, in advance of the Annual Meeting or a regularly convened interim Board meeting, a written report of their activities and proposals.

ARTICLE VII.

CHAPTERS

Section 1. A Chapter is a group of Regular, Honorary, Emeritus or Junior Members of the Association who reside in a particular geographic area of the United States or Canada and who, as a matter of geographic convenience organize themselves to promote the goals of the Association. To establish a Chapter at least five (5) Association Members in good standing are required to apply to one of the semi-annual meetings of the Board of Trustees. Upon approval it becomes an approved Chapter.

Section 2. The Chapter shall adopt Bylaws to govern its activities and these Bylaws shall be submitted to the Board of the Association for approval. These Bylaws shall not be in conflict with the Articles of Incorporation and the Bylaws of the Association. Each Chapter shall submit a written report on its activities to each semi-annual meeting of the Board of the Association and to the annual meeting of the Membership. These reports shall also include the financial activities of the Chapter.

Section 3. The Chapter shall operate under the provisions of its Bylaws and within the goals of the Association. It is the responsibility of the Chapter to assure that all of its Members are also Members in good standing of the Association. The Chapter shall refrain from any financial or other commitment, nor use the Association's name without the Chapter designation and from any activity that is contrary to the goals and interest of the Association.

Section 4. The Chapter may assess a fee to its Members in addition to the regular membership fee paid to the Association in order to cover its operating expenses. This fee shall be considered paid to the Association and therefore tax deductible under the tax-exempt status of the Association.

Section 5. The Chapter may be dissolved by the Board of the Association if it is inactive and/or has less than five (5) Members in good standing for 18 months or the Board finds that the activity of the Chapter is contrary to the Bylaws of the Chapter and/or to the best interest of the Association. The dissolution or termination of the Chapter shall not affect the Association membership of those who were Members of the Chapter.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee consisting of the immediate Past President as Chairperson and two additional members appointed by the Chairperson shall make nominations. The Nominating Committee shall present a slate of candidates to the Board no later than at the Board Meeting held at the beginning of the Annual Scientific Meeting each year. The slate of candidates approved by the Board will be presented at the Business Meeting for election. At the Business Meeting any Member in good standing may also submit nominations from the floor.

Section 2. Ballots shall be cast separately for each candidate. The candidate receiving the largest number of votes for each office is elected. In the event of a tie, a re-vote shall be conducted only among the candidates who received equal number of votes.

ARTICLE IX

MEETINGS

Section 1. Business Meeting. The Annual Business Meeting of the Members of the Association shall be held in conjunction with the Annual Scientific Meeting at a date and place determined by the Board. Written notice of the Annual Meetings shall be mailed to the last known address of each Member at least thirty (30), but not more than ninety (90), days prior to the date of the meeting.

Section 2. Special meetings may be called by the following: The President or the President-Elect; the Board of Trustees; or by the membership in the form of a written petition signed by two-thirds of the Members and delivered to the Secretary. The specific purpose of the meeting must be stated in the petition and the agenda of said meeting shall be limited to the stated purpose. Written notice of the special meeting shall be mailed to the Members as outlined in Section I of this Article.

Section 3. Quorum. Twenty-five (25) percent of voting Members, or 25 Members, whichever is the least in number, shall constitute a quorum except as otherwise provided by the Statutes of Ohio. Should an annual Business Meeting fail a quorum, items of business may be submitted to the Members for voting by mail ballot.

Section 4. The President in accordance with Sturgis shall conduct the Business Meeting: Standard Code of Parliamentary Procedure. The order of business at the Annual Business Meeting shall include but shall not be limited to the following:

- A. Reading, correction, approval, or disposition of the minutes of the previous Business Meeting.
- B. Reports of Officers.
- C. Reports of Standing and Ad-Hoc Committees.
- D. Elections.
- E. Amendments to the Bylaws.
- F. Unfinished Business.
- G. New Business.
- H. Announcements.
- I. Assumption of office by newly elected Officers and Trustees.
- J. Adjournment.

Any proposals by the Members for topics to be discussed at the Business Meeting should be submitted to the Secretary in writing at least two (2) weeks prior to the scheduled date of the meeting.

Section 5. Issues put before the Meeting shall be decided by a simple majority vote of the Members actually present, except when specified otherwise in these Bylaws. Voting by proxy is not permitted.

Section 6. There shall be at least one meeting annually of the Board of Trustees, usually at the beginning of the Annual Scientific Meeting of the Association. Additional Board meetings may be held at such time and place designated by the Board. The Secretary shall give notice of Board Meetings in the same manner as notice of the Annual Business Meeting. Five (5) Trustees, including Alternate Trustees, shall constitute a quorum at Board meetings.

ARTICLE X

FINANCES

Section 1. The fiscal year of the Association shall be January 1 through December 31.

Section 2. Members shall contribute to the financial maintenance of the Association through the following:

- A. Annual dues, determined from time to time by simple majority vote of the Board upon recommendation of the Finance Committee
- B. Special assessments recommended by the Board and approved by a simple majority of voting Members present at any regularly convened Business Meeting or by mail ballot. Such special assessments may be levied for any purpose consistent with the objectives of the Association, and shall be payable by all classes of Members affected thereby.
- C. Voluntary contributions.

Section 3. Annual dues for active Members shall be payable at the beginning of each year and shall be due on March 31. The consequences of delinquency in payment of dues are described in Article II, Section 5. No Member of this Association may exercise the right to vote at the Annual Business Meeting unless the Member's annual dues are paid in full.

Section 4. To the extent permitted by Ohio law, any Trustee, Officer, Member, employee, or other individual designated by the Board shall be entitled to indemnification by the Association against all expenses or liabilities paid or incurred by such individuals in connection with authorized services rendered for the Association's use or benefit. In addition to the foregoing rights, any such individual shall be entitled to all other rights conferred by the laws of the State of Ohio.

ARTICLE XI

PARLIAMENTARY PROCEDURE

Except where otherwise provided in these Bylaws, the current edition of Sturgis: Standard Code of Parliamentary Procedure shall govern the proceedings at the meetings of this Association and its Boards and Committees.

ARTICLE XII

AMENDMENTS

These Bylaws may be amended at a regularly convened Business Meeting by a majority vote of the Members present and eligible to vote. Amendments to the Bylaws may be proposed, in writing, to the Bylaws Committee by any Member of the Association for evaluation and submission to the Board. Amendments approved by the Board must be stated to the membership, in writing, at least 30 days prior to the Business meeting at which they are to be ratified.

ARTICLE XIII

DISSOLUTION, LIQUIDATION, AND DISTRIBUTION OF ASSETS

Section 1. No Member, Officer, or Trustee of this Association shall receive any assets of the Association upon termination of the Association; all the assets of the Association shall be distributed as set forth herein below.

Section 2. This Association shall be dissolved upon the recommendation of a two-thirds majority of the Board and subsequently the affirmative vote of a two-thirds majority of its Members present and entitled to vote at a special meeting called in accordance with these Bylaws.

Section 3. In the event this Association is dissolved, the assets shall be liquidated and distributed as follows.

- A. Prior to any distribution of any assets, all debts existing at the time of dissolution shall be paid.
- B. All remaining assets shall be donated to one or more tax-exempt Hungarian foundation(s) or scholarship fund(s) whose purpose is to support students and scientists of Hungarian ancestry who are studying or involved in research work in medical, clinical, or related basic science fields.

- C. The Board of Trustees shall administer the distribution of the assets and shall perform that duty according to the highest standards imposed upon administrators functioning in similar fiduciary capacities.

ADDENDUM

1. The Hungarian Medical Association of America was incorporated as a not-for-profit organization on March 9, 1970 in Cleveland, Ohio.
2. The Hungarian Medical Association of America, Inc., is a tax-exempt organization qualified under Section 501(c)(3) and 509(a) (2) of the Internal Revenue Code of 1954, as amended. Our tax exemption number (Taxpayer Identification Number) is 31-1100529.