

**LATINO SURGICAL SOCIETY, INC.**  
**(a Maryland non-stock corporation)**

**BYLAWS**

**ARTICLE I.**  
**MEMBERS**

**SECTION 1.01. *Number of Members.*** There shall be no restriction upon the number of members who may belong to the Corporation.

**SECTION 1.02. *Qualifications.*** Membership in the Corporation shall be open to all persons regardless of race, sex, creed, national origin, or physical or mental disabilities and shall be open to individuals having a particular interest in the support of:

1. Establishing programs to improve networking and professional development among Latino surgeons in both clinical and academic settings;
2. Creating programs to improve the professional development of Latinos, ranging from pipeline development to support during medical school, residency and fellowship training, as well as faculty development in academic surgery;
3. Identifying and promoting professional and intellectual exchanges among surgeons and scientists involved in related fields;
4. Promoting advancement of underrepresented minorities to leadership positions within surgery;
5. Advancing initiatives to promote the health and welfare of Latino populations at institutional, local, state, national, and international levels;
6. Encouraging and assisting with the study of diseases and healthcare issues of importance to the Latino community; and
7. Improving the Latino surgical sections and collaborations in other professional medical societies.

In considering applicants for membership, the qualifications, interest and capability of the applicant with reference to the purposes of the Corporation shall be deemed material factors.

**SECTION 1.03. *Application.*** All applications for membership shall be made in writing to the Corporation, constituting an agreement on the part of the applicant, if elected, to adhere to all bylaws, rules, and regulations of the Corporation. The admission of an applicant to membership shall require the approval of a majority of the Board of Trustees.

**SECTION 1.04. *Dues.*** The Executive Officers shall adopt a comprehensive plan or schedule of membership dues that will produce revenues for the Corporation in a fair and equitable manner from each of the members. Such plan or schedule may be changed from time to time pursuant to a resolution of the Executive Officers to reflect the needs of the Corporation. Members who fail to pay their dues within 60 days after the receipt of the initial dues bill shall receive a written notice of delinquency from the Treasurer of the Corporation. If after three years such members still remain delinquent, their membership shall be forfeited. A member shall be liable for the payment of dues accrued up to the date of such forfeiture. Payment of dues may be waived upon a showing of good cause or in unusual circumstances upon a majority vote of the Board of Trustees.

**SECTION 1.05. *Rights and Privileges.*** Each member in good standing shall have the rights and privileges indicated in the comprehensive plan or schedule of membership described in Section 1.04 hereinabove.

**SECTION 1.06. *Resignations and Termination.*** All resignations shall be tendered to the Corporation in writing addressed to the Secretary. Any member may be expelled for cause by resolution passed by two-thirds of the Board of Trustees at any meeting called for such purpose. Such member shall be notified in writing not less than fifteen (15) days prior to such meeting of the intention of the Board to consider that member's expulsion and shall be given the opportunity of a hearing before the Board of Trustees. Such member shall be permitted the counsel of another member of his or her choosing for such meeting. Passage of such a resolution shall, without other act on the part of the Board of Trustees, annul such membership and shall indicate whether the member has the right to re-apply for membership with the Corporation.

**SECTION 1.07. *Annual Meeting.*** The Corporation shall hold an annual meeting of its members to elect trustees from among its membership and to transact any other business within its powers, either on the second Tuesday in June in each year if not a legal holiday, or at such other time on such other day falling on or before the thirtieth (30th) day thereafter as shall be set by the Executive Officers. Except as the Charter or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts. Notwithstanding Section 1.10 hereinbelow, notice regarding the time and place of an annual meeting shall be provided not less than one year in advance of such annual meeting.

**SECTION 1.08. *Special Meeting.*** At any time in the interval between annual meetings, a special meeting of the members may be called by the President or by a majority of the Board of Trustees or by twenty-five percent (25%) of the members; a call by Trustees or members may be by vote at a meeting or in writing (addressed to the Secretary of the Corporation) with or without a meeting.

**SECTION 1.09. *Place of Meetings.*** Meetings of the members shall be held at such place as is set from time to time by the Executive Officers.

**SECTION 1.10. *Notice of Meetings; Waiver of Notice.*** Not less than thirty (30) nor more than ninety (90) days before each members' meeting, the Secretary shall give written notice of the meeting to each member entitled to vote at the meeting and each other member entitled to notice of the meeting. The notice shall state the time and place of the meeting and, if the meeting is a special meeting or notice of the purpose is required by statute, the purpose of the meeting. Notice is given to a member when it is personally delivered to him or her, left at his or her residence or usual place of business, or mailed to him or her at his or her address as it appears on the records of the Corporation. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he or she before or after the meeting signs a waiver of the notice which is filed with the records of members' meetings, or is present at the meeting in person or by proxy. Any meeting of the members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

**SECTION 1.11. *Quorum; Voting.*** Unless statute or the Charter provides otherwise, at a meeting of the members the presence in person or by proxy of members entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting. In the absence of a quorum, the members present in person or by proxy, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

**SECTION 1.12. *General Right to Vote; Proxies.*** In all elections for trustees, each member entitled to vote may vote for as many individuals as there are trustees to be elected. A member entitled to vote may vote either in person or by written proxy signed by the member or by his or her duly authorized attorney in fact. Unless a proxy provides otherwise, it is not valid more than eleven (11) months after its date.

**SECTION 1.13. *List of Members.*** At each meeting of the members, a full, true, and complete list of all members entitled to vote at such meeting, certified by the Secretary, shall be furnished by the Secretary.

**SECTION 1.14. *Conduct of Voting.*** At all meetings of the members, unless the voting is conducted by inspectors, the proxies and ballots shall be received, and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes shall be decided, by the chairman of the meeting.

**SECTION 1.15. *Informal Action by Members.*** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if there is filed with the records of members meetings a unanimous written consent which sets forth the action and is signed by each member entitled to vote on the matter.

## **ARTICLE II. BOARD OF TRUSTEES**

**SECTION 2.01. *Function of Trustees.*** The business and affairs of the Corporation shall be managed under the direction of its Board of Trustees. All powers of the Corporation may be exercised by or under authority of the Board of Trustees.

**SECTION 2.02. *Number of Trustees.*** The Corporation shall have at least four trustees at all times. The Board of Trustees shall include the Committee Head, described hereinbelow, for each committee formed pursuant to Section 3.02 hereinbelow. A majority of the entire Board of Trustees may alter the number of trustees set by the Charter to not exceeding twelve (12) nor less than one trustee, but the action may not affect the tenure of office of any trustee, except as provided in Section 2.04.

**SECTION 2.03. *Election and Tenure of Trustees.*** At each annual meeting, the members shall elect trustees to hold office until the next annual meeting and until their successors are elected and qualify. Only members in good standing shall be eligible to be elected to the Board of Trustees.

**SECTION 2.04. *Removal of Trustee.*** Unless statute or the Charter provides otherwise, the members may remove any trustee, with or without cause, by the affirmative vote of two-thirds (2/3) of all the votes entitled to be cast for the election of trustees.

**SECTION 2.05. *Vacancy on Board.*** The members may elect a successor to fill a vacancy on the Board of Trustees which results from the removal of a trustee elected by them. If the office of any member of the Board of Trustees becomes vacant and is not filled by action of the membership, the remaining members of the Board of Trustees, by a majority vote of the entire Board of Trustees, may elect a successor who shall hold office until the next annual meeting of the members of the Corporation.

**SECTION 2.06. *Regular Meetings.*** After each meeting of the members at which a Board of Trustees shall have been elected, the Board of Trustees so elected shall meet as soon as practicable for the purpose of organization and the transaction of other business; and in the event that no other time is designated by the members, the Board of Trustees shall meet one hour after the time for such members' meeting or immediately following the close of such meeting, whichever is later, on the day of such meeting. Such first regular meeting shall be held at any place in or out of the State of Maryland as may be designated by the members, or in default of such designation at the place designated by the Board of Trustees for such first regular meeting, or in default of such designation at the place of the holding of the immediately preceding meeting of the members. No notice of such first meeting shall be necessary if held as hereinabove provided. Any other regular meeting of the Board of Trustees shall be held on such date and at any place in or out of the State of Maryland as may be designated from time to time by the Board of Trustees.

**SECTION 2.07. *Special Meetings.*** Special meetings of the Board of Trustees may be called at any time by the President or by a majority of the Board of Trustees by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board of Trustees shall be held on such date and at any place as may be designated from time to time by the Board of Trustees. In

the absence of such designation such meeting shall be held at such place as may be designated in the call.

**SECTION 2.08. *Notice of Meeting.*** Except as provided in Section 2.06, the Secretary shall give notice to each trustee of each annual, regular, and special meeting of the Board of Trustees. The notice shall state the time and place of the meeting. Notice is given to a trustee when it is delivered personally to him or her, left at his or her residence or usual place of business, or sent by telegraph, electronic mail, or telephone, at least 24 hours before the time of the meeting or, in the alternative by mail to his or her address as it shall appear on the records of the Corporation, at least 72 hours before the time of the meeting. Unless the Bylaws or a resolution of the Board of Trustees provides otherwise, the notice need not state the business to be transacted at or the purposes of any annual, regular, or special meeting of the Board of Trustees. No notice of any meeting of the Board of Trustees need be given to any trustee who attends, or to any trustee who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Trustees, annual, regular, or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

**SECTION 2.09. *Action by Trustees.*** Unless statute or the Charter or Bylaws require a greater proportion, the action of a majority of the trustees present at a meeting at which a quorum is present is action of the Board of Trustees. A majority of the entire Board of Trustees shall constitute a quorum for the transaction of business. In the absence of a quorum, the trustees present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the Board and filed with the minutes of proceedings of the Board.

**SECTION 2.10. *Meeting by Conference Telephone.*** Members of the Board of Trustees may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

**SECTION 2.11. *Compensation.*** A trustee may not receive any compensation or reimbursement for expenses (except for travel expenses) for attendance at any annual, regular, or special meeting of the Board of Trustees or any committee thereof. A trustee who serves the Corporation in any other capacity may receive compensation for such other services, pursuant to a resolution of the trustees.

### **ARTICLE III. ADVISORY BOARD AND COMMITTEES**

**SECTION 3.01. *Advisory Board.*** From time to time, the Board of Trustees may elect, by majority vote of all trustees, an advisory board to serve at the pleasure of the Board of Trustees.

The individuals who are elected to serve on such advisory board may be selected from the Corporation's membership or from the public at large. The Advisory Board shall provide guidance to the Board of Trustees regarding programs and related matters, and will meet on an ad hoc basis. Members of the Advisory Board may attend meetings of the Board of Trustees, but shall not have the right to vote on any matters which come before the Board.

**SECTION 3.02. *Committees.*** The Board of Trustees may appoint from among its members committees composed of one or more trustees and delegate to these committees any of the powers of the Board of Trustees, except the power to amend the Bylaws. Each committee may fix rules of procedure for its business. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a trustee to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone in accordance with the provisions of Section 2.10.

#### **ARTICLE IV. OFFICERS**

**SECTION 4.01. *Executive Officers.*** The Corporation shall have a President, a Vice President, a Secretary, and a Treasurer who shall be the Executive Officers of the Corporation. The Board of Trustees may designate a chief executive officer (having general supervision of the business and affairs of the Corporation) or a chief operating officer (having supervision of the operations of the Corporation); in the absence of designation the President shall serve as chief executive officer and chief operating officer. A person may hold more than one office in the Corporation but may not serve concurrently as both President and Vice-President of the Corporation.

**SECTION 4.02. *President.*** The President shall serve as the Chairman of the Board and preside at all meetings of the Board of Trustees at which he or she shall be present; he or she may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; and, in general, he or she shall perform all duties usually performed by a president of a corporation and such other duties as are from time to time assigned to him or her by the Board of Trustees or the chief executive officer of the Corporation. The President shall serve for two-year terms and may serve not more than two terms.

**SECTION 4.03. *Vice-President.*** The Vice-President, at the request of the chief executive officer or the President, or in the President's absence or during his or her inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. The Vice-President shall have such other powers and perform such other

duties as are from time to time assigned to him or her by the Board of Trustees, the chief executive officer, or the President. The Vice-President shall serve for one-year terms.

**SECTION 4.04. *Secretary.*** The Secretary shall keep the minutes of the meetings of the Board of Trustees and of any committees, in books provided for the purpose; he or she shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; he or she shall see that agendas for all meetings are disseminated; he or she shall advise appointed committee members of their appointment and their duties; he or she shall be custodian of the records of the Corporation; he or she may witness any document on behalf of the Corporation, the execution of which is duly authorized, see that the corporate seal is affixed where such document is required or desired to be under its seal, and, when so affixed, may attest the same; and, in general, he or she shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to him or her by the Board of Trustees, the chief executive officer, or the President. The Secretary shall serve for three-year terms.

**SECTION 4.05. *Treasurer.*** The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies, or other, depositories as shall, from time to time, be selected by the Board of Trustees; he or she shall render to the President and to the Board of Trustees, whenever requested, an account of the financial condition of the Corporation; and, in general, he or she shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to him or her by the Board of Trustees, the chief executive officer, or the President. The Treasurer shall serve for three-year terms.

**SECTION 4.06. *Assistant and Subordinate Officers.*** The Corporation may have one or more assistant officers and subordinate officers as may be established by the Executive Officers. The assistant and subordinate officers of the Corporation are all officers below the office of Vice-President, Secretary, or Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board of Trustees, the chief executive officer, or the President. The assistant or subordinate officers shall serve for such duration as determined by the Board of Trustees.

**SECTION 4.07. *Election and Removal of Officers.*** The Members shall elect the Executive Officers. The Board of Trustees may from time to time authorize any committee or officer to appoint assistant and subordinate officers. The Members (or, as to any assistant or subordinate officer, any committee or officer authorized by the Board) may remove an officer at any time. The removal of an officer does not prejudice any of his or her contract rights. The Board of Trustees (or, as to any assistant or subordinate officer, any committee or officer authorized by the Board) may fill a vacancy which occurs in any office for the unexpired portion of the term.

**SECTION 4.08. *Compensation.*** The Board of Trustees shall have power to fix the salaries and other compensation and remuneration, of whatever kind, of all officers of the Corporation. It may authorize any committee or officer, upon whom the power of appointing assistant and

subordinate officers may have been conferred, to fix the salaries, compensation and remuneration of such assistant and subordinate officers.

## **ARTICLE V. FINANCE**

**SECTION 5.01. *Checks, Drafts, etc.*** All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Trustees, be signed by the President, a Vice-President, or an Assistant Vice-President and countersigned by the Treasurer, an Assistant Treasurer, the Secretary, or an Assistant Secretary.

**SECTION 5.02. *Annual Statement of Affairs.*** There shall be prepared annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted at the annual meeting of the Board of Trustees and, within twenty (20) days after the meeting, placed on file at the Corporation's principal office. Such statement shall be prepared or caused to be prepared by such executive officer of the Corporation as may be designated in an additional or supplementary bylaw adopted by the Board of Trustees. If no other executive officer is so designated, it shall be the duty of the President to prepare or cause to be prepared such statement.

**SECTION 5.03. *Fiscal Year.*** The fiscal year of the Corporation shall be the twelve calendar months period ending June 30 in each year, unless otherwise provided by the Board of Trustees.

## **ARTICLE VI. SUNDRY PROVISIONS**

**SECTION 6.01. *Maintenance of Tax Exempt Status.*** The Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

**SECTION 6.02. *Books and Records.*** The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its members, its Board of Trustees and of any executive or other committee when exercising any of the powers of the Board of Trustees. The books and records of a Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Bylaws shall be kept at the principal office of the Corporation.

**SECTION 6.03. *Corporate Seal.*** The Board of Trustees shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of

Trustees may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule, or regulation relating to a corporate seal to place the word “Seal” adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

**SECTION 6.04. *Bonds.*** The Board of Trustees may require any officer, agent, or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his or her duties, with one or more sureties and in such amount as may be satisfactory to the Board of Trustees.

**SECTION 6.05. *Voting upon Shares in Other Corporations.*** Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the President, a Vice-President, or a proxy appointed by any of them. The Board of Trustees, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

**SECTION 6.06. *Mail.*** Any notice or other document which is required by these Bylaws to be mailed shall be deposited in the United States mails, postage prepaid.

**SECTION 6.07. *Execution of Documents.*** A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

**SECTION 6.08. *Conflict of Interest.*** In the event any trustee or officer of the Corporation is or may be an officer, director, stockholder, employee, or otherwise have a financial interest in a corporation or other organization with which this Corporation shall enter into a contract or other transaction; or shall directly or indirectly be a party to or have an interest in any contract or transaction of the Corporation, he or she shall fully disclose such interest to the Board of Trustees. After revealing any such interest, such trustee shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between this Corporation and any other corporation, partnership, or individual, shall be affected by the fact that the trustee or officer of this Corporation is interested in or is a director or officer of such other corporations, provided that such contract is negotiated on an arm’s length basis and is fair and reasonable to the Corporation.

**SECTION 6.09. *Amendments.*** Subject to the special provisions of Section 2.02, (a) any and all provisions of these Bylaws may be altered or repealed and new bylaws may be adopted at any annual meeting of the members, or at any special meeting called for that purpose.