

AMEDICAUSA, INC. CORPORATE BYLAWS

1. **NAME AND PURPOSES:** The name of the corporation shall be AMEDICAUSA, Inc. formed for the purpose of providing non-profit medical, educational and disaster relief aid to the poor and indigenous peoples of Central America, primarily in, but not limited to, Guatemala, and is organized exclusively for 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 code.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be a street address designated by the Board of Directors.
3. **MEMBERS OF THE CORPORATION:** The Members of the Board of Directors of the Corporation (hereinafter "Directors") shall constitute the members of the Corporation.
4. **BOARD OF DIRECTORS:**
 - 4.1. **Classes:** There shall be only one class of Directors.
 - 4.2. **Role/Number:** The business and affairs of the Corporation shall be governed by a Board of Directors (hereinafter the "Board") which shall be composed of no more than nine (9) persons and no fewer than five (5) persons.
 - 4.3. **Composition:** The Board shall, at all times, be composed of persons dedicated to the mission of the organization and representing the diversity of the community being served, taking into account race, gender, economic status, age and other factors. It is suggested that the Board be primarily composed of persons with expertise in the following disciplines: Clinical Medicine, Teaching, Emergency Services, Project Management, Business and/or Communications.
 - 4.4. **Election/Vacancies:** At each annual meeting of the Board, Directors to serve for the ensuing term shall be elected by the existing Directors. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining Directors.
 - 4.5. **Term:** Each Director shall hold office for a term of three years or until a successor is duly elected. The initial Directors shall be divided into three (3) approximately equal groups, one-third (1/3) of them to serve for an initial term of one (1) year, one-third (1/3) to serve for an initial term of two (2) years, and one-third (1/3) to serve for an initial term of three (3) years.
 - 4.6. **Removal:** Any Director may be removed from office, with or without the

assignment of any cause, by a vote of the majority of the Directors in office. A vote for removal may occur at any meeting of the Board convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.7. Employment by the Corporation shall disqualify an individual and any member of the individual's immediate family from eligibility for election to the Board of Directors. Employment of a Director or a member of a Director's immediate family by the Corporation shall automatically terminate the term of office of that Director.

4.8. Resignation: A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

5. OFFICERS OF THE BOARD:

5.1. Election/Vacancies: The officers shall consist of President, Executive Vice-President, Secretary, and Treasurer and such additional vice presidents or assistant secretaries or assistant treasurers as the Board may from time to time appoint. The officers shall be elected by the Board, from among the Directors, at the first meeting of the Board following the annual meeting of the Corporation. A Board member may fulfill two or more positions, with the exception of the President, who may not also serve as Secretary or Treasurer. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board and any Director so elected shall fulfill the term of his/her predecessor.

5.2. Term: Officers shall serve a term of 3-years and until their successors are elected, or until they are removed for cause.

5.3. Removal: An officer may be removed from office, with or without cause, as determined by a two-thirds (2/3) majority vote of the Board present at any meeting at which there is a quorum.

5.4. Resignation: An officer may resign by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President and does not constitute resignation from the board.

5.5. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as follows:

5.5.1. The President shall preside at and conduct all meetings of the Board and of the Executive Committee, shall serve as the Board Chair, and act as the Chief Executive Officer unless and until the Board elects to hire a

CEO. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.

- 5.5.2. The Executive Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President. The Executive Vice-President shall serve as the Chair of the Governance Committee.
- 5.5.3. The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Corporation.
- 5.5.4. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the treasurer shall ensure that the board engages a qualified auditor for an annual examination of the financial statements. The treasurer shall serve as a member and chair of the Finance Committee.
- 5.5.5. Other officers appointed by the Board shall perform such duties as may be specified in writing by the Board or by officers given authority over them.

6. BOARD MEETINGS:

- 6.1. Annual Meeting: The Annual Meeting of the Corporation shall be held at such date and time as is determined by the Board.
- 6.2. Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President
- 6.3. Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three (3) Directors or twenty-five percent (25%) of the Directors, whichever is greater. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- 6.4. Notice of Meetings: Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered at least 10 days and no more than 30 days before the day of the meeting to all board members. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of

notice to any member shall not invalidate the meeting or any action taken at the meeting.

- 6.5. Executive Session: At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only voting Directors and other persons invited by the Board may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.
 - 6.6. Quorum: At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving, present in person including as defined in (h) below.
 - 6.7. Voting: Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority (fifty percent (50%) plus one (1) of those present assuming a quorum), but not less than one-third (1/3) of the Directors then serving. Each Director shall have one vote. Directors may vote only in person. The power to take any action that requires approval of the board by law. There shall be no proxy voting.
 - 6.8. Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.
7. COMMITTEES: The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more committees. Committees may be formed on an ad-hoc basis or may be a standing committee as provided for in the resolution. The Board Chair shall select and appoint the members and the Chair of all committees, unless otherwise specified herein. The Board Chair shall serve as an ex officio member of all committees. The Board Chair may appoint to committees persons who are not Directors of the Corporation. All committees created by the Board of Directors shall be chaired by a Director.
 - 7.1. Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself:
 - 7.1.1. Approve action that requires full Board approval;
 - 7.1.2. Fill vacancies on the Board of Directors or any of its committees;
 - 7.1.3. Amend the Articles of Incorporation;
 - 7.1.4. Adopt, amend or repeal the Bylaws;
 - 7.1.5. Approve a plan of merger, consolidation or dissolution; or

- 7.1.6. Employ or discharge anyone from employment with the Corporation.
 - 7.1.7. Other than the executive committee if so charged, committees may not enter into any agreement, contract or obligation on behalf of the organization.
 - 7.1.8. Other than the executive committee if so charged, Committees and their members shall not portray themselves as representing the organization as a whole publicly.
- 7.2. There shall be the following standing committees:
- 7.2.1. Executive Committee. The Executive Committee shall be comprised of the President, the Executive Vice President, the Secretary, the Treasurer, and one (1) member of the Board elected at large each year by the Board of Directors. When the Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management of the business and affairs of the Corporation that lawfully may be exercised by the Executive Committee, except as specified in Section 7.1. The Executive Committee shall provide reasonable notice under the circumstances to the full Board of Directors of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board, and may elect to do so in executive session. Care will be taken to ensure that only those issues necessitating discussion/action prior to the next board meeting be addressed.
 - 7.2.2. Finance Committee. The Finance Committee shall be responsible for oversight of the financial operations of the Corporation. While serving on the Finance Committee, a member of the Committee shall not: (I) accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation; or (ii) have participated in any other transactions with the Corporation in which he or she has a financial interest within the previous year. The Committee shall undertake the following responsibilities:
 - 7.2.2.1. Review, discuss and recommend changes to the proposed annual Corporation budget and submit for approval to the Board of Directors;
 - 7.2.2.2. Review, discuss and present the financial statements to the Board of the Corporation for approval, at least quarterly;
 - 7.2.2.3. Oversee the agency audit if required, including appointing the auditor and receiving the auditor's report directly. The Committee shall recommend and review policy and procedures for: (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting, auditing or other financial matters. A separate committee or a subcommittee of the Finance Committee may be appointed to oversee the audit.
 - 7.2.2.4. Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of

Directors and the Committee, recommending improvements as necessary; and

- 7.2.2.5. Monitor the investments of the Corporation and develop and recommend to the Board changes to the Corporation's investment and endowment policies as appropriate.
- 7.2.3. Board Development Committee. The Board Executive Vice President shall serve as the Chair of the Committee. The Board Development Committee shall be responsible for oversight of the Board of Directors' governance activities and board development. The Committee shall undertake at a minimum the following responsibilities:
 - 7.2.3.1. Acting as a nominating committee by identifying and recruiting qualified individuals to serve on the Board of Directors, and identifying and developing current directors to serve in leadership roles on the Board, and recommending to the Board candidates for open director and officer positions, director vacancies, and the at-large Executive Committee position.
 - 7.2.3.2. Orientation for new members of the Board;
 - 7.2.3.3. Ongoing Board development, leadership development, and self-assessment;
 - 7.2.3.4. Regular review of the Corporation's bylaws to ensure compliance with law and suitability for the needs of the Corporation, and preparation of proposed amendments to the bylaws and articles of incorporation when necessary and appropriate;
 - 7.2.3.5. Monitoring of compliance by the Board of Directors with applicable law and best practices for nonprofit organizations;
 - 7.2.3.6. Making recommendations to the Board regarding the removal of Directors from the Board;
 - 7.2.3.7. Monitoring compliance by directors with the Corporation's conflict of interest policy, reviewing disclosure statements submitted by directors, and reporting any conflicts of interest to the full Board of Directors for further action in accordance with the policy;
 - 7.2.3.8. Recommending and overseeing procedures for the evaluation of the job performance of the chief executive and, as necessary, for succession planning.

8. APPOINTED OFFICERS AND STAFF:

- 8.1. The Board may appoint a chief executive officer, with a title appropriate to the functions of the officer. Other staff shall be appointed by the chief executive officer.
- 8.2. The Board may delegate duties and customary authority to the chief executive officer and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.
- 8.3. The chief executive officer shall be subject to hire and termination by the Board. Other appointed staff shall be subject to hire and termination by the

- chief executive officer.
- 8.4. Except when the Board is meeting in executive session, the chief executive officer shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees but shall not be entitled to a vote.
9. **CONFLICT OF INTEREST:** The board shall adopt a conflict of interest policy that covers board members, staff members, and volunteers with significant decision making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.
10. **INDEMNIFICATION:** The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland and federal law including the payment of related legal expenses.
11. **EXONERATION:** To the fullest extent permitted by Maryland or federal law, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
12. **INSURANCE:** The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and directors and officers liability insurance.
13. **COMPENSATION:** The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy and section 4.7 of these bylaws.
14. **CORPORATE RECORDS:** The Corporation shall keep correct and complete books

and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors as well as its articles of incorporation, current bylaws, and board approved policies. The corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of the Corporation may be inspected by any Director within three (3) business days of written request.

15. SIGNATURE AUTHORITY: All checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board as described in the organization's financial policies. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board.
16. FISCAL YEAR: The fiscal year of the Corporation shall be from January 1st to December 31st.
17. ACTION WITHOUT MEETING: Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.
18. AMENDMENTS: These bylaws may be amended by a two-thirds (2/3) majority vote of the Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.
19. NON-DISCRIMINATION: The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.
20. DISSOLUTION: The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in

the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board this 30th day of December, 2015

Neale S. Brown
President

Dated: 30 December, 2015

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.

Gabriela Brown
Secretary/Treasurer

Dated: 30 December, 2015