VENTURA COUNTY MEDICAL ASSOCIATION BYLAWS Revised July 2000

ARTICLE 1- NAME

The name of this organization shall be the VENTURA COUNTY MEDICAL ASSOCIATION, hereinafter the "Association".

ARTICLE 2 - PURPOSES

The purpose of this Association is to promote the science and art of medicine, the care and well-being of patients, the protection of the public health, and the betterment of the medical profession; to cooperate with organizations of like purposes; and to unite with similar societies in the State of California as component societies of the California Medical Association (hereafter "CMA")

ARTICLE 3 - OFFICES

The principal office and any other office of the Association shall be located in Ventura County. The Board of Governors shall fix the precise location of the principal office by resolution and may establish other offices.

ARTICLE 4 - CHARTER FROM CMA

This Association shall operate as a component society under charter of CMA and all the provisions of the Articles of Incorporation and Bylaws of CMA in force at the time of the adoption of these Bylaws, together with all amendments to either the articles or Bylaws of CMA thereafter adopted, shall, so far as applicable, be an integral part of the Bylaws of this Association. In the event the Bylaws or any provision of the Bylaws adopted by this Association conflict with the Articles and Bylaws of CMA, the Articles and Bylaws of CMA shall prevail.

ARTICLE 5 - MEMBERSHIP

Section 5.1. - Qualifications

This Association shall be the sole judge of the moral, ethical, and professional qualifications for admission to, or continuation of, any kind of membership in this Association. Membership shall not, however, be denied or abridged on account of sex, color, creed, race, religion, ethnic origin, national origin, age, disability or sexual orientation.

Section 5.2. - Classes of Membership

The membership classes of this Association shall consist of active, associate, affiliate, probationary, retired, honorary, provisional, and out-of-state.

Section 5.3. - Regular Active Membership

To be eligible for election to regular active membership in the Association, an applicant must meet all qualifications in the Bylaws of CMA for regular active membership in a component society. A physician may apply for active membership in this Association only if his/her professional practice or residence is located in Ventura County. The term "physician" whenever used shall mean both doctors of medicine and osteopathy.

Section 5.4. - Associate Membership

To be eligible for election to associate membership in the Association, an applicant must meet all qualifications in the Bylaws of CMA for associate membership in CMA in a component society.

Section 5.5. - Affiliate Membership

To be eligible for election to affiliate membership in the Association, an applicant must meet all qualifications in the Bylaws of CMA for affiliate membership in a component society and the requirements of one of the following affiliate membership categories:

- (a) Nonresident Membership: An active member of another county society who desires to affiliate with this Association shall be eligible for nonresident affiliate membership if his/her major office for the practice of medicine is not in Ventura County.
- (b) Members who maintain good standing in the CMA Resident Physician Society are eligible for concurrent House Officer Affiliate Membership in the Association.
- (c)Individuals who are "Medical Student Active Members" of CMA are eligible for election to Student Affiliate Membership in the Association.

Section 5.6. - Probationary Membership

To be eligible for probationary membership in the Association, an applicant must meet all qualifications in the Bylaws of CMA for probationary membership in a component society.

Section 5.7. - Retired Membership

To be eligible for retired membership in the Association, an applicant must meet all qualifications for retired membership in the Bylaws of CMA and be elected by the Board of Governors of the Association.

Section 5.8. - Honorary Membership

A person distinguished for his or her service or attainments as a physician, or in the field of public health, or in research or other scientific work contributing to medicine may be elected to honorary membership in the Association by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Governors. Honorary members shall pay no dues.

Section 5.9. - Inactive Membership (Leave of Absence)

The Board of Governors may elect as inactive any member in good standing who leaves his/her practice for a period of six or more months to engage in postgraduate study or who leaves his/her practice by reason of protracted illness and/of for whom payment of dues would be a hardship. Inactive membership status shall not be granted for more than one year, but may be renewed upon request up to a maximum of three (3) years.

Section 5.10. - Rights of Members

Only Regular Active Members of the Association are entitled to vote or hold elective office. The right to vote and hold elective office does not extend to any other membership class. All members of the Association shall, regardless of membership class have the right to be appointed as voting members to committees. "Regular Active Members" are the only class of membership that meet the definition of "members" set forth in Section 5056 of the California Nonprofit Mutual Benefit Corporation Law.

Section 5.11. - Method of Admission to Membership

Any person desiring to become a member of this Association shall make application in writing on an application form provided by the Association for that purpose. The applicant shall specify the class of membership desired and shall be required to provide all information deemed pertinent by the Association. The applicant must agree that if elected to membership, he/she will be bound by the Articles and Bylaws of CMA and by the bylaws of this Association.

Following review by the Credentials Committee and publications of the name of the applicant in the official bulletin of the Association, the Board of Governors may act on the recommendation of the Credentials Committee. The Board may vote for admission, deferral, or proposed rejection as outlined in the Bylaws of CMA. The affirmative vote of a majority of the Board shall be necessary for admission. In the event that the vote is for proposed rejection, the procedures specified by the Bylaws of CMA shall apply.

Section 5.12. - Transfer from Other County Medical Association/Society

The procedure for transferring membership to this Association from another county society shall be as determined in the Bylaws of CMA.

Section 5.13. - Resignation of Membership

Any member in good standing may resign by filing with the Secretary a written resignation which may be accepted by the Board of Governors only after all indebtedness to the Association has been paid to the date of filing of resignation.

Section 5.14. -Conduct Subjecting Member to Censure, Probation, Suspension or Expulsion Any member of the Association who has been adjudged guilty of a criminal offense involving moral turpitude, or who has been duly adjudged guilty by the component society, in accordance with the procedural requirements of these Bylaws, of gross misconduct as a physician or a surgeon or of a violation of any of the provisions of the Articles of Incorporation or Bylaws or principles of

professional conduct of the Association or of the Principles of Medical Ethics promulgated from time to time by this Association or by the AMA, shall be subject to censure, probation, suspension or expulsion from the Association..

ARTICLE 6 - DISCIPLINARY PROCEDURES

The Association shall follow the disciplinary procedures mandated by the Bylaws of CMA.

ARTICLE 7 - MEETINGS

Section 7.1. - Regular Meetings

The Association shall hold at least one general meeting per year. Notice of all general meetings of the Association shall be published so that due notice is given to all members of the Association. Additional notice requirements shall be as set forth in Section 7511 of the California Nonprofit Mutual Benefit Corporation Law.

Section 7.2. - Special Meetings

Special meetings may be called by the President, any two members of the Board of Governors, or on the written request of at least 5% of the regular active members of the Association. Business at special meetings will be limited to agenda items only. Notice of any special meeting shall be given at least 10 days prior to the meeting and shall state the business to be transacted and the time and place for the meeting. Additional notice requirements shall be as set forth in Section 7511 of the California Nonprofit Mutual Benefit Corporation Law.

Section 7.3. - Quorum

The presence in person of twenty (20) percent of the regular active members of the Association shall constitute a quorum for the transaction of regular agenda business at any regular or special meeting of the Association. The presence in person of one-third (1/3) of the regular active members of the Association shall constitute a quorum for the transaction of non-agenda items of business at any regular meeting of the Association. A majority of those present shall decide all questions presented. Additional quorum requirements shall be as set forth in Section 7512 of the California Nonprofit Mutual Benefit Corporation Law.

In order to be binding, any action passed at a regular or special general meeting must be approved subsequently by the Board of Governors. If the Board of Governors should choose not to approve, the Board shall submit the action to a referendum of the general membership; passage requiring a majority of votes cast (minimum of 10% response required). A decision of a general meeting shall be binding without the necessity of Board approval or referendum if a majority of the active members is present and voting.

ARTICLE 8 - DUES AND ASSESSMENTS

The annual dues for each class of membership shall be fixed by the Board of Governors each year and payable on January 1 for the ensuing calendar year. The annual dues payable to the Association by dues paying members shall include the amount fixed by the Board of Governors as the amount to be retained by the Association and the annual dues payable to CMA. Annual dues must be paid on

or before the date fixed by the Board of Governors to avoid delinquency. Funds may also be raised by voluntary contributions or by special assessment or in any other manner approved by the Board of Governors.

The Board of Governors shall have the authority to fix lower dues for members who are eligible for reduced CMA dues if the component society reduces its dues to the same degree as the CMA dues reduction.

ARTICLE 9 - BOARD OF GOVERNORS

Section 9.1. - Composition and Term

- (a) The Board of Governors shall consist of the officers of the Association President, President elect, Secretary, Treasurer, and Immediate Past President, plus not less than five (5) nor more than ten (10) elected district representative members. The number of elected district representative members shall be proportional to the number of Regular Active members practicing in any given district and this shall be determined annually, as provided for in these Constitution and Bylaws.
- (b) The term for elected Governors shall be two (2) years and one-half (1/2) of the elected Governors shall stand for reelection every year. At each annual election, a number of Governors shall be elected equal to the number of Governors whose terms will expire on December 31 following that election.

Section 9.2. - District Distribution/Method of Election/Board Ratio

- (a) The County of Ventura shall be divided into geographical districts so as to best represent the practicing Regular Active members in each given district. These district boundaries may be modified at five-year intervals, with approval of the Board of Governors. No new district may be formed with less than nineteen percent (19%) of the Regular Active members of this Association practicing within that proposed district. Districting shall be done by a committee appointed by the President. The composition of the so appointed committee must include one (1) Regular Active member from each then existing district. The recommendation of the committee so appointed shall be presented first to the Board of Governors, and on their approval, to the membership at one general meeting and voted upon by ballot referendum.
- (b) The ratio of the Board members to Regular Active members shall be modified by the Secretary to keep the Board within its maximum of ten (10) district members. No district shall have less than one (1) representative. As the district physician population increases, a new board member may be elected at the annual election. The number of Regular Active members of the Society in each district shall be determined by the Secretary, or his duly appointed representative, by August 1 of each year in order that the Nominations Committee may make its nominations for the ensuing year. Board members will be elected for two-year terms. If more than one (1) member represents a district, their terms must be staggered.

Section 9.3. - Powers of the Board

Subject to the provisions of these Bylaws, the Board of Governors shall be vested with full and complete power and authority to manage, control, use, invest, reinvest, lease, transfer, mortgage, convey in trust, sell or otherwise dispose of all property and assets of whatever kind or nature owned by the Association, and shall also be vested with full and complete power and authority to do and perform all acts, and to conduct, manage, control, and transact all the affairs and business of and for and on behalf of the Association, and to manage and conduct all the work and activities of the Association in fulfilling its purposes. In addition, the Board may investigate and consider any matter that may be of concern to the Association. The Board of Governors shall also formulate rules governing the expenditure of monies to meet the necessary expenses and fixed charges of the Association and shall consider and approve a budget for each forthcoming year.

Section 9.4. - Meetings of the Board

- (a) The Board of Governors shall hold regular meetings at times and places designated by it. Due notice and time and place of each meeting shall be sent by the Secretary to each director.
- (b) Special meetings may be called by the President at any time and shall be called by the President on request of any two (2) members of the Board. The Secretary shall give at least forty-eight (48) hours telephone or fax notice or four days first-class mail notice of the time and place of special meetings to each director.
- (c) Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Governors.

Section 9.4. - Ouorum and Minutes

Two (2) officers, plus one-third (1/3) of District members of the Board (total of 6 minimum) shall constitute a quorum. A majority of those present shall decide all questions presented except as otherwise provided in these bylaws. All acts and proceedings of the Board of Governors shall be recorded by the Secretary in a minute book and shall be submitted to the Board for approval at its next regular meeting.

Section 9.5. - Disqualification of Board Member for Non-Attendance

The Board may declare vacant the office of any Board member, which is absent from three consecutive regular meetings, without an excuse satisfactory to the Board. Such vacancies shall be filled pursuant to Article 14.

ARTICLE 10 - OFFICERS

Section 10.1. - Offices and Terms

The officers of this Association shall be President, President-Elect, Immediate-Past President, Secretary, and Treasurer. The officers shall be elected by majority vote of the members voting for that office at the regular annual election of the Association. All officers shall serve for a term of one year, or until their successors are installed.

Each officer shall be a Regular Active Member of the Association and shall have been a Regular Active Member for no less than two (2) consecutive years by July 1 of the election year. No person may concurrently hold more than one office.

Section 10.2. - Duties of President

The President shall be the chief spokesperson of the Association, and shall carry out the expressed will of the Board of Governors and of the Association in all matters not in conflict with these Bylaws. The President shall preside at all meetings of the Board of Governors, the Executive Committee, and the general meetings of the Association. The President shall be a member ex-officio of all committees, except committees primarily engaged in individual peer review or which are exclusively judicial in function. The President shall perform such other duties as customs and parliamentary usage may require or the Board of Governors may direct.

Section 10.3. - Duties of President-Elect

The President-Elect shall assist the President in the discharge of the President's duties and shall act for the President if the President is absent or disabled. At the conclusion of the President-Elect's term of office, the President-Elect shall then succeed to the presidency. The President-Elect shall be the Chairman of the Membership & Credentials Committee, and an ex-officio member of all committees of the Association, except committees primarily engaged in individual peer review or which are exclusively judicial in function. No person shall be eligible to election as President-Elect who will have served for at least three years as a member of the Board of Governors prior to assuming that office.

Section 10.4. - Duties of Secretary

The Secretary shall: (1) attend and keep minutes of all business meeting of the Association and of the Board of Governors and shall cause to be kept minutes of proceedings of committees of the Board; (2) be the custodian of all records and papers of the Association; (3) keep an accurate roll of all members of the Association which includes the name, address, and class of membership of each member; and (4) perform such other duties as the Board of Governors may direct.

Section 10.5. - Duties of Treasurer

The Treasurer shall: (1) be responsible for the accounting of all monies received by the Association and deposit all monies in such financial institutions as shall be designated by the Board of Governors as depositories of the Association, or make such other disposition of the funds as shall be ordered by the Board; (2) keep or cause to be kept accurate and correct books and records of account; and (3) perform such other duties as the Board of Governors may direct.

The Treasurer shall prepare or cause to be prepared an annual report not later than 120 days after the close of the Association's fiscal year. The contents of the annual report shall meet the minimum requirements set forth in section 8321 of the California Nonprofit Mutual Benefit Corporation Law.

The Board of Governors shall require that all persons disbursing Association monies be placed under an adequate penal bond with corporate surety conditioned for the faithful performance of their duties.

ARTICLE 11 - EXECUTIVE COMMITTEE

Section 11.1. - Members

The Executive Committee of the Board of Governors shall consist of the President, President-Elect, Immediate-Past President, Secretary, and Treasurer. The President shall be the Chair of the Executive Committee and the Secretary shall be the Secretary thereof. In the absence of the President or the Secretary, the President-Elect shall fulfill the duties of the absent member.

Section 11.2. - Meetings

The Executive Committee shall meet on call of the President, or the President's absence, on call of the President-Elect. Three members thereof shall constitute a quorum.

Section 11.3. - Duties

The Executive Committee shall act for and on behalf of the Board of Governors in the transaction of the business of the Association in the intervals between the meetings of the Board of Governors for business of an unusual or emergency nature. It shall have such advisory powers and such other duties as the Board of Governors shall from time to time determine.

Section 11.4. - Records

All the acts and proceedings of the Executive Committee shall be recorded by the Secretary and shall be subject to review and appropriate action by the Board of Governors.

ARTICLE 12 - DELEGATES TO CMA

Section 12.1. - Duties

Delegates to CMA shall attend all meetings of the House of Delegates and shall faithfully represent the members of this Medical Association. If a Delegate is unable to serve, one of the regularly elected Alternate Delegates shall be designated by the Chair of the Delegation to serve in his/her place.

Section 12.2. - Selection of Delegates and Alternates

- (a) The number of Delegates and Alternates to which the Association is entitled shall be determined in accordance with the Bylaws of CMA.
- (b) The members of the Association shall annually elect a sufficient number of persons to fill the expiring and vacant terms of Delegates and Alternates to CMA. The person elected as President-Elect shall be deemed elected simultaneously for a two year term as an Alternate Delegate. In the event that two or more persons receive an equal number of votes for a single available position, election shall be determined by lot in a manner selected by the Board of Governors. The term of a delegate or alternate shall be two years, except that the initial term of any new office which the Association is entitled to elect shall be one year whenever such shorter term will more nearly provide for the election of one-half of said delegates or alternates in any year.

ARTICLE 13 - CMA TRUSTEES

Section 13.1. - Duties

The duties of members of the CMA Board of Trustees shall be as set forth in the Bylaws of CMA.

Section 13.2. - Election

The election of a CMA Trustee shall be as follows: during a meeting of the District V Delegation, one year prior to the conclusion of the current Trustee position, after being placed on the Agenda and ample notification of the vote (3 weeks minimum) a majority vote of those present shall elect the District V Trustee; consistent with CMA Bylaws Section 9.06. The term of office shall be three (3) years and no trustee shall serve more than three (3) consecutive full terms representing the Associations.

ARTICLE 14 - RESIGNATION AND REMOVAL FROM OFFICE

Section 14.1. - Resignation

Any person elected pursuant to these Bylaws may resign at any time by giving written notice to the Association. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 14.2. - Removal without Cause

- (a) Any person elected pursuant to these Bylaws may be removed from office without cause by a recall election. A recall election may be initiated by a petition signed by ten percent of the regular active members of the Association or by an affirmative vote of at least two-thirds (2/3) of all members of the Board of Governors at any regular or special meeting of the Board.
- (b) Following initiation of a recall election by petition or Board vote, the Secretary shall cause a ballot to be printed and mailed to the regular active members of the Association at least 14 days prior to the election date. The procedure of voting shall be the same as described in

these Bylaws for all elections. If a majority of votes cast are in favor of the recall, the removal from office shall immediately become effective.

(c) The recall of a Trustee representing the CMA District in which the Association is located may be initiated by a petition signed by 25% of the delegation members of those component Societies and Associations located in that CMA District. Following initiation of a CMA Trustee recall election by petition, the District Chairman shall coordinate with the component Societies and Associations within the CMA District to cause a ballot to be printed and mailed to the delegation members of those Societies and Associations at least 14 days prior to the election date. The procedure of voting shall be the same as described in these Bylaws for elections. If a majority of votes cast are in favor of the recall, the removal from the office of CMA Trustee shall immediately become effective.

Section 14.3. - Removal for Cause

Any person elected pursuant to these bylaws may be removed from office for cause whenever that person has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Section 7238 of the California Nonprofit Mutual Benefit Corporations law, or who ceases to be a regular active member of the Association with the right to vote.

ARTICLE 15 - VACANCIES IN OFFICE

Section 15.1. - General

A vacancy in any office shall be deemed to exist upon death, disability which renders the person serving incapable of performing the duties of such office, resignation, or removal from office.

Section 15.2. - President

In the event of a vacancy in the office of President, the President-Elect shall succeed to the office of President for the remainder of the President's term, and thereafter shall serve a full term as President. The office of President-Elect shall remain vacant until the next annual Association election, at which time any Active Member who would otherwise be eligible to fill such vacancy shall be elected to the office of President-Elect.

Section 15.3. - President-Elect

In the event of a vacancy in the office of President-Elect shall, except for a vacancy in such office arising as a result of Section 15.2, the Secretary shall succeed to the office of President-Elect for the remainder of the President-Elect's term, and thereafter shall serve a full term as President.

Section 15.4. - President and President-Elect

In the event of vacancies in the offices of both the President and the President-Elect, the Secretary shall succeed to the office of President for the remainder of the President's term. If the Secretary cannot serve or continue to serve for any reason, the Treasurer shall succeed to the office of President for the remainder of the President's term.

Section 15.5. - Secretary

In the event of a vacancy in the office of Secretary, the Treasurer shall succeed to the office of Secretary for the remainder of the Secretary's term.

Section 15.6. - Chief Financial Officer

In the event of a vacancy in the office of Treasurer, the Council shall nominate and elect any regular active member who would otherwise be eligible to fill any vacancy so created, who shall succeed to the office of Treasurer for the remainder of the Treasurer's term.

Section 15.7. - Other Officers

Vacancies occurring during the unexpired terms of any of the other offices of the Association shall be filled by appointment of the Board, unless otherwise specified in these Bylaws.

ARTICLE 16 - ELECTIONS

Section 16.1. - Conduct of Election

The Board of Governors shall conduct all elections and shall have charge of all matters pertaining thereto as provided for in these Bylaws.

Section 16.2. - Nominations

- (a) The Nominations Committee shall nominate one person each for the offices of President-Elect, Secretary, and Treasurer, and shall nominate at least the number of persons equivalent to the number of vacancies which exist or which are about to exist among the non-officer members of the Board of Governors and among the delegates and alternates to CMA.
- (b) The President shall call for additional nominees from the membership of the Association in a manner to be prescribed by the Board of Governors. All nominees shall be asked to confirm their willingness to serve.

Section 16.3. - Date of Election

The annual election shall be held in October.

Section 16.4. - Official Ballot

The official ballot shall be provided by the Secretary on which shall be printed, in order chosen by lot, the names of the nominees for each office to be voted upon by the Association. The ballot shall clearly instruct the method of proper voting. Any ballot marked for more nominees for an office than there are places to be filled shall not be counted for any of the nominees for the office thus marked.

Section 16.5. - Procedure for Voting

(a) The Secretary shall mail or fax one official ballot with instructions to each qualified voter not more than twenty-one days nor less than fourteen days prior to the election.

(b) A member voting must deliver ballot personally, by mail, or by Fax at the poll before the hour of 5:00 pm on the day of election.

No ballot other than the ballot originally provided to any member except upon his/her application to the offices of the Association for issuance of a replacement. Election will be by a majority of votes cast and run-off elections will be held, if necessary.

Section 16.6. - Restrictions on Voting

Neither cumulative voting nor voting by proxy shall be allowed.

ARTICLE 17 - COMMITTEES

Section 17.1. - General

The Association shall have such standing and special committees, as the Board of Governors shall approve subject to these Bylaws. Unless specified otherwise in these Bylaws, the President shall appoint, with the approval of the Board of Governors, chairpersons and members of all committees. Vacancies shall be filled by the President with the approval of the Board of Governors. No independent course of action will be pursued by any committee, unless otherwise specified in these Constitution and Bylaws, without the express approval of the Board.

Section 17.2. - Credentials Committee

The Credentials Committee shall be chaired by the current President-elect and be composed of members determined upon need of the chair. In addition to other duties specified in these Bylaws, this committee shall investigate the credentials, records, and qualifications of all applicants for all types of membership. It shall provide orientation and information for new members, and shall make its written recommendation thereon to the Board of Governors.

Section 17.3. - Nominations Committee

The Nominations Committee shall consist of five (5) members. The composition of the committee shall be as follows: the current president, the president-elect and the three (3) immediate past presidents. This committee shall make nominations for officers, governors, and CMA/AMA Delegates and Alternate Delegates, and conduct the annual elections. If there is no Society general meeting, the slate may be presented to the membership in written form, but only with the approval of the Board. Each nomination shall require approval of a majority of the committee.

Section 17.4 – Dissolution of Committees

Any standing committee, which has not met in the proceeding three (3) years will automatically be dissolved at the end of the calendar year. The Board of Governors has the prerogative to retain this committee with 75% majority vote of the Board.

ARTICLE 18 - RIGHT, TITLE, OR INTEREST IN ASSOCIATION PROPERTY

- (a) No person other than an active member in good standing shall have any right, title, or interest in the property of the Association and the interest of any active member therein shall cease when the active member ceases to be an active member in good standing of the Association.
- (b) If any active member shall resign or otherwise cease to be a member, all of his/her interest in and to all property and funds of the Association shall terminate, and such termination of membership shall operate as a release and assignment to the Association of all right, title, and interest of such member in and to all property and funds of the Association.
- (c) The membership list of the Association is a corporate asset and, without consent of the Board, may not be used by a member for any purpose not reasonably related to a member's interest as a member including any fundraising or commercial purpose.

ARTICLE 19 - AMENDMENTS

Section 19.1. - Amendment by Board - Membership Rights Limitation

- Subject to the rights of Regular Active Members under Section 19.4 of these Bylaws and the limitations set forth below, the Board may adopt, amend, or repeal Bylaws unless the action would materially and adversely affect the Regular Active Members' rights as to voting. The Board may not extend the term of a Director beyond that for which the Director was elected. Any such amendment shall be approved by the Regular Active Members, as required by the Articles of Incorporation.
- (b) The Board cannot approve vote on amendments changing the number of members, powers, or limitations of powers by the Board and officers of the Association and may not adopt, amend or repeal Bylaws which would materially and adversely affect the right of members as to voting, dissolution, redemption or transfer; effect an exchange, reclassification or cancellation of all or part of the membership; authorize a new class of membership; extend the terms of the Board; change the quorum required at a meeting of the members; or adopt, amend, or repeal provisions regarding voting by proxy or cumulative voting.
- (c) The Board shall amend the Bylaws by the following procedure: Bylaws must be mailed to the Board five (5) days before the next regular meeting of the Board. The Bylaws amendment would then be considered or discussed, not acted upon. [Option: The Board must then refer the proposed Bylaws amendment to the Bylaws committee for review and consideration.] The Board then must consider the Bylaws amendment at its next regular Board meeting for final approval by two-thirds (2/3) majority vote of the entire Board.

Section 19.2. - Changes in Number of Governors

The Board may not, without the approval of the Regular Active Members, specify or change any Bylaw provision that would:

(a) Fix or change the authorized number of Governors, or

(b) Change from a fixed number of Governors to a variable number of Governors or vice versa.

Section 19.3. - Amendment by Members

- (a) New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Regular Active Members. Any provision of these Bylaws that requires the vote of a larger proportion of the Regular Active Members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a representative beyond that for which the representative was elected.
 - Any provision of these Bylaws providing for the designation or selection, rather than election, of any representative or Governors may be adopted, amended, or repealed only by approval of the Regular Active Members, subject to the consent of the person or persons entitled to designate or select any such Governors.
- (b) Amendments to these Bylaws may be proposed by ten (10) percent of the Regular Active Members or, by any member of the Board of Governors.
- (c) The proposed amendment or amendments shall be considered adopted when given a majority affirmative vote of all Regular Active Members voting on ballots provided by the Association at the annual election or any duly called Meeting of Members with the return of twenty (20) percent of the ballots.

Section 19.4. - High Vote Requirement

If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

ARTICLE 20 - PARLIAMENTARY RULES

All meetings of the Association shall be governed by the parliamentary rules and usages contained in the current edition of Sturgis' Standard Code of Parliamentary Procedure, when not in conflict with these Bylaws.

ARTICLE 21 - INDEMNIFICATION OF AGENTS

Section 21.1. - Indemnification

The Association shall indemnify its agents to the maximum extent permitted by law.

Section 21.2. - Insurance

The Association shall have the right to purchase and maintain insurance, to the full extent permitted by law, on behalf of any agent of the Association against any liability asserted against or incurred by any agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under law.

ARTICLE 22 - RECORDS AND REPORTS

Section 22.1. - Maintenance of Corporate Records

The Association shall keep at its principal office (i) adequate and correct books and records of account; (ii) minutes in written form of the proceedings of its Members, the Board of Governors, committees of the Board, and other committees; and (iii) a record of its Members, giving their names and addresses and the class of membership held by each.

Section 22.2. - Members' Inspection Rights

Any Regular Active Member may at all reasonable times during office hours inspect and copy the records of Active Members' names and addresses or obtain from the Secretary a list of such Members' names and addresses, and inspect the accounting books and records and minutes of the proceedings of Members, the Board of Governors, and committees of the Board all pursuant to Sections 8330 through 8338 of the California Nonprofit Mutual Benefit Corporations Law.

Section 22.3. - Maintenance and Inspection of Articles and Bylaws

The Association shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. Upon request, any Member may obtain a copy of the Bylaws as amended to date.

Section 22.4. - Inspection by Governors

Every Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association pursuant to Section 8334 of the California Nonprofit Mutual Benefit Corporations Law.

Section 22.5. - Annual Report

The Board of Governors shall cause an annual report to be prepared not later than one hundred twenty (120) days after the close of the Association's fiscal year, shall notify each Member yearly of the right to receive an annual report, and shall promptly cause the most recent annual report to be sent to any Member who requests one in writing as provided by Section 8321 of the California Nonprofit Mutual Benefit Corporations Law.

ARTICLE 23

Any and all previous Bylaws of this Association are hereby repealed.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Ventura County Medical Association and, that the above Bylaws, consisting of fifteen (15) pages, are the Bylaws of this Association as ratified by the Board of Governors on August 7, 2000; and amended by vote of the general membership on August 4, 2000.

	Comron Maleki, MD, Secretary
Executed on September 11, 2000 at Camarillo, Californ	nıa.