

**BYLAWS OF THE NAPA
COUNTY MEDICAL SOCIETY**

Revised January, 2019

CHAPTER 1.00 NAME

The name of this association is Napa County Medical Society (hereinafter referred to as “the Society”).

CHAPTER 2.00 PURPOSE

The purpose of this Society 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 and to promote and support such interests with other component societies and the California Medical Association (CMA).

CHAPTER 3.00 OFFICES

The principal office for the transaction of the activities, affairs, and business of the corporation shall be determined by the Board of Directors.

CHAPTER 4.00 COMPONENT SOCIETY

The Society is a component medical society under charter of the California Medical Association. Except for honorary and out-of-state members, no one may be a member of the Society who is not also a member of the California Medical Association. The Articles of Incorporation and Bylaws of the CMA are expressly incorporated by reference in the Society’s charter and Bylaws and shall govern in the event of any conflict with the Articles of Incorporation and Bylaws of this Society. The Constitution and Bylaws of this Society shall not be amended in any way to conflict or be inconsistent with the Articles of Incorporation and Bylaws of the CMA.

CHAPTER 5.00 MEMBERSHIP

5.01 WHAT CONSTITUTES MEMBERSHIP

Members whose membership applications have been approved and whose required dues or other assessments have been paid to this Society in accordance with these Bylaws and who are not suspended shall be members in good standing.

The term “physician” whenever used in these Bylaws includes both doctors of medicine and doctors of osteopathy.

5.02 CLASSES OF MEMBERSHIP

Classes of membership in this Society are: 1. Active (regular, resident physician, medical student, government employed); 2. Associate; 3. Multiple membership; 4. Retired; 5. Honorary; and 6. Probationary.

5.0201 Leave of Absence

An active member may be granted a leave of absence with the approval of the Board of Directors due to extended illness or such other reason as the Board deems appropriate. While on leave a member shall have no right to vote or hold office.

5.03 QUALIFICATIONS

5.0301 The Society as Determiner

The Society shall, subject to the minimum requirements for eligibility provided in the CMA and this Society's Bylaws, determine whether applicants meet the qualifications for membership in the Society, except that the Society may allow the California Medical Association to credential new members as set forth in section 5.03011. Membership shall not, however, be denied or abridged on account of sex, color, creed, race, religion, ethnic origin, national origin, age, disability, sexual orientation, or on any other basis prohibited by law. In the event the Society votes for proposed rejection of an applicant, the applicant shall be entitled to the procedural rights for "accused members" set forth in the CMA Bylaws. If the procedural rights are waived by the applicant, the application for membership shall be deemed to have been abandoned.

5.03011 Credentialing by the Society

If the Society authorizes the California Medical Association to do so in writing, the California Medical Association shall have the authority to approve initial applications for active membership as agreed to between the California Medical Association and this Society.

5.0302 Qualifications for Active Members

5.03021 Regular Active

To be eligible for election to regular active membership, an applicant must hold an unrevoked and unsuspended physician's and surgeon's certificate issued by the Medical Board of California or Osteopathic Medical Board of California, which license shall not be subject to any conditions of probation, or be a physician and surgeon practicing medicine on a federal enclave, and must reside or practice in the State of California. The applicant must be of good moral and professional character. The applicant must subscribe to the ethics policy of the California Medical Association and to the Principles of Medical Ethics of the American Medical Association to the extent not in conflict, and shall recognize the authorized officers of the California Medical Association and of this Society as the proper authority to interpret the rules of ethics. No physician who is not eligible for active membership may be granted provisional or any similar category of membership, and no such memberships shall be deemed to be regular active membership for purposes of these Bylaws.

5.03022 Resident Physician Active

A resident, intern or fellow shall be eligible for resident physician active membership in this Society according to the terms and provisions of these Bylaws and the CMA Bylaws. The term of such membership shall be only so long as said physician is an intern, resident or fellow.

5.03023 Medical Student Active

Students duly enrolled at any Liaison Committee on Medical Education or American Osteopathic Association accredited school located in California shall be eligible for medical student active membership in this Society upon the terms and conditions specifically set forth in these Bylaws and the CMA Bylaws. The term “medical student” whenever used, includes both students of allopathic and osteopathic medicine. The term school of medicine, whenever used, includes both schools of allopathic and osteopathic medicine. Medical student active membership shall constitute membership in this Society subject to the conditions and provisions of this subsection, which shall prevail in the event of conflict with any other part of these Bylaws. Medical student active membership shall be granted to any person eligible therefore, and otherwise of good character, upon application to this Society. The term of such membership shall be only so long as said member is enrolled in an accredited school of medicine located in California, and said membership shall terminate by its own terms and without the further act of this Society in the event that said enrollment is terminated, whether on account of graduation or for any other reason.

Students duly enrolled in any Liaison Committee on Medical Education or American Osteopathic Association accredited school located outside of California shall be eligible for medical student active membership if the students are training in California.

This Society shall be entitled to accept the certification of the Dean of any accredited school of medicine as to any matter affecting the application of this Section or within the scope thereof, as to such school or its students, and this Society may delegate to each such Dean any responsibility imposed by this subsection.

5.0303 Qualifications for Other Classes of Membership

5.03031 Associate

To be eligible for election to an associate membership, an applicant must hold the degree of Doctor of Medicine or Doctor of Osteopathy, or the equivalent, and must possess all the qualifications necessary for regular active membership except the applicant must hold an unrevoked and unsuspended license to practice medicine from another state, and must not hold a California license to practice medicine.

5.03032 Government Employed

To be eligible for election to a government-employed membership, an applicant must be eligible for regular active membership and must receive more than fifty (50) per cent of the applicant’s practice income from county, state or federal employment.

5.03033 Multiple Memberships

The Society may grant a membership to any physician who is already a regular active member of the California Medical Association and another component society.

5.03034 Probationary

To be eligible for probationary membership, a member must remain eligible for active membership, except that the member's physician's and surgeon's certificate is subject to conditions of probation imposed by the Medical Board of California or Osteopathic Medical Board of California.

5.03035 Retired

The Board of Directors may grant retired membership to those members who have either paid Society dues or been granted a dues waiver for the current or immediately preceding year and who have a retired, inactive, cancelled, disabled or voluntary license from the Medical Board of California or the Osteopathic Medical Board of California, or who have otherwise been determined by the Society to have ceased the practice of medicine to the extent and for reasons satisfactory to the Society and the California Medical Association. Retired membership shall endure as long as the Society confirms that the retired member does not engage in the practice of medicine; but in the event that a member classified as retired resumes the practice of medicine, such resumption shall automatically terminate retired membership and reestablish active membership after payment of dues. Upon resumption of the practice of medicine by any retired member, the Secretary of the Society shall transfer such member from the retired classification to the active classification, and notify the California Medical Association.

5.03036 Honorary

The Board of Directors may elect as honorary members any persons distinguished for their services or attainments as physicians or in the field of public health, or for research or other scientific work contributing to medicine.

5.04 RIGHTS AND PRIVILEGES OF MEMBERSHIP

5.0401 Active

Subject to the provisions of these Bylaws, all active members shall be equally privileged to vote, to hold office and to enjoy all other rights and privileges of the Society. Active Members are the only class of membership that meet the definition of members set forth in Section 5056 of the California Non-Profit Corporation Law.

5.0402 Associate, Retired and Honorary

Members in these classes shall have the right to serve on councils and committees with vote, but shall not otherwise have the right to vote or to hold office or to sit on the Board of Directors.

5.0403 Probationary

Members in this class shall have the right to serve on councils and committees with vote, but shall not otherwise have the right to vote or hold office.

5.05 ROSTERS OF MEMBERS; REPORTS

5.0501 Database

The Secretary of the Society shall keep a database of its members, which shall include the full name as it appears on the member's medical license, address, school and date of graduation, number of license to practice in this state, (or, for physicians practicing in a federal enclave, the state where they are licensed), class of membership, date of birth, and such other information as the Society shall prescribe.

5.06 PROCEDURE FOR ADMISSION TO MEMBERSHIP

The Board of Directors, acting as the admission body, shall have the power to admit or reject applicants for membership, provided that such actions must be consistent with these Bylaws.

5.07 GEOGRAPHIC QUALIFICATION FOR MEMBERSHIP

A medical student or physician (including resident physician active members) may apply and be eligible for membership in the Society if the medical student or physician's professional practice or residence is located in a county included in the Society's territory as allocated for voting privileges in the California Medical Association.

5.08 MEMBERSHIP AS AFFECTED BY TRANSFER OF LOCATION OF OFFICE

A member in good standing in the Society who changes office location from one component society of the California Medical Association to another is eligible to apply for transfer of membership to the new component society on request of the member, provided that current dues have been paid in full and that no evidence disqualifying such membership exists. The member must assume such financial obligations as shall be deemed proper by the Society when it is the new component society to which transferred, and to which application by transfer of membership is made.

A member who has applied for membership in a component society of the county to which the member has moved may continue membership in this Society until the new component society has acted upon the application. This Society shall cause to be collected the dues and assessments of members awaiting such component society action.

The member shall forfeit membership in this Society if within one year after such change of location of practice the member fails to complete an application for membership in the new component society.

A regular active member who has been in good standing in the Society for at least five (5) years who changes the professional practice and/or residence location to the geographical area of another component medical society shall have the option either to continue such membership in the

Society with the concurrence of the Society's Board of Directors or apply to transfer membership to the component medical society of the California Medical Association in which the professional practice and/or residence is located.

5.09 TERMINATION, SUSPENSION OR PROBATION OF MEMBERSHIP

5.0901 By Expulsion from the Society

Expulsion from the Society, after due proceedings in accordance with these Bylaws, upon becoming final terminates all the rights and privileges in this Society of the member so expelled.

5.0902 By Failure to Pay Dues

If the annual assessments of dues, payable to this Society by any member of this Society, are not current on or before March 1 of any year, such member shall automatically lose membership in this Society as of March 1 of such year. The Board of Directors of this Society, in its discretion, upon payment of such unpaid dues and any other assessments or dues accruing thereafter, may at any time reinstate such member.

5.0903 By Revocation or Probation of Physician's and Surgeon's Certificate

Whenever a member's license to practice medicine in this state expires, is cancelled, revoked, or the member's right to practice medicine is otherwise terminated, membership shall be immediately and automatically terminated as of the date the action becomes effective, except as provided below for retired members.

Upon receipt of a copy of the Medical Board of California's or Osteopathic Medical Board of California's notice that a member has been placed on probation for a stated period of time, membership shall immediately and automatically become probationary for an equal period of time.

Whenever a member's license is suspended by the Medical Board of California or the Osteopathic Medical Board of California, or is surrendered to a court on order of a judge, that member's membership will be automatically suspended for an equal period of time.

The right to a hearing on any action taken pursuant to this section shall be limited to a hearing to determine whether the action by the licensing board has occurred.

Retired membership shall not be afforded to any member whose license has been revoked or surrendered.

5.0904 Acts and Conduct Subjecting Member to Censure, Probation, Suspension or Expulsion

Any member who has been adjudged guilty of a criminal offense involving moral turpitude, or who has been duly adjudged guilty, 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 this Society or of ethics

policy promulgated from time to time by the California Medical Association or the Principles of Medical Ethics of the American Medical Association to the extent not in conflict with the ethics policy of the California Medical Association, shall be subject to censure, probation, suspension or expulsion from the Society.

CHAPTER 6.00 DISCIPLINARY PROCEDURE

The procedure to be followed with respect to disciplinary action taken against a member shall be as set forth in Chapter 6.00 of the Bylaws of the California Medical Association or its successor provision.

CHAPTER 7.00 DUES AND ASSESSMENTS

Each member must pay within the time and on the conditions set by the Board of Directors the dues and assessments in amounts to be fixed from time-to-time by the Board of Directors of the Society and CMA.

CHAPTER 8.00 BOARD OF DIRECTORS

8.01 POWERS AND DUTIES

Subject to the provisions and limitations of the California Non-Profit Mutual Benefit Corporation law and any other applicable laws, the articles of incorporation and bylaws, the Society's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under direction of the Board of Directors.

Without prejudice to the general powers set forth above, but subject to the same limitations, the Board of Directors shall have the power to:

- a) Appoint and remove, at the pleasure of the Board of Directors, the Executive Director.
- b) Change the principle office or the principal business office in California from one location to another.
- c) Borrow money and incur indebtedness on the Society's behalf and cause to be executed and delivered for the Society's purposes, in the Society's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
- d) Receive grants, gifts, contributions and other sums of like nature; and to receive and hold, sell and resell property (real, personal, or mixed), without limitations to its value, consistent with these Bylaws and the objectives or restrictions otherwise specified by donors or grantors.

8.02 COMPOSITION

8.0201 VOTING MEMBERS

The Board of Directors shall consist of up to 19 voting members, including the President, Immediate Past President, Secretary, Treasurer, Delegates, Alternate Delegates, at least two (2) Members-at-Large, and the Chairpersons of the School Health Committee, the Government Relations Committee and the Community Health Committee. If present, a CMA Trustee (past or present), a CMA president (past or present) will be voting directors. The two Members-at-Large shall be Regular Active Members of the Society and shall serve two year terms. They shall be elected on alternating years, such that their terms overlap by one year.

8.0202 NON-VOTING MEMBERS

Non-voting Board members include Chairpersons of Society Committees other than those named above, the Chiefs of Staff of Queen of the Valley Hospital and St. Helena Hospitals, Medical Directors of Holderman Hospital, Napa State Hospital, and Kaiser Permanente Medical Clinic, the Napa County Health Officer or designated physician from that office/agency, the NCMS Alliance President, and the Society Executive Director.

8.03 DIRECTORS: TERMS, TERM LIMITS, AND REMOVAL

Directors at large shall serve for terms of two (2) years; except that the initial term of a new office arising hereunder may be for less than two (2) years, to allow for staggering of terms.

Terms of office of the Directors shall commence on the January 1 after their election.

8.04 ELECTION OF BOARD OFFICERS AND TERMS OF OFFICE

At the annual meeting of the membership held each calendar year, the members of this Society shall elect a President-Elect, Treasurer and Secretary of the Board. One individual may serve as Treasurer and Secretary. Officers may serve a maximum of two (2) consecutive one (1)-year terms in each position.

8.05 MEETINGS

8.0501 Annual Meeting

The time and place of the annual meeting of the Board shall be fixed by the President and at least ten (10) days notice shall be given each Director by the President of the time and place of the meeting; the notice may be reduced to two (2) days for meetings held by telephone.

8.0502 Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President, or by any three (3) Directors.

Special meetings of the Board shall be held upon four (4) days' notice sent by first-class mail, or forty-eight (48) hours' notice given personally or by telephone, e-mail, or other similar means of communication. Any such notice shall be addressed or delivered to each Director at the director's address as shown upon the records of the Society or as given to the Society by the Director for purposes of notice.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means or by facsimile transmission, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

8.0503 Participants in Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

8.0504 Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, before the meeting or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the Society's records or made a part of the minutes of the meeting.

8.0505 Order of Business and Quorum

At meetings of the Board of Directors, business shall be transacted as the Board of Directors may determine from time to time by resolution. Five (5) voting members of the Board of Directors shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

8.0506 Action without Meeting

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 may be obtained through facsimile transmission (fax) or electronic mail, and shall be filed with the minutes of the proceedings of the Board. An action by written consent shall have the same force and effect as a unanimous vote of the Directors.

8.06 BOARD COMMITTEES

The Board of Directors may create committees as it deems advisable to address administrative and operational matters of the Society.

8.0601 Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, Immediate Past President, President Elect, the Secretary and the Treasurer.

The Executive Committee has the power and authority to transact Society business between Board of Directors meetings, in consonance with any stated Board of Directors' policy.

All transactions of the Executive Committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors.

8.0602 Finance Committee

The Executive Committee shall be the Finance Committee of the Society.

The Finance Committee shall approve for each year a proposed budget of anticipated income and expenditures, to apply to succeeding calendar years of the Society. The proposed budget shall be prepared in consultation and with the cooperation of officers, and others with knowledge of the needs of the Society by the CEO.

The Finance Committee shall present the proposed budget to the Board of Directors for its approval.

8.0603 Nominating Committee

The Nominating Committee shall be composed of the incumbent president and four (4) available regular active immediate past presidents. The senior past president shall serve as the chairperson of the Nominating Committee.

8.07 EXPENSES OF DIRECTORS AND OFFICERS

Directors and Officers shall be allowed such reimbursement for expenses incurred in connection with Society business as may be fixed by the Board of Directors.

8.08 SOCIETY REAL ESTATE

No purchase, disposal or commitment to purchase or dispose of Society real estate may be made without the approval of the Board of Directors, with a quorum present and by a two-thirds majority vote of all members present and eligible to vote.

8.09 ENDOWMENT FUNDS

The Board of Directors may establish endowment funds and other such permanently and temporarily restricted funds which consist of, but are not limited to, true endowment funds, funds functioning as endowment, board-designated funds, funds held in trust by others, and deferred gifts including living trust funds, annuity trusts, unitrusts, charitable lead trusts, pooled income, and gift annuities.

CHAPTER 9.00 OFFICERS

9.01 OFFICERS

The Officers of this Society shall be a President, a President-Elect, a Treasurer, a Secretary, and the Immediate Past President. Any number of offices may be held by the same person.

9.02 DUTIES OF OFFICERS

9.0201 Duties of the President

The President shall chair the meetings of the members, Board of Directors and Executive Committee. The President shall be ex officio a member of all committees of the Society.

9.0202 Duties of the President-Elect

The President-Elect shall act for the President in the event of the President's absence or disability, and, if the office of President becomes vacant, the President-Elect shall then succeed to the presidency to serve as President for such unexpired term and for the term of one (1) year thereafter. The President-Elect shall be ex-officio a member of all committees of the Society.

9.0203 Duties of the Secretary

The Secretary shall supervise the retention of the corporate records of the Society and perform such other tasks as may be assigned by the Board of Directors.

9.0204 Duties of the Treasurer

The Treasurer shall supervise the fiscal affairs of the Society and perform such other tasks as may be assigned by the Board of Directors.

9.0205 Duties of the Immediate Past President

The Immediate Past President shall perform such tasks as may be assigned by the Board of Directors.

9.03 BUSINESS OR COMMERCIAL USE OF OFFICE OR TITLE PROHIBITED

No person elected or appointed to any office, delegation, board, council, committee, taskforce or other elected or appointed body of this Society shall use or permit the use of such office or title, applied to such individual, for public solicitation or advertisement of business or commercial activities. As a condition of holding any such office or position, each person elected or appointed agrees that this prohibition is enforceable by the Society through injunction or any other lawful process. This prohibition does not apply to reference to title, office or position in professional resumes.

9.04 VACANCIES IN OFFICE

9.0401

In the case of vacancy in any office other than the President or Immediate Past President, the Board shall appoint a person to fill the vacancy for the remaining term. If the remaining term is less than 3 months, the Board may choose to leave the position vacant.

9.0402 Removal of Officers

Any officer may be removed from office as permitted by applicable laws.

CHAPTER 10.00 CHIEF EXECUTIVE OFFICER

The Board of Directors shall appoint an Executive Director. The terms of the appointment shall be such as are satisfactory to the Board of Directors. The Executive Director is the General Manager of the Society and, subject to the control of the Board of Directors, has the responsibility for the general supervision, direction and control of the business and staff of the Society, including but not limited to the responsibilities set forth in this Chapter. The Executive Director shall have responsibility for monitoring the Society's associated and subsidiary organizations, and shall serve on the Boards of these organizations as directed by the Board of Directors. The Executive Director shall have responsibility for the administration of the Society's finances. This responsibility shall include, but not be limited to, annual preparation of a proposed budget for the Board of Directors' consideration, in association with the Finance Committee, using the program priorities adopted by the Board of Directors', making recommendations with respect to the budget from time to time, and overseeing Society expenditures so that such expenditures are for authorized purposes only and within authorized sums.

CHAPTER 11.00 DELEGATES AND ALTERNATES TO CMA HOUSE OF DELEGATES

11.01 DUTIES

Delegates to CMA shall attend all meetings of the House of Delegates and shall faithfully represent the members of this Medical Society. 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. They shall serve as members of the Society Board of Directors.

11.02 ELECTION

The number of Delegates and Alternates to which the Society is entitled shall be determined in accordance with the Bylaws of CMA. The members of the Society shall annually elect a sufficient number of persons to fill the expiring and vacant terms of Delegates and Alternates to CMA

11.03 TERM

The term of a delegate or alternate shall begin as of July 1 following election and shall be for (3) years, except in the initial term of any new office which the Society is entitled.

CHAPTER 12.00 ELECTION OF CMA BOARD TRUSTEES

12.01 DUTIES

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

12.02 ELECTION

Any member in good standing may nominate or be nominated for Trustee. The Trustee represents CMA District X and will be elected according to the Bylaws of CMA District X.

CHAPTER 13.00 AMENDMENTS

13.01 BYLAWS AMENDMENTS

These Bylaws may be amended by the voting members of the board at any meeting thereof by the affirmative vote of at least a majority of the qualified members thereof present and acting; provided, that any proposed amendment must be consistent with the Bylaws of the California Medical Association.

13.02 RIGHTS OF REGULAR ACTIVE MEMBERS

The Board may adopt, amend or repeal any provision of the 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 of the Society.

The Board cannot approve or vote on amendments changing the number of members, powers, or limitations of powers of the Board and officers of the Society. The Board 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.

13.03 AMENDMENT PROCESS

The Board shall amend the Bylaws by the following procedure: Bylaws will be emailed, faxed or sent by general mail to the Board five (5) days before the regular meeting of the Board. Members of the Board will review for approval at its next regular Board meeting with approval by a majority of the entire Board.

13.04 AMENDMENT BY MEMBERS

Amendments to these bylaws may be proposed by ten (10) percent of the Regular Active Members or by any member of the board. The proposed amendment shall be considered adopted when a majority of affirmative votes are cast at a general meeting of the Society with at least twenty-five (25) Regular Active Members present.

CHAPTER 14.00 PARLIAMENTARY RULES

In the absence of any provision in the Articles of Incorporation or these Bylaws, all meetings of the Society, of the Board of Directors, and of committees shall be governed by the parliamentary rules and usages contained in the current edition of Sturgis' Standard Code of Parliamentary Procedure.

CHAPTER 15.00 INDEMNIFICATION OF AGENTS

15.01 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

This Society shall have power to indemnify any of its agents or former agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with activities undertaken at the Society's request if such person acted in good faith and in a manner the person reasonably believed to be in the best interest of the Society and to the extent such indemnification is permitted under California law.

For the purposes of this section, agent means any person who is or was a Director, Officer, employee, or committee member of the Society who is or was serving at the request of the Society; and proceedings means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, disciplinary or investigative.

Indemnification can be made only as to a specific case, upon a determination that indemnification is proper in the circumstances and must be authorized by a majority vote of a quorum consisting of Directors who are not parties to the proceeding.

The Society shall have power to purchase and maintain insurance on behalf of any agents of the Society against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Society would have power to indemnify the agent against such liability under the provisions of these Bylaws.

CHAPTER 16.00 RECORDS AND REPORTS

16.01 MAINTENANCE OF CORPORATE RECORDS

The Society shall keep at its principal office: (i) adequate and correct books and records of account; (ii) written minutes of the proceedings of its members, the Board of Directors, committees of the Board, and other committees; and (iii) a record each member's name and address and the class of membership.

16.02 MEMBERS' INSPECTION RIGHTS

Any active member may at all reasonable times during office hours inspect and copy the records of the Society.

16.03 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Society 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.

6.04 INSPECTION BY DIRECTORS

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 Society pursuant to Section 8334 of the California Nonprofit Mutual Benefit Corporations Law.

CHAPTER 17.00 FORMATION OF CORPORATIONS OR OTHER LEGAL ENTITIES

In order to carry out the purposes of the Society, the Board of Directors may authorize the formation of such corporations, partnerships or other legal entities as are appropriate to carry out such purposes.

Secretary of the Napa County Medical Society

Adoption Date