

**BYLAWS OF THE
CALIFORNIA SOCIETY FOR HEALTHCARE ATTORNEYS**

ARTICLE I – SOCIETY

Section 1: Name

This Society shall be known as the California Society for Healthcare Attorneys.

Section 2: Principal Office

The principal office for the transaction of the business of the Corporation is located in Sacramento County. The Directors may change the location of the principal office.

Section 3: Objectives

The objectives of the Society shall be the same as those found in the Articles of Incorporation, and include the following:

- a. To provide a forum and opportunity for attorneys in the health field to meet and to exchange information and ideas.
- b. To conduct seminars of interest to such attorneys.
- c. To provide a central agency for the exchange of information in the health field.
- d. To publish newsletters and other publications of interest to attorneys in the field of health law.
- e. To conduct any other appropriate business.

ARTICLE II – MEMBERSHIP

Section 1: Classes

Membership shall consist of two classes having voting and full membership rights: (a) Personal; and (b) Life.

Membership shall also consist of one class, the Affiliate Class, having no voting rights and having those limited membership rights described in these Bylaws.

Additionally, the Board of Directors may create an Honorary membership award for persons who are not otherwise members of the Society. Such Honorary members shall have only those limited rights as are specified by the Board of Directors, which rights shall not include any voting rights. The terms “member” or “membership” as used in

these bylaws shall not refer to Honorary members or members of the Affiliate Class unless expressly provided.

Section 2: Eligibility

- 2.1 An individual shall be eligible for Personal membership in the Society who:
- a. Is an attorney, which is defined as a person who holds a degree in law and is currently licensed to practice in any jurisdiction (whether such license is active or inactive); and
 - b. Practices or is involved with health care law by virtue of:
 - (1) Serving one or more of the following categories of clients in California:
 - (a) Health institutions,
 - (b) Health delivery systems,
 - (c) Health professionals,
 - (d) Health regulatory agencies,
 - (e) Health insurers or payors,
 - (f) Health associations; or
 - (2) Representing, through employment or other comparable association, a legislative, executive, judicial, administrative or other governmental branch or agency which is actively concerned with the development or application of health care law in the State of California, or in any political subdivision thereof; or
 - (3) Holding an academic appointment for teaching healthcare law; or
 - (4) Was previously a member who met the requirement under subsections (1), (2) or (3); and
 - c. Submits a completed application form as specified by the Board of Directors.
- 2.2 An individual shall be eligible for a Life membership from the Society who:
- a. Has retired from full-time practice or has reached a senior status in the healthcare legal profession; and
 - b. Has made extraordinary contributions to the Society over an extended period of years; and
 - c. Has provided outstanding leadership in the healthcare legal profession.

The Board of Directors may bestow a Life membership on a qualifying individual, subject to such additional requirements and procedures as may be designated by the Board of Directors. A Life member shall have all voting rights and full membership rights, the same as a Personal member, subject to such rules, regulations and limitations as may be specified by the Board of Directors.

2.3 An individual shall be eligible for Affiliate Class membership in the Society who meets the qualifications under Sections 2.3.1 or 2.3.2:

2.3.1 Attorneys

- a. Is an attorney, which is defined as a person who holds a degree in law and is currently licensed to practice in any jurisdiction (whether such license is active or inactive); and
- b. Demonstrates an interest in the development and application of health care law in the State of California, or in any political subdivision thereof; and
- c. Professes a commitment to advancing the interests of health care providers consistent with the law of the State of California; and
- d. Submits a completed Application form as specified by the Board of Directors including a resume or a curriculum vitae.

2.3.2 Law Students

- a. Is a law student currently enrolled in an accredited law school or is an attorney within the first six months after graduation from an accredited law school; and
- b. Has exhibited an interest in healthcare issues; and
- c. Submits a completed application form as specified by the Board of Directors.

Section 3: Election to Membership

Application for Personal or Affiliate membership shall be made to the Secretary in writing at the Society's principal place of business. Each application shall be reviewed by Society staff to determine if the applicant meets the eligibility requirements for membership as specified in Section 2 of this Article II. Where Society staff determines that an applicant meets the requirements for membership in the Society, it will prepare a written recommendation indicating: (1) the name of the applicant; (2) the date of the application; and (3) the specific membership category for which an applicant is qualified, and forward such recommendation to the Board of Directors for approval. If an applicant

is not, in the opinion of Society staff, qualified for membership in the Society, a copy of the membership application of such applicant and a brief explanation of the Society staff's conclusion concerning such non-qualification shall be forwarded to the Board of Directors. Acceptance to membership shall require the approval of the Board of Directors. The Board of Directors may also establish conditional or probationary membership on such terms as it may deem necessary.

Membership in the Society shall become effective upon:

- a. Receipt of a properly completed application form evidencing to the satisfaction of the Board of Directors that the applicant meets the eligibility requirements as specified in Section 2 of this Article II; and
- b. Receipt of specified dues/fees; and
- c. Approval of the application by the Board of Directors.

Notice to the applicant for membership shall contain where required such terms and conditions as the Board of Directors has adopted for that applicant and shall in all cases be mailed over the signature of the Secretary of the Society or any other duly appointed officer within thirty (30) calendar days of such decision rendered by the Board of Directors.

Section 4: Resignation

A member may at any time file a written resignation with the Secretary at the principal place of business for the Society, which shall be effective on the date of receipt. No refund of dues/fees paid shall be made on such resignation, nor shall such resignation relieve the former member of his/her obligation for past-due dues/fees.

Section 5: Expulsion

The Board of Directors may expel any member for cause, subject to the affected member's opportunity to be heard as specified in Section 6 below.

Section 6: Hearing

Within thirty (30) calendar days after the Board's expulsion action under Section 5 above, notice shall be forwarded to the affected member by certified mail over the signature of the Secretary or other duly appointed officer of the Society. Should a member request a hearing, the request shall be made in writing to the Secretary for the Society at the Society's principal place of business within thirty (30) calendar days of receipt of notice from the Society.

The Board of Directors shall, within ninety (90) calendar days of receipt of notice by a member indicating a request for hearing under this Section, convene a special meeting of

the Board of Directors, sitting as a committee of the whole, called for the purpose of presentation of facts by the affected member pertaining only to those issues prompting action adverse to the interests of the affected member. In the alternative, the President may appoint, at his/her discretion, three (3) members of the Board of Directors for this purpose. When this alternative is selected, the Board of Directors shall render a final decision following recommendation by such committee. At least ten (10) calendar days' notice of this meeting shall be provided to the affected member.

The President of the Board of Directors, or in his absence such other officer as designated by the Board of Directors, shall decide in his discretion the manner and scope of the hearing.

Following presentation of facts by the affected member to the Board of Directors or the committee where this alternative is selected, the Board shall enter into Executive Session to render a decision.

Within ten (10) calendar days of such final decision by the Board of Directors, notice shall be forwarded to the affected member by certified mail over the signature of the Secretary or other duly appointed officer of the Society.

The position of the Board of Directors in this matter shall be final.

Section 7: Reinstatement

Any member expelled by action of the Board of Directors under this Article, Sections 5 or 6, may be reinstated by majority vote of the Board of Directors at any subsequent, regularly scheduled meeting where written notice of such meeting specifically includes the proposed reinstatement.

Section 8: Rights and Interests

The rights and interests of all members in a particular class shall be equal among all members in that class, and no member shall have or acquire a greater interest therein than any other member.

Section 9: Voting

Personal and Life members in good standing shall be eligible to vote and hold office in the Society. Each member shall have one vote. Members will be provided with an envelope for sealing and returning their election ballot. Members are requested to then sign the external envelope, seal and return to CSHA for tabulation purposes.

Section 10: Transfer of Membership

No membership may be assigned or transferred in any manner by a member to any other person, firm or corporation, public or private, nor shall a purchaser at execution sale, or

any person who may succeed, by operation of law or otherwise, to the property interests of any person who is a member of the Society, be entitled to membership in or to become a member of this Society by virtue of such transfer.

Section 11: Effect of Termination

Upon cessation of any membership, that member's interest in or to the privileges of the Society shall cease and such cessation of membership shall operate as a release and assignment to the Society of all privileges of the Society; provided, however, that any cessation of membership shall not affect any indebtedness of the Society to such member or of such member to the Society.

Section 12: Liability

Members of the Society shall not be held personally liable for the debts, liabilities or obligations of the Society, and all creditors of the Society shall look only to the assets of the Society for payment.

Section 13: Dues/Fees

Amounts and conditions of payment for members of the Society shall be fixed and payable at such times as designated by the Board of Directors. Dues/fees shall be established to adequately cover the activities of the Society consistent with the objectives stated in Article I, Section 3 of these Bylaws.

Section 14: Membership Book

A membership book shall be maintained at the Society's principal place of business. Termination of any membership shall be recorded in the book, together with the date the membership ceased.

ARTICLE III – MEETINGS OF MEMBERS

Section 1: Annual Meeting

There shall be an Annual Meeting of the Society. The time, date and place for the Annual Meeting shall be determined by the Board of Directors. Notice of the Annual Meeting shall be published and mailed to the membership at least ten (10) calendar days prior to the date so fixed.

Section 2: Educational Meetings

There shall be periodic educational meetings of the Society as scheduled by the Board of Directors, one of which shall be in conjunction with the Annual Meeting.

Section 3: Special Meetings

A special meeting of the Society may be called at any time by a majority vote of the Board of Directors or five (5) percent of voting members of the Society. The time, date and place for such special meeting shall be published and mailed to the membership at least ten (10) calendar days prior to the date so fixed. Only those items placed on the agenda for which purpose the special meeting was called shall be discussed.

Section 4: Voting

Each Personal and Life member in good standing shall be entitled to vote.

Voting by proxy shall not be permitted.

Cumulative voting shall not be permitted.

Section 5: Voting by Mail or Electronically

At the discretion of the Board of Directors, any matter to be voted on by the membership may be voted upon by a written ballot circulated by mail or electronically (with appropriate security measures), in lieu of the matter being voted upon at a meeting of the members. The written ballot vote in favor of the matter by a majority of the members voting by the written ballot shall constitute approval of the matter by the membership, so long as at least a quorum of the members (as defined in Section 7 below) do so vote.

Section 6: Entry of Notice

Whenever any member has been absent from any meeting of members, whether Annual or special, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such member as required by law and the Bylaws of the Society.

Section 7: Quorum; Action

A quorum of the membership for any and all meetings or actions of the Society shall consist of twenty (20) percent of the members eligible to vote. Any act done or decision made by a majority of the members present at a duly noticed meeting at which a quorum is present shall be regarded as the act or decision of the membership.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Composition and Qualifications

The Board of Directors shall be composed of twelve (12) members drawn from the Personal and/or Life membership and the Executive Director serving as an ex-officio, nonvoting, member and shall consist of:

- (1) Five (5) officers, being the:
 - (a) President
 - (b) President-Elect
 - (c) Immediate Past President
 - (d) Secretary
 - (e) Chief Financial Officer; and

- (2) Eight (8) additional Directors

Section 2: Election and Term of Office

An election for Directors shall be held annually in December of each calendar year.

All Directors shall be elected by mail ballot by a majority of the votes cast.

All Directors, other than officers, shall serve for a two-year term. All Directors, other than officers, may serve for no more than two (2) consecutive terms.

The term of office shall commence on the date of the Society's Annual Meeting of each calendar year; and the term shall expire on the date of the Society's Annual Meeting approximately two years after commencement of the term.

Section 3: Nominations

Nominations for elected members of the Board of Directors shall be submitted by the Nominating Committee in conformance with the procedure set forth in Article VI, Section 2 of these Bylaws.

Section 4: Powers

The powers of the Society shall be vested in and exercised by its Board of Directors to conduct any and all business of the Society not inconsistent with the Articles of Incorporation or these Bylaws.

Section 5: Duties

The Board of Directors shall have the responsibility for Society policy determination, performance and accountability to the members.

The Board of Directors shall perform all duties necessary for carrying out the business and affairs of the Society.

Section 6: Vacancies

If the office of an elected member of the Board of Directors becomes vacant between elections, such vacant position may be filled by the Board of Directors for the unexpired term.

Section 7: Quorum; Action

A majority of the Board of Directors shall constitute a quorum for purposes of conducting all business of the Society. Any act done or decision made by a majority of the Board of Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 8: Removal of Directors

The Board of Directors may, but need not, declare vacant the office of any officer or director upon that person's:

- a. Removal of residence from the State of California.
- b. Absence from three (3) consecutive Board meetings.
- c. Ineligibility for membership in the Society.
- d. Upon other good cause as recognized by applicable law, by the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors excluding such member; provided that such member has been given at least ten (10) calendar days prior written notice to that member's last known address of such contemplated action and of the right to appear and be heard on the matter.

Section 9: Compensation

Members of the Board of Directors shall not receive salaries, wages, bonuses or any other compensation from the Society for their services, and shall be responsible to absorb any and all personal expenses pertaining to their fulfillment of the duties of their office. This shall not be construed to prohibit the Board of Directors from compensating a Director for expenses for extraordinary services performed in the discharge of his/her duties for the Society.

Section 10: Indemnification

Each director, officer, committee member, employee or agent of this Corporation shall have the right of indemnification in accordance with Section 7237 or other applicable sections of the Nonprofit Mutual Benefit Corporation Law.

Section 11: Liability

Members of the Board of Directors shall not be personally liable for the debts, liabilities, or obligations of the Society.

Section 12: Time, Date and Place of Meetings

The Board of Directors shall designate the time, date and place of all meetings.

Section 13: Commencement of Term

The Board of Directors shall take office on the date of the Society's Annual Meeting of each calendar year.

Section 14: Regular Meetings

Regular meetings of the Board of Directors shall be held at least two (2) times annually.

Notice for absence from a meeting shall be made to the Secretary of the Society and recorded as part of the official minutes of such meeting.

Section 15: Call of the Meetings

Meetings of the Board of Directors may be called by the President, by any officer of the Board of Directors, or by any three (3) members of the Board of Directors. The Secretary shall then cause to be given at least four (4) days and not more than sixty (60) days prior notice thereof by mail, telegraph or telephone.

Section 16: Telephonic Board Meetings

The Board of Directors may meet by telephone conference call in lieu of a meeting in person.

Section 17: Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting held after regular call and notice and as if a quorum were present if either before or after the meeting each member of the Board of Directors not present signs either a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 18: Unanimous Written Consent Action

In lieu of a meeting, the Board of Directors may act by a unanimous written consent action signed by each of the members of the Board of Directors.

Section 19: Adjournment

The Directors present at any duly noticed meeting of the Board of Directors, even if less than a quorum, may adjourn any Board of Directors' meeting to meet again at a stated day and hour. A meeting held pursuant to such adjournment may transact any business that may have been conducted at the meeting so adjourned. Notice of the time, date and place of holding a meeting previously adjourned shall be given to absent members of the Board of Directors.

Section 20: Entry of Notice

Whenever any Director has been absent from any meeting, regular or special, of the Board of Directors, an entry in the minutes to the effect that the Director was absent and that notice had been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such Director as required by law and the Bylaws of the Society.

ARTICLE V – OFFICERS

Section 1: Designation

The officers of the Society must be members of the Personal or Life classes of membership and shall be:

- a. President
- b. President-Elect
- c. Immediate Past President
- d. Chief Financial Officer
- e. Secretary

Section 2: Election and Term of Office

- a. Elective officers

An election of the President-Elect shall be held annually in December of each calendar year, which election shall be by mail ballot by a majority of the votes cast. The position of President-Elect may only be filled by a member who has held in the preceding year a position as a member of the Board of Directors.

The President-Elect shall automatically become President. The President shall automatically become Immediate Past President.

The term of office shall commence on the date of the Society's Annual Meeting of each calendar year; and the term shall continue until the next Annual Meeting.

The President, President-Elect, Immediate Past President and Chief Financial Officer shall be members of the Board of Directors.

b. Chief Financial Officer

The Board of Directors, upon nomination by the Nominating Committee, shall appoint the Chief Financial Officer. The Nominating Committee will make the nomination for Chief Financial Officer from persons who have held, in the preceding year, a position as a member of the Board of Directors. The Chief Financial Officer shall serve for a one year period commencing April 1.

c. Secretary

The Executive Director shall serve at the pleasure of the Board of Directors in the office of Secretary of the Society. However, the Board of Directors reserves the discretion to appoint one of its own members as the Secretary.

The Board of Directors shall appoint such other assistant secretaries as it may deem appropriate.

d. Limitation on Term of Office

An Immediate Past President shall not be eligible for election as either a Director or as an officer for a period of at least two (2) years from the date of completion of the Immediate Past President's term of office.

Section 3: Duties

a. President

The President shall preside at all meetings of the Board of Directors and preside and report at the business session of the Annual Meeting of the membership.

The President shall appoint the members and the chairman of standing committees and fill all vacancies on each committee, subject to approval of the Board of Directors.

The President shall be chair of the Program Committee.

The President shall be an ex officio member of all standing committees.

The President shall have the general powers and duties of management usually vested in the office of President, and such other powers as may be prescribed by the Board of Directors.

The President shall have the primary responsibility for supervising the affairs of the Society to assure its proper functioning.

In the absence or disability of the President, the President-Elect, and in his absence, the Immediate Past President shall fulfill all the duties of the President as previously described.

b. President-Elect

The President-Elect shall be a member of the Program Committee.

In the absence or disability of the President, the President-Elect shall perform the duties of the Office of President.

The President-Elect shall perform all other duties that may be prescribed by the Board of Directors.

c. Immediate Past President

The Immediate Past President shall have such duties and responsibilities as may be designated from time to time by the Board of Directors.

d. Chief Financial Officer

The Chief Financial Officer shall have charge and control and be responsible for all funds and securities of the Society, receive and give receipts for monies paid to the Society from any source whatsoever, and deposit all such funds in the name of the Society in such banks, trust companies or other depositories as may be authorized by the Board of Directors.

At all reasonable times, the Chief Financial Officer shall exhibit the books of account and records to the Board of Directors upon application during normal business hours of the Society and its principal place of business.

The Chief Financial Officer shall render a statement of the condition of the Society at all regular meetings of the Board of Directors, and a full financial report at the Annual Meeting of the membership.

The Chief Financial Officer may delegate those functions described above to a designee approved by the Board of Directors and in accordance with the Society's Accounting Policies and Procedures.

The Chief Financial Officer shall perform such other duties as may be prescribed by the Board of Directors.

e. Secretary

The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of Directors and members, with the time and place of holding of the meetings, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at such meetings.

The Secretary shall keep, or cause to be kept, a membership record containing the name and address of each member and the date when he became a member.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws or by law to be given; he shall keep the seal of the Society and affix said seal to all documents requiring such seal; he shall keep all other books, records and papers of the Society and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

In the case of the absence, disability, refusal or neglect of the Secretary to make service or publication of any notices, then such notices may be served and published by the President or President-Elect.

The Secretary may delegate those functions described above to a designee approved by the Board of Directors.

The Secretary shall perform such other duties as may be prescribed by the Board of Directors.

Section 4: Vacancies

If the President becomes unable to perform the duties of that office, the President-Elect shall succeed to that office and continue to serve for the unexpired term thereof, after which the President-Elect may serve another term as President.

If the office of an elected officer of the Board of Directors becomes vacant between elections, such vacant position may be filled by the Board of Directors until the next election at which time an officer shall be elected for the ensuing term.

Section 5: Removal

Any officer or agent may be removed with cause by the Board of Directors at any regular or special meeting thereof.

Section 6: Compensation

Officers shall not receive any salaries, wages, bonuses, dividends, or any other compensation from the Society for their services. Officers shall absorb any and all personal expenses associated with acceptance of duties specified in these Bylaws. This shall not be construed to prohibit the Board of Directors from compensating an officer for expenses for extraordinary services performed in the discharge of his/her duties for the Society.

ARTICLE VI – COMMITTEES

Section 1: Appointments

The President, with the approval of the Board of Directors, shall appoint the members of all committees, fill vacancies on each committee and designate a member of each committee to serve as its chairman. The Chairman shall be a member of the Personal or Life classes of membership. The chairman of each committee, with the approval of the committee, may appoint special subcommittees, subject to approval by the Board of Directors. Each committee shall serve for a one year period commencing April 1.

Section 2: Nominating Committee

The Nominating Committee shall consist of at least three (3) members, but no more than five (5) members. The Committee shall nominate candidates for the offices of:

- a. President-Elect
- b. Such other members of the Board of Directors whose terms will have expired or are otherwise vacated.

The Nominating Committee shall cause the names of its nominees to be mailed to members of the Society approximately sixty (60) calendar days before the election shall take place. Other nominations for any one or all of these offices may be made by a petition signed by not less than five (5) voting members and filed with the Secretary not later than fifteen (15) days after the mailing to members of the Committee's nominees.

The Nominating Committee shall then cause the names of all nominees to be mailed to members of the Society approximately thirty (30) calendar days prior to the election along with a written ballot for members to vote for nominees to the offices. The Nominating Committee shall determine the due dates for the members to return their ballots, which due date shall be approximately thirty (30) days after the mailing to members.

The Nominating Committee shall collect the votes submitted by members of the Society and render a report to the Board of Directors and members of the Society.

Section 3: Other Committees

The Board of Directors shall establish a Program Committee. The Board of Directors may establish or discontinue other committees, as it may deem advisable, with such powers and duties as may be determined by the Board of Directors.

Section 4: Quorum

A majority of the members of a committee shall constitute a quorum of that committee for purposes of conducting official business. A committee may meet and act by the members meeting in person or by a telephone conference call.

Section 5: Reports

The chairman of each committee shall make reports to the Board of Directors on the activity of that committee at each meeting of the Board of Directors, so as to insure that the Board of Directors is at all times adequately informed as to the scope and conduct of activities of the committees.

Section 6: Minutes

Minutes shall be kept by each committee of all official meetings of each committee. A copy of said minutes shall be signed by the chairman of each committee and a copy shall be forwarded to the Board of Directors at the next regularly scheduled meeting of the Board of Directors following the meeting of the committee.

Section 7: Limited Authority

Except as otherwise provided in these Bylaws, no recommendation or other action of any committee shall constitute Society action unless authorized or approved by the Board of Directors.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Society shall coincide with the regular calendar year beginning on January 1 of each successive year and ending on December 31 of the same year.

ARTICLE VIII – AMENDMENTS

Section 1: Articles of Incorporation

Amendments to the Articles of Incorporation shall require the approval of the Board of Directors and membership.

Section 2: Bylaws

Proposals for amendment to these Bylaws may be initiated by the Board of Directors or by written petition to the Secretary from any ten (10) voting members of the Society in good standing.

Amendments to the Bylaws shall be approved by either the Board of Directors or by the membership. Provided, however, the following amendments may be made only upon the approval of the membership:

- a. Change in the number of Directors;
- b. Increase in the term of office of Directors;
- c. Increase in the quorum requirements for membership approval;
- d. Grant or change in proxy rights;
- e. Grant or change in cumulative voting rights;
- f. Changes which materially and adversely affect the rights of members as to voting or dissolution; and
- g. Authorization of a new class of voting membership.

ARTICLE IX – CONFLICT OF INTEREST

Any member of the Society, officer, or member of the Board of Directors who shall deal with the Society in other than a voluntary relationship and who shall engage with the Society in a business activity of any nature as a result of which the aforementioned party shall profit pecuniarily either directly or indirectly shall fully disclose any such financial benefit expected to the Board of Directors for approval by a disinterested majority prior to contracting with the Society and shall further refrain, if a member of the Board of Directors, from any vote in which such issue is involved.

ARTICLE X – PROVISIONS CONTRARY TO LAW

If any section, subsection, sentence, clause, or phrase of these Bylaws, or any amendment or addition thereto are, or are held to be contrary to law, and null and void, such portions of the Bylaws, or amendments or additions thereto, as are, or are declared null and void, shall be deemed separable from the remaining portions of the Bylaws, amendments and additions thereto, and such fact or decision shall in no way affect the validity of the said remaining portions. The members and Directors of the Society do, by their adoption of these Bylaws, and the amendments and additions thereto, thereby declare that they would have adopted the same, and each section, subsection, sentence, clause and phrase thereof, irrespective of the fact that any one or more other sections, subsections, sentences, clauses or phrases were, or were declared, contrary to law, and null and void.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert’s Rules of Order, Revised, shall govern the members and Directors of this Society in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or special rules of the Society.

ARTICLE XII – CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Society and a natural person.

ARTICLE XIII – GENERAL SOCIETY PROVISIONS

Section 1: Contracts

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers or agent or agents of the Society to enter into any contract or execute and deliver any instrument in the name and on behalf of the Society and such authority may be general or confined to specific instances, so authorized by the power of authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable pecuniarily for that purpose or amount.

Section 2: Loans

No loan shall be contracted on behalf of the Society, and no negotiable paper shall be issued in its name unless authorized by the Board of Directors. When so authorized, any officer or agent of the Society may effect loans and advances at any time for the Society from any bank, trust company, or other institution, or from any firm, corporation or individual, and may make, execute and deliver promissory notes or other evidences of the indebtedness of the Society for such loans and advances, and when authorized as aforesaid, may mortgage, pledge, hypothecate or transfer any real personal property at any time held by the Society and to that end execute deeds of trust, mortgages, or otherwise pledge or transfer such property as security for the payment of any and all loans, advances, indebtedness and liabilities of the Society. Such authority may be general or confined to specific instances.

Section 3: Checks and Drafts

All checks, drafts, or other orders for the payment of monies, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such person or persons and in such manner as shall, from time to time, be determined by the Board of Directors.

Section 4: Deposits

All funds of the Society shall be deposited to the credit of the Society under such conditions and in such banks, trust companies or other depositories as the Board of Directors may designate or as may be designated by any officer or officers or agent or agents of the Society to whom such power may, from time to time, be delegated by the Board of Directors, and for the purposes of such deposit any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Society.

Section 5: Contractual Waiver of Liability of Members

The business and affairs of the Society shall be conducted to the end and in the view that no personal liability for any debts, liabilities or obligations of the Society, or otherwise, will be incurred, directly or indirectly, by the members, directors or officers of the Society as such, as a result of, or through, such conduct. Any contracts, loans, or other obligations, written or oral, entered into by, in the name of, or on behalf of the Society, shall be entered into upon the express condition that none of the members, directors or officers of the Society as such shall in any way personally liable for the performance of any of the conditions, covenants or promises therein contained, or the payment of any of the sums therein provided or debts therein incurred, and all written contracts shall contain an express provision to such effect. No contract, loan or other obligation shall be entered into by the Society providing for, or involving the payment or the incurring of a debt, by the Society, of a sum in excess of one thousand dollars (\$1,000) unless the same be in writing.

Section 6: Corporate Seal

The corporate seal shall be circular in form and shall have inscribed thereon the name of the Society and the date of its incorporation.

Section 7: Certification, Maintenance and Inspection of Bylaws and Other Records

The Society shall keep in its principal office for the transaction of business, the original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members of the Society or members of the Board of Directors at all reasonable times during business hours.

The accounting books, records, and minutes of proceedings of the members and the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal office of the Society. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, upon at least

five (5) calendar days prior written notice, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts, at the member's expense.

Section 8: Inspection of Membership Lists

Any member of the Society may:

- a. Inspect and copy the records of members' names and addresses and voting rights during usual business hours on five (5) calendar days prior written demand on the Society, stating the purpose for which the inspection rights are requested.
- b. Obtain from the Secretary, on written demand and on the tender to the Secretary of his usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of ten (10) calendar days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and right of inspection includes the right to copy and make extracts, at the member's expense.

Section 9: Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Society and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 10: Annual Report to Members

The Board of Directors shall distribute to the members a report containing the following information in reasonable detail within 120 calendar days of the close of each fiscal year:

- a. The assets and liabilities, including the trust funds, of the Society as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

- c. The revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for the fiscal year.
- d. The expenses or disbursements of the Society, for both general and restricted purposes, during the fiscal year.
- e. Any other pertinent information.

Section 11: Use of Word “Society”

Whenever or wherever in these Bylaws or in any amendment or additions thereto, or in the Articles of Incorporation, or in any amendment thereto, or in the minutes of any meeting, or in the written assent of the members of Directors, or in any written contracts or other documents entered into, or in any rules or regulations prescribed by the California Society for Healthcare Attorneys, the words “the Society” are used, the same shall be and shall be deemed, except if otherwise provided or noted in or appears from the context in which the said words are used, to be synonymous and to refer to and they shall be held to mean, California Society for Healthcare Attorneys, a nonprofit, mutual benefit Corporation, incorporated and organized under and by virtue of the laws of the State of California.

February 29, 1996

Clark Stanton
Officer, CSHA

Lawrence B. Garcia
Officer, CSHA