

ARTICLE I : NAME

The name of this Society shall be the *Sudanese American Medical Association, Inc. ("association" or "SAMA")*, a nonprofit corporation incorporated under the laws of *State of Wisconsin*. The principal administrative office of the Society shall be in La Crosse, Wisconsin or as otherwise determined by the Board of Directors.

ARTICLE II : OBJECTIVES

The objectives of the association are:

1. To provide means for communication and acquaintance between Sudanese doctors inside the United States.
 2. To facilitate exchange of medical information, communication and acquaintance between doctors in Sudan and those in the United States, through:
 - A. Educational Seminars or Conferences.
 - B. Providing means for performing conjoined Medical research projects.
 - C. Providing a common ground for communication between both parties.
 3. To pursue all possible means to improve the health status of citizens in both countries.
-

ARTICLE III : MEMBERSHIP AND DUES

SECTION A. TYPES OF MEMBERSHIP

The membership of the Association will be open to citizens of all countries of Sudanese descent in the following categories:

1. FULL

- a. Full members are students and graduates of accredited schools of Medicine, Dentistry, Pharmacy and other Health-allied specialties. They may be clinicians, scientists or researchers interested in the objectives of the association as approved by the Membership Committee.
- b. Full members are expected to pay the full membership dues and have all membership privileges including voting and holding office.

2. AFFILIATE

- a. Affiliate members are students and graduates of accredited schools of Medicine, Dentistry, Pharmacy and other Health-allied specialties. They may be clinicians, scientists or researchers interested in the objectives of the association as approved by the Membership Committee.
- b. Affiliate members have all membership privileges except voting and holding office.
- c. Affiliate members are eligible for full membership upon approval of the Board of Directors and payment of the annual membership dues.

3. HONORARY

- a. Individuals with significant contributions in the field of Medicine may be proposed for Honorary membership by any member and on recommendation by the Membership Committee and Board of Directors approval may be granted this category.
- b. Honorary members shall have all the privileges of Full members except voting and holding office. Honorary members shall not pay annual dues.

SECTION B. DUES

On recommendation of the Board of Directors, the membership shall determine dues for Full members. Honorary and Affiliate members shall not pay dues.

Any member who is delinquent in paying dues for a period of ninety days shall be notified of such failure and suspended as a full member, and all member rights and privileges shall cease. If all dues are not paid within the succeeding sixty days, the membership is automatically terminated.

SECTION C. MEETINGS

1. An annual meeting of the full members will be held once a year, time and place will be determined by the Board of Directors.

2. A special meeting of the members shall be held when called by the Board of Directors or the President or upon the written request of at ***least two thirds*** of the voting members at a time and place designated by the President.
3. Notice of the time and place of a meeting of the members shall be published and/or distributed by mail/email/phone at least ***thirty (30)*** days before such meeting.
4. ***Five (5) members***, entitled to vote, present in person, shall constitute a quorum.

SECTION D. EXPULSION OR DISCIPLINARY ACTION

Any member may be expelled for adequate reasons as determined by a two thirds vote of the Board of Directors.

Failure to maintain eligibility for membership is adequate reason for expulsion and does not require advance notice.

Any member proposed for expulsion for other reasons is given advance written notice, including the reason for the proposed expulsion, the opportunity to contest the proposed expulsion in writing to the Board of Directors and, if expelled, the final written decision of the Board of Directors. The expelled member may appeal the Board of Directors' decision in writing.

ARTICLE IV : OFFICERS

SECTION A. GENERAL

1. The officers of the Association shall be a President, a Vice President, a Secretary, Treasurer and Administrator. They are members of the **Board of Directors (BOD)**
 2. The officers will be appointed for the first two years of the Association. Thereafter, they shall be elected by the full members of the Association entitled to vote. The terms of all such officers shall be **two** years.
 3. Full Members may vote in person or by absentee ballot. Absentee ballots must be returned and received at the office of the Association by the deadline posted. Whenever there is more than one nominee for the same office, voting shall be by secret ballot. The nominee receiving a plurality of the votes cast shall be declared duly elected.
 4. No member may serve as an officer in more than one capacity at the same time.
 5. In the event of the death or resignation of the President, or inability to function (as determined by the Board of Directors), the Vice President shall become President for the unexpired term.
 6. An elected officer may be removed for adequate reasons by a two thirds vote of the Board of Directors, with the officer being considered for removal not participating in the vote. An officer removed by this process may appeal the decision in writing to the Board of Directors.
 7. None of the officers shall receive compensation for their services, but shall be reimbursed for authorized expenses by the Board of Directors.
 8. Officers shall be full members, with main residence and medical practice in the U.S.
 9. Elected officers should be active members in good standing for at least two consecutive years.
 10. Term of office starts on ----- and ends after two years on-----or until a successor is elected and qualified.
-

ARTICLE V : BOARD OF DIRECTORS

SECTION A. MEMBERSHIP

1. The Board of Directors shall consist of ***the President, Vice President, Secretary, Treasurer and Administrator plus up to four additional members.***
2. The Board of Directors will be appointed for the first two years of the Association. Thereafter, they shall be elected by the full members of the Association entitled to vote. The terms of all such officers shall be **two** years.
3. If a Board member fails to complete a term of office due to death or resignation, the vacancy for that term of office shall be filled by Presidential appointment.
4. President Elect shall attend Board of Directors meetings as a non-voting member.

SECTION B. DUTIES

The Board of Directors shall be the governing body of the Society which has authority and responsibility for the supervision, control, and direction of the Society in accordance with the bylaws and under applicable local laws.

SECTION C. MEETING OF THE BOARD OF DIRECTORS

1. The Board of Directors shall meet at least one time annually upon call by the President or upon written request of any five (5) members of the Board.
2. A majority of members of the Board of Directors shall constitute a quorum.
3. Notices of each meeting and a statement of its purpose shall be sent to the members of the Board at least fifteen (15) days before such meetings.

ARTICLE VI : AMENDMENTS

For the first two years, these Bylaws may be amended by two thirds vote of the Board of Directors at any regular meeting of the membership or at any special meeting called for the purpose, provided the substance of the proposed amendment has been submitted to the members 15 days prior to any such meeting.

After the term of the appointed BOD expires, the Bylaws may be amended by two thirds vote of the full members present and voting at any regular meeting of the membership or at any special meeting called for the purpose, provided the substance of the proposed amendment has been submitted to the members 15 days prior to any such meeting.

ARTICLE VII : MISCELLANEOUS

1. **Indemnification.** Directors, officers, and authorized employees, volunteers, committee members, and agents of the Association shall be indemnified against claims of liability arising in connection with their positions or activities on behalf of the Association to the full extent permitted by law.
2. **Fiscal Year.** The fiscal year of the Association shall be January 1 to December 31.