Governing Documents

Constitution

Latest update: 2013

1.0 General

"The Latino Medical Student Association (LMSA) shall not discriminate on the basis of race, sex, religion, color, sex, age, sexual orientation, national origin, status as a veteran, gender identity, or handicap in recruitment, admissions to membership, or access thereof, or treatment in its programs and activities."

1.1 Name

The name of the organization is The Latino Medical Student Association, hereinafter called "LMSA" or the "Corporation."

1.2 Location

The principal offices of the Corporation shall be in: 115 South Monroe St, 1st Floor Tallahassee, FL 32301

1.3 Registered Agent

The Board shall have the authority to appoint/change the registered agent and change the location of registered offices in the state of Incorporation and any other state in which the Corporation conducts business.

1.4 Purpose

The Corporation is organized primarily for such purposes as to be within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended, with its primary purpose:

1. Providing support and guidance to Latino and Hispanic medical students in the United States;
2. Providing education programs for Latino and Hispanic medical students in the United States;
3. Promoting biomedical and health service research, including cultural competence and language issues, for members of the Hispanic community in the United States and to address the health care needs of this community;
4. Developing interest in Hispanic health issues among Latino and Hispanic medical students in the United States;
5. Encouraging Latino and Hispanic college students to pursue careers in medicine and health care services which address the health care needs of members of Hispanic and Latino ethnicity;
6. the conduct of any other activities related to the above stated purposes, including the promotion of charitable, religious, educational, and scientific purposes, as shall from time to time be permitted to be carried on by an organization exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code, in the corresponding section of any future federal tax laws. The Corporation may engage in such more or less than its necessary and proper to accomplish the foregoing objectives and purposes. The Corporation is organized and operated exclusively for such purposes as to come within the meaning of IRC Section 501(c)(3) and such other sections of the Code regulating the activities of nonprofit corporations established primarily for charitable purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, officers, other private individuals, or other organizations organized and operated for a profit (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 501(c)(3) hereof). No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall, however, shall be empowered to make the election authorized under IRC Section 501(h). The Corporation shall not participate in nor intervene in (including the publication and distribution of statements) in any campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions contained herein, the Corporation shall not carry on any activities not permitted to be carried on by any organization exempt from federal income taxes under IRC Section 501(c), or an organization described in Section 501(c). 3.

2. MEMBERSHIP

2.1 Membership Categories

There shall be three categories of LMSA members:

1. Medical and Allied Health Professional Students (Full Members);
2. Interns, Residents, Physicians, and other Allied Health Professionals (Affiliate Members);
3. Premedical and Allied Health Pre-Professional Students (Associate Members). Any revisions to the structure of membership classes shall be established by resolution of the Board from time to time.

2.2 Full Members

Medical and Allied Health Professional Students have the right to full membership if currently enrolled in or on leave of absence from an accredited U.S. or Puerto Rican allopathic or osteopathic medical school, or other school of the allied health professions, and are a member of a regional organization or chapter, provided, they have:

1. A serious interest in the profession of medicine and/or allied health and the objectives of LMSA;
2. Attended at least one regional and/or chapter meeting; and
3. Possess no malevolence or intention of disrupting the functions and purposes of LMSA.

No medical or allied health professional student shall be excluded from full membership on the basis of religion, race, ethnicity, sex or sexual preference.

Full Members shall have the right to participate in their respective local chapters and regional sections according to the constitution and bylaws of their respective organizations.

Full Members may campaign for positions on the LMSA Board, and/or hold an appointed seat or chairmanship on a committee or taskforce established by the LMSA Board.

Full Members are expected to be active and attend local chapter meetings, regional section meetings, and the Corporation's annual conference. It is recognized that studies and examinations are priorities for all Full Members.

2.3 Affiliate Members

All interns, residents, physicians, or other allied health professionals in the United States or Puerto Rico who demonstrate a strong interest in the profession of medicine and the objectives of LMSA, shall be eligible to become Affiliate Members.

Affiliate Members are ineligible to be elected to the positions of the Board. They may, however, participate in LMSA, for example, by holding a specially assigned committee chair, leading a task force or sitting on an appointed committee.

Affiliate Members are expected to represent LMSA in a professional and dignified manner.

No interns, residents, physicians, or other allied health professionals shall be excluded from affiliate membership on the basis of religion, race, ethnicity, sex or sexual preference.

2.4 Associate Members

All students currently matriculated in a U.S. or Puerto Rican undergraduate institution, who are enrolled in pre-medical or allied health pre-professional coursework, are eligible to become Associate Members.

Pre-medical and allied health pre-professional students shall not be eligible to be elected to the Board, hold a committee chair or lead an assigned task force. They may sit on a committee, if appointed by the Board, and may attend regional meetings and the Corporation's annual conference. Any premedical or allied health pre-professional student shall be excluded from associate membership on the basis of religion, race, ethnicity, sex or sexual preference.

2.5 Associates

The Corporation shall develop and maintain relationships with other organizations established for similar or complementary purposes, including, but not limited to, the National Medical Fellowships, the American Medical Association and the National Medical Association. 2.6. CHAPTERS

2.7 Organization

Upon the formation of at least one medical student in any medical school in the United States or Puerto Rico may qualify as a chapter. The qualifying student shall organize their affiliate and abide by their regional constitution and bylaws in order to qualify as a LMSA chapter. There shall not be more than one LMSA chapter at any medical school campus.

Affiliate Members and Associate Members may attend chapter meetings. They are welcome to join their respective regional meetings as well as the LMSA annual conference.

2.8 Chapter Membership

The chapters shall consist of people who meet LMSA membership criteria and who attend their respective school. The chapters may request dues in order to support local or regional affairs. The chapters shall be vested with the power to expand or expel their members, so long as such expansion is consistent with their regional constitution and bylaws. 3. REGIONAL SECTIONS

3.1 Structure

LMSA shall be comprised of the (5) regional sections and their respective chapters and future chapters listed below.

REGION 1: LMSA NORTHEAST
Includes the states of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Washington DC, and Vermont.

REGION 2: LMSA MIDWEST
Includes the states of Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, and Wyoming.

REGION 3: LMSA Southwest
Includes the states of Alabama, Florida, Georgia, Kentucky, Mississippi, Missouri, North Carolina, Puerto Rico, South Carolina, and Tennessee, Virginia, and West Virginia.

REGION 4: LMSA Midwest
Includes the states of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Nebraska, North Dakota, North Dakota, Ohio, and South Dakota.

REGION 5: LMSA Southwest Includes the states of Arkansas, Colorado, Louisiana, New Mexico, Oklahoma, and Texas.

3.2 Regional Sections Relationship with LMSA

LMSA with respect all regional sections and their respective constitutions and bylaws, and give deference to the independence and autonomy of each Regional Section, subject to the general provisions of these By-Laws. Any disputes between or among Regional Sections shall be brought before and resolved by the Board, with interested members having the right to participate, but not vote in the resolution.

The Board by a two-thirds vote may nonetheless resolve conflicts or inconsistencies between the LMSA and the Regional Sections or between or among Regional Sections, which decisions shall be binding upon and applicable to the respective Regional Sections.

3.3 At Large Chapter

Any chapter not specifically delineated in the states listed above may have one chapter, which shall fall under the jurisdiction of the applicable Regional Section. If for any reason, a local chapter is unable to qualify for membership in a Regional Section, it may maintain its own identity and will be accepted into LMSA, its members also being LMSA members. Such "At large" chapter, however, shall not be represented on the LMSA Board, either directly or indirectly. 4. GOVERNING BODY

4.1 Board of Directors

The property and affairs of the Corporation shall be managed and controlled by the Board of Directors (the "Board"), which shall initially be composed of:

4.Voting members

The Board shall be comprised of:

- Executive Director
- National President
- Vice Chair of Internal Affairs
- Vice Chair of External Affairs
- Chief Financial Officer
- Chief Information Officer
- Chairpersons of National Committees
- Immediate Past President, serving immediately following his/her regional term.

The numbers of Directors may be increased or decreased and representation on the Board may be changed by a two-thirds vote of the Directors then in office.

The Board shall retain complete control and discretion over all aspects of the Corporation. No agreement with respect to the grant or expenditure of any funds of the Corporation shall be valid or enforceable without authorization and approval of the Board.

5.1 Election and Term of Office of Directors

The terms for all of the Directors elected to the Board shall be one (1) year, commencing at the NMA Conference (or by May 1 of each calendar year), or as soon thereafter as such Regional Section shall have elected its new representatives to the Board.

5.2 Vacancies

Any vacancy occurring in the Board for any reason shall be filled by the Regional Section representing the vacancy for the remaining term of the vacancy.

5.4 Removal

Any Director may be removed by the Regional Section represented by the Director, in accordance with procedures set forth in the respective Regional Section's constitution and bylaws. 6.COMMITTEES

6.1 Corporate Advisory Committee

The Board may establish a corporate committee, to be composed of representatives of corporations and other organizations, such as foundations and nonprofit charitable and educational organizations, supportive of the Corporation's goals and purposes. Such committee will operate in a manner established by the Board and will be responsible for providing advice and recommendations to the Board and advice and assist the Board in furthering the goals and purposes of the Corporation. The role of this committee is advisory only, and shall not have any authority to commit the Corporation to any action or to incur any liability on behalf of the Corporation. The chairperson of this committee shall be selected by the Board from such names as the Board shall have from time to time determine. The National President shall be an ex officio member of the advisory committee.

6.2 Executive Committee

Executive Committee (EC) shall be empowered to oversee the daily business operations of the LMSA. All decisions of the Executive Committee shall be subject to approval by the BOD.

1. The Executive Committee shall be comprised of the following Members of the Board of Directors:
   a. Voting Members
      i. The President
      ii. Vice Chair of Internal Affairs
      iii. Vice Chair of External Affairs
      iv. The Chief Financial Officer
      v. The Chief Informational Officer
   b. Non-voting Members
      i. Executive Director (he/she may vote to create a tie-break a tie the voting)
2. The Executive Committee shall have the authority and responsibility to delegate certain responsibilities to the Executive Director, as appropriate, for the successful conduct of organizational affairs but not in conflict with this Constitution.
3. There shall be regular meetings of the Executive Committee, at least once a month.
4. A quorum of the Executive Committee shall consist of three (3) Voting Members.

6.3 Personal Commitments

6.3.1 Commitment
The LMSA shall have the following National Committees, namely:

- Community Service
- Conference
- Development
- Elections
- Finance
- Historian
- Internal Policy
- Mentor-ship
- Publications
- Scholarship

6.3.2 Committee Leadership
Committee chairs, committee members and subcommittee coordinators, excluding the Elections and Finance committees, shall be appointed by the President and ratified by the Board of Directors, after a formal presentation to the Board of Directors.

6.3.3 Elections Committee
The LMSA Elections Committee shall be comprised of the National President, Vice President of Internal Affairs, Immediate Past President and Chief Informational Officers. The National President will serve as the Chair of the Elections Committee.

6.3.4 Additional Committees
The Board, from time to time may create such committees, with such membership, powers and duties, as may be deemed necessary or advisable in conduct the activities and affairs of the Corporation. Such committees may include, but are not limited to program and policy review, administration, research, and/or fundraising committees. The National President shall be an ex-officio member of all committees.

6.3 Terms of Office and Procedures

The terms of office and procedures by which committees shall work will be determined by the Board at the time such committees are established. Members of committees may be removed by the Board from time to time.

7. OFFICERS

7.1 General

The officers of the Corporation shall be the Executive Director, National President, Vice Chair of Internal Affairs, Vice Chair of External Affairs, Chief Financial Officer, and Chief Information Officer as elected by the Board. All officers shall be filled by separate full Members.

7.2 Election and Term of Office

The officers shall be elected by the Board at its annual meeting. Each officer shall hold office until the next annual meeting of the Board, until his/her term as Director expires, or until his/her successor is elected and qualified, or until his/her earlier death, resignation, or removal.

7.2.1 National Elections

National elections will be held during the National Conference after the Annual meeting of the Executive Director.

Nominators will be held beginning the month prior to the National Conference. Any national member LMSA can be nominated for any position on the Board with the exception of Regional Presidents. Nominees for National President must have already served one (1) year on the National Board. National elections will follow Robert's Rules of Order unless otherwise specified. National elections will be held in the order as follows:

- National President
- Vice chair of Internal Affairs
- Vice Chair of External affairs
- Chief Financial Officer
- Chief Informational Officer

1. The order of elections may be modified by a two-thirds (2/3) vote by the Voting body.
2. Fifty percent (50%) plus one (1) vote will determine an election. If no candidate receives fifty percent (50%) plus one (1) vote a runoff, for that position between the top two (2) candidates is required.

7.2.2 Meetings and Voting

Voting at the Board is defined from one national conference to the end of the next national conference(a similar proposal as defined in combating the same intent or outcome cannot be submitted twice for voting per Board term.

1. The proposal needs to be voted upon and approved by all members of the national Board. There can be no discussion of the items and no amendments to the item(s). If discussion or amendments to the proposal(s) needs to be made, the original proposal should be voted "No" and a new proposal presented at the next meeting of the national board.
2. Voting members will have 72 hours to reply "Yes" or "No" on the proposal. If the voting member does not reply in this amount of time, it will be counted as a "No" vote. Board members will reply to all motions listed on the email or to the Chief Informational Officer and Secretary.
3. Email voting will be included in the minutes of the previous meeting and announced at the next meeting of the national board prior to old business.

7.3 Duties

Officers should follow the instructions of their duties established in the Policies and Procedures Manual

7.4 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

7.5 Removal

The LMSA Board may remove any Officer whose election is subject to these bylaws from any elected office for cause. Any officer may be dismissed by a two-thirds vote of the Directors in office. **MEETINGS**

8.1 Annual Meeting of the Board

The Annual Meeting of the Board shall be held contemporaneously with the Annual Membership Meeting or at such other place and time as may be designated in the notice of meeting, for the purpose of electing officers, appointing committees and engaging in other business of the Corporation.

8.2 Other Board Meetings

In addition to the Annual Meeting, the Board shall meet at least two other times per year, and no less frequently that once per semester. Other meetings of the Board may be called at any time by the National President or by any two Directors. Such meetings shall be held at the principal office of the Corporation or at such other place and time as the Board may determine.

8.3 Notice of Meetings of the Board

Notice of each meeting, stating the time and place thereof shall be given to each Director by email or personal delivery at least three (3) days before the meeting. Any meeting of the Board may be held without notice if all the Directors then in office are present.

8.4 Quorum Board Meetings

At any meeting of the Board, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn the meeting from time to time until a quorum is obtained. Except as otherwise provided by law or in these Bylaws, any business may be transacted at any meetings of the Board at which a quorum is present, and the act of a majority of Directors present at a meeting at which there is a quorum shall constitute the act of the Board.

8.5 Action by Consent

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if written consent to such action is signed by two-thirds (2/3) of the Directors and such written consent is filed in the Minute Book of the corporation.

8.6 Meeting by Conference Call, Videoconferencing, etc.

The Board may conduct its meeting by any means by which all Directors participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute presence at such meetings.

8.7 Attendance

Attendance at a regular or special meeting shall constitute a waiver of notice, except where a Director states that he/she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

8.8 Annual Membership Meeting

The annual meeting of members shall be held in the Spring each year, at a location selected on a rotating basis. 9. FINANCE

9.1 Authority to Receive and Disburse

The Board of Directors shall have authority to receive and disburse funds for such purposes as are within the scope of its purposes and powers. The Corporation, upon acceptance of funds designated for a specific purpose, shall expend and administer such funds for the purposes specified.

9.2 Annual Budget

The Board shall formulate and approve an annual budget based upon recommendations of the Treasurer, which shall be drawn up in accordance with accepted accounting standards.

9.3 Deposits and Investments

The funds of the Corporation may be deposited in such banks or other financial institutions as may be designated by the Board, and such funds which are not required for current needs may, subject to the limitations and conditions contained in any gift, devise or bequest, be invested in such mortgages, bonds, debentures, shares of preferred or common stock or other securities, and in such other manner as the Board may direct in conformity with the law.

9.4 Audit

Financial transactions of the Corporation and its books and accounts may be audited from time to time by a certified public accountant, selected by the Board.

9.5 Checks

All checks, drafts and money orders for the payment of money of the Corporation shall be signed by such officers and agents with such number of signatures as the Board may specify by resolution.

9.6 Withdrawal of Securities

Securities of the Corporation deposited in any safe deposit box or held by a custodian shall be subject to withdrawal for corporate purposes by such person or persons as may be determined from time to time by the Board.

10. RECULIMBURSES

10.1 Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

10.2 Waiver of Notice

Any notice required to be given by these Bylaws may be waived by the person entitled thereto.

10.3 Corporate Dissolution

Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

10.4 Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and its committees.

10.5 Indemnification

The Corporation shall indemnify each member of the Board and its officers to the fullest extent permitted by the General Corporation Law of the State of Delaware. When the Corporation shall be authorized to indemnify any person to any more prior to indemnification, the Corporation hereby obligates itself to pursue such cases diligently, it being the specific intention of these Bylaws to indemnify such such persons to the fullest extent permitted by law. 11. Amendments

10.6 Common or International Offices and Directors

The offices and Directors shall maintain and operate in such places and in such manner the best interests of the Corporation. All contracts or other transactions between the Corporation and one or more or its offices or Directors, or between the Corporation and any other corporation, firm, association, or other organization in which one or more of the Corporation's offices or directors, or pecuniarily or otherwise interested, shall be disclosed to the BOD.

Board in accordance with the General Corporation Law of the State of Delaware.

10.7 Copyrights

The Corporation shall retain the right to copyright any materials or products produced or published under its auspices. Such products may be published and marketed only by LMSA unless otherwise agreed to by the Board. The Author(s) may continue to use and reproduce the product for personal use, and will retain proprietary rights other than copyright, provided that:

1. Such use disclaims any LMSA endorsement
2. All courses, LMSA copyright, and the copyright date are disclosed and
3. Such copies are not offered for sale.

The Corporation may require recipients of project funds to sign a copyright release form approved by the Board.

10.8 Amendments

These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by the Board at any regular or special meeting of the Board if notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such meeting.

10.9 Policies and Procedures Manual

The Board of Directors shall establish a Policies and Procedures Manual with explicit instruction for the performance of duties for all Members of the Board of Directors and all regular functions of the LMSA. No decision of the Executive Committee or Board of Directors shall contradict the Policies and Procedures Manual, except through the Formal Amendment process. The Policies and Procedures Manual shall be amended upon approval of two-thirds (2/3) of the BOD.

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Thank you to all those who have supported LMSA, its members, and its mission:

School of MEDICINE
UNIVERSITY of CALIFORNIA, DAVIS

Join the LMSA Mailing List!

Stay in touch!

The Latino Medical Student Association

1 Sand Creek Street
Suite 320-4195
Chicago, IL 60661

Phone: 872-823-0904 (9/5)
Fax: 872-614-1890 (9/5)
contact@lmsa.org

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