

BY-LAWS
OF
BOLIVIAN AMERICAN MEDICAL SOCIETY AND
LATIN AMERICAN MEDICAL SOCIETY, INC.

EFFECTIVE

August 25, 2025

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ARTICLE I.
Purposes and Offices.

Section 1.1 Purposes.

This Corporation is a nonprofit corporation and is not organized as a Professional Association promoting medical and educational services to underserved populations in Bolivia and throughout Latin America. The Not For Profit will also promote and facilitate professional relationships among Board of Directors of the medical and allied health professions throughout Latin America fostering collaboration, knowledge exchange and moral support.

It is organized under the general Not For Profit Corporation Act of Illinois for the above stated purposes.

All funds, net of operating expenses, are to be expended for the aforesaid purposes.

Section 1.2 Offices.

The Corporation shall have and continuously maintain in the State of Illinois, a registered office and a registered agent whose office is at 221 N. LaSalle, Chicago, IL 60601 , and may have other offices within or without the State of Illinois as the Board of Directors may, from time to time, determine. The Registered agent shall be Robert Muriel MD.

Section 1.3 Name.

The Not For Profit Corporation shall be referred to as "BOLIVIAN AMERICAN MEDICAL SOCIETY AND LATIN AMERICAN MEDICAL SOCIETY INC."

Section 1.4 Dissolution.

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal

government, or to a state or local government, for a public purpose.

ARTICLE II.
Board of Directors.

Section 2.1 Board of Directors.

The corporation shall have a Board of Directors. The corporation shall have at least (7) directors on the Board of Directors who shall conduct all business of the not for profit corporation. The initial seven board of directors are as follows:

Sylvia Moscoso MD;

Elizabeth Canelas MD;

Jaime Escobar MD;

Alvaro Encinas MD;

Oscar Herbas MD;

Jennifer Solomos MD; and

Eduardo Encinas MD.

Section 2.2 Voting Rights.

Each member of the board of directors shall have one vote in all matters subject to board of director voting under these By-Laws.

Section 2.3 Quorum.

At least five (5) of Seven (7) of all of the board of Directors are required for a quorum to be present. A vote of a majority of the Board of Directors at a meeting in which a quorum is present will be required to bind the Company and approve any measure.

Section 2.4 Resignation.

A board of director member may resign by filing a written resignation at least thirty (30) days prior to the close of the Corporation's fiscal year, with the Secretary (or at the office to which contributions are then being paid) which shall be deemed effective at the end of the fiscal year in which the resignation is submitted.

Section 2.5 Appointment of New Members of the Board of Directors.

The Board at which a quorum is present by majority vote may appoint new directors, revise the number of directors (but not below three (3)) and approve such other measures and governance items as the Board shall see fit to approve from time to time.

ARTICLE III.

Meetings of Board of Directors.

Section 3.1 Annual Meeting.

The annual meeting of the Board of Directors for the purpose of appointing directors of the Corporation and the transaction of such business as may come before the meeting shall be held during the month of January of each year. The annual meeting shall be held on the date, and at the place and time specified by the Board of Directors in the Notice of Meeting to be delivered to each Member of the Board of Directors.

Section 3.2 Special Meetings.

Special meetings of the Board of Directors may be called either by the President or any one member of the Board of Directors.

Section 3.3 Place of Meeting.

The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors or the Board of Directors. If no designation is made or if a special meeting

be otherwise called, the place of meeting shall be at conducted virtually by zoom or some other on line video platform or telecommunication conference line.

Section 3.4 Notice of Meetings.

- (a) Written, electronic or printed notice stating the place, date and hour of any meeting of the Board of Directors or any member of the board of directors for a meeting of them shall be delivered, either personally or by mail or by e-mail, to each member of the board of directors, not less than five nor more than sixty days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting the purpose or purposes for which the meeting is called shall also be stated in the notice.
- (b) If mailed, the notice of a meeting shall be deemed delivered to a board of director member, when deposited in the United States mail addressed to each board of director member at the address of the board member as it appears on the records of the Corporation, with postage thereon prepaid. It shall be the obligation of each member of the board of directors to provide the Corporation's Secretary or Assistant Secretary with the current mailing address of each director.

Section 3.5 Informal Action by Board of Directors.

Any action required to be taken at a meeting of the Board of Directors of the Corporation, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (a) by all the board of directors entitled to vote with respect to the subject matter thereof or (b)

by the Board of Directors having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Board of Directors are entitled to vote thereon were present and voting.

Section 3.6 Quorum.

Five members of the board of directors entitled to vote represented in person or by proxy shall constitute a quorum. If a quorum is not present at any meeting of Board of Directors no business may be conducted. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the Board of Directors, unless the vote of a greater number or voting by classes is required by the General Not For Profit Corporation Act, the articles of incorporation, or these bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. Withdrawal of Board of Directors from any director meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 3.7 Manner of Acting.

Any motion may be made by any member of the board of directors at a duly constituted meeting of the Board of Directors. No action shall be taken on any motion without it first being seconded by another Member of the board of directors. Robert's Rules of Order shall apply when and to the extent necessary to resolve questions of parliamentary procedure only. The Act of a majority of the votes of the Board of Directors present, either in person or by proxy at a meeting of Board of Directors at which a quorum is present, shall constitute action of the Board of Directors of the Corporation.

Section 3.8 Proxies.

Each Member entitled to vote at a meeting of Board of Directors or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted on after 11 months from its date, unless the proxy provides for a longer period. A proxy shall not be valid if it (a) is on a form other than that issued by the Corporation; (b) is not filed with the Secretary or Assistant Secretary prior to the vote being taken; (c) does not clearly state the general subject matter of the vote for which it is given; (d) does not clearly designate a Board Member (or alternate) who is physically present at the meeting; (e) was given by a Board Member in attendance at the meeting (unless such other member is designated by such proxy); (f) is not limited to a single meeting specified on its face; or (g) is received by the Secretary or Assistant Secretary after he or she has received another proxy covering the same subject matter for the same meeting.

Section 3.9 Inspectors.

At any meeting of Board of Directors, the chair of the meeting may, or upon the request of any member shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting, based on their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the Board of Directors. Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

Section 3.10 Number.

The number of Directors shall be seven (7).

Section 3.11 Term.

- (a) After the initial Board has served, the term of office of the seven (7) Directors, shall be two years. Each Director shall be eligible to be re-elected to a second consecutive two-year terms.

Section 3.12 Removal.

Any Director may be removed by a vote of 5 of the 7 members of the board of directors.

Section 3.13 Vacancies.

Any vacancy occurring in the Board of Directors, shall be filled by a vote of a majority of the remaining Board members at which a quorum is present. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.14 Compensation.

Directors shall not receive any stated salaries for their services in such capacity, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.15 Indemnification of Directors and Officers.

Every Director, officer or former Director or former officer and their heirs, executors, administrators, and legal representatives, shall, to the extent permitted by the provisions of the Illinois General Not-For-Profit Corporation Act, be indemnified by the Corporation against any and all expenses, liabilities and damages of any kind, including counsel fees, actually and reasonably incurred by or imposed upon such person in connection with the defense or

settlement of any action, suit or proceeding to which he may be made a party, by reason of said person being or having been a Director or officer of the corporation, except in relation to matters as to which any such member, Director, officer or former Director or officer shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 3.16 Committees.

The Board of Directors shall be permitted to appoint third parties to serve on standing committees. Committees may be set up for investigations or to make recommendations to the Board.

ARTICLE IV.
Officers.

Section 4.1 Officers.

The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, and such other officers as may be elected in accordance with the provisions of this Article IV. The Board of Directors may elect one or more Assistant Secretaries or Assistant Treasurers, as it shall deem desirable, and such officers are to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No Member of the Board may hold more than one office at one time. Officers (other than any Assistant Secretaries and Assistant Treasurers) shall be elected from among the Board of Directors.

Section 4.2 Election and Term of Office.

- (a) President. The President shall be elected at a meeting of the Board of Directors sometime during the month of January for a two-year term to begin following his or her appointment unless the Board otherwise directs by written resolution.

- (b) President Elect. The President Elect shall be elected at a meeting of the Board of Directors two-years before starting their term as President, to assist the President, acting as a Vice President role, to begin as of January unless the Board otherwise directs by written resolution.
- (c) Other Officers. All officers of the Corporation, other than the President and the President Elect, shall be elected annually by the Board of Directors at its annual meeting, for a term to run until their successors are duly elected.

Section 4.3 Removal.

The President, and any officer or agent elected or appointed by the Board of Directors may be removed by the vote of a majority of the Board of Directors whenever in its sole judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.4 Vacancies.

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

Section 4.5 President.

The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall be a member of the Board of Directors and he or she shall preside at all annual and other meetings of the Board of Directors and of the Board of Directors. He or she shall cooperate with the Board in securing the approval of budgets; sign artist's commissions contracts together with

the Treasurer or Secretary after approval by the Board of Directors; appoint and sit on advisory committees to study and make recommendations to the Board of Directors regarding specific matters; review efforts of and direct and assist committee chairmen in executing their duties; review the bookkeeping and procedures to create gifts and donations for the corporation; and sign checks drawn on the checking account of the Corporation, jointly with either the Treasurer or the Secretary. In general, he or she shall perform all duties incident to the office of President and such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.6 President Elect.

The President Elect shall also perform such duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the President or in the event of his inability to act, the President Elect shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 4.7 Treasurer.

The Treasurer shall be responsible for all funds of the Corporation. He or she must control the collection of donations; may assist and cooperate with the Board in securing the approval of budgets; may co-sign with the President checks drawn on the checking account of the Corporation; and work with the auditors with respect to the preparation of financial statements. Also, he or she may sign artist's commissions contracts with the President. In general, he or she shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 4.8 Secretary.

The Secretary shall be responsible for the keeping of the minutes of the meetings of the Board of Directors in one or more books or electronically provided for that purpose; see that all notices are duly given in accordance with the provisions of those By-Laws or as required by law; keep a register of the post office address of each Board Member shall be furnished to the Secretary. Also, he or she may co-sign contracts together with the President; and in general he or she shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 4.9 Indemnification of Officers.

Every officer or former officer and their heirs, executors, administrators and legal representatives, shall, to the extent permitted by the provisions of the Illinois General Not-For-Profit Corporation Act, be indemnified by the Corporation as provided in section 3.15 above.

ARTICLE V.
Employees and Agents.

Section 5.1 Employment of Employees and Agents.

The Board of Directors may employ an executive director, executive secretary, such employees, agents and other support staff on such terms and conditions as they deem necessary to conduct the business and affairs of the Corporation. The Board of Directors may not delegate the hiring of any such employee to the President or any other officer, except by specific resolution.

ARTICLE VI.
Contracts, Checks, Deposits and Funds.

Section 6.1 Contracts.

Subject to the limitation imposed by Section 5.1, the Board of Directors may, from time to time, authorize any officer or officers, agent or agents of the Corporation, in addition to the

officers so authorized by these By-Laws, singularly or jointly or in any other manner, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 6.2 Checks, Drafts and Orders.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as provided in these By-Laws, unless otherwise determined by resolution of the Board of Directors.

Section 6.3 Deposits.

All funds of the Corporation shall be promptly deposited to the account of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select from time to time.

Section 6.4 Gifts.

The Board of Directors may accept on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII.
Books, Records and Fiscal Year.

Section 7.1 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 of Directors, Board of Directors and committees, and shall keep at the registered office or principal office, a record giving the names and addresses of each Member in good standing. All books and records of the Corporation may be inspected by any Member of the Board, his or her agent or attorney for any proper purpose at any reasonable time.

Section 7.2 Fiscal Year.

The fiscal year of the Corporation shall begin on the 1st day of January of each year.

Section 7.3 Audits.

If called for by a majority vote of the directors toe corporation shall have its books and records audited.

ARTICLE VIII.

Seal.

Section 8.1 Seal.

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon, the name of the Corporation and the words, "Corporate Seal, Illinois".

ARTICLE IX.

Waiver of Notice.

Section 9.1 Waiver of Notice.

Whenever any notice whatsoever is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X.

Amendments.

Section 10.1 Amendments.

The Board of Directors at any duly constituted annual, regular or special meeting, by a vote of the majority at which a quorum is present, may make, alter, amend, suspend or repeal any By-Law.

End of the By-laws.