Constitution
As amended by the 2022 House of Delegates

ARTICLE I

Name

The name of this organization shall be the Student National Medical Association.

ARTICLE II

Purpose

The purposes of the Student National Medical Association are:
1. To create an atmosphere wherein professional excellence and moral principles can find fullest expression;
2. To promote the dissemination of information relative to minority issues in the field of medical education;
3. To take necessary and proper steps to eradicate practices in the field of health profession education that compromise the goal of providing a quality education to minorities and women;
4. To promote the development of workable programs for the implementation of better urban and rural health care;
5. To provide national leadership in the promulgation of legislative policies for the provision of enhanced access to better health care;
6. To promote the sponsorship of programs for minority youth to encourage their entrance into the health professions;
7. To promote increases in the levels of minority student recruitment, admissions, and retention in schools training health professionals.
8. To encourage and promote the development of minority faculty in order to increase the presence of minority mentors and biomedical researchers in academic health centers.

Mission

The Student National Medical Association (SNMA) is committed to supporting current and future underrepresented minority medical students, addressing the needs of underserved communities, and increasing the number of clinically excellent, culturally competent and socially conscious physicians.
Vision

The SNMA commits to the empowerment of its members to take proactive steps to address minority health issues through advocacy and community service. As such, SNMA works to promote the professional development of its members, so that they may have the potential for being the underrepresented minority (URM) health leaders of tomorrow.

SNMA commits to providing URM pre-health students with knowledge, skills and experiences that are both pre-requisite and concomitant to professional participation in the health care industry.

SNMA commits to actively engaging in health advocacy to address inequities in medical education; racial/ethnic health disparities; and injustices in U.S. domestic and foreign health policy. SNMA will work to ensure equity in health care, serve as community health advocates, succeed as leaders in academic medicine, and direct health policy change.

We encourage our membership to embody the ideals of the organization while maintaining leadership roles within SNMA; other professional organizations; and minority and underserved communities. We continue to advance the culturally competent URM medical student and future physician to achieve equal opportunity and health care for all.

ARTICLE III

Relation to Other Organizations

Section 1. Relation to the National Medical Association

Realizing that the Student National Medical Association (SNMA) will, in all probability, be the National Medical Association (NMA) of tomorrow, the SNMA:

A. Establishes equitable affiliation through its Board of Directors with the NMA;
B. Recognizes informed counsel from, to and/or with the NMA while maintaining internal integrity to deliberate that counsel;
C. Allows official SNMA representation on the Board of Directors, and all other positions open in the NMA where this participation: (1) does not endanger the integrity of SNMA and (2) facilitates the proper delivery of health care, the education of health professionals, the status of health as these items relate to minorities and other medically underserved groups.
D. Establishes an Official Delegate to the NMA House of Delegates subject to certifying credentials to be issued by the appropriate Official(s) of the National Medical Association. Said Delegate shall:
   i. Represent official positions of the SNMA within the NMA House of Delegates;
   ii. Be appointed by the President of the SNMA;
   iii. Provide a report to the President within thirty (30) days of the close of the NMA's House of Delegates; and
   iv. Be restricted to a two-year term as Official Delegate.

Section 2. The SNMA reserves the following rights:
   A. The right of self-government;
   B. The right to shape and/or reshape the aims, objectives and priorities of the SNMA;
   C. The right to define, publish and influence the spirit and direction of medicine consistent with its purpose and objectives; and
   D. All other rights not mentioned or prohibited above.

ARTICLE IV

Membership

Section 1. The Members of the SNMA shall be Active, Associate, Supporting Physician/Patron, Honorary, and Organizational/Institutional, lifetime, and emeritus.

Section 2. Active Membership shall be granted, upon payment of prescribed Dues, to any medical student (any student matriculating at a medical school in ultimate pursuit of an M.D. or D.O.), resident, or fellow who recognizes the need for existence of the SNMA, and who believes in the ideas, aims and purposes upon which it was founded.

Section 3. Associate Membership shall be defined as:
   A. Any pre-medical student (any student matriculating at an undergraduate institution or a post baccalaureate program who is enrolled in a pre-health professions curriculum).
   B. Any undergraduate or graduate allied health student, health professions student or anyone who is interested in the mission and understands the purpose of the SNMA who does not fit into any other membership category of Article IV of the SNMA Constitution.
      i. Such membership shall be granted, upon payment of prescribed Dues, to any student belonging to the aforementioned categories who recognizes the need for existence of the SNMA, and who believes in the ideas, aims and purposes upon which it was founded.
Section 4. Honorary Membership shall be granted to persons having made notable and outstanding contributions to enhance the purpose and objectives of SNMA, upon recommendation of the Board of Directors or the House of Delegates at the Annual Medical Education Conference.

Section 5. Any organization/institution which chooses to enhance the purposes and objectives of the SNMA through the payment of Dues shall be granted Organizational/Institutional Membership. Membership in this category shall be elected by the House of Delegates or the Board of Directors.

Section 6. Supporting Physician Membership shall be granted, upon payment of prescribed Dues, to any individual holding a doctorate in allopathic or osteopathic medicine who recognizes the need for the existence of the SNMA and who believes in the ideas, aims and purposes upon which it was founded. Patron Membership shall be granted, upon payment of prescribed Dues, to any professional or other individual who recognizes the need for the existence of the SNMA and who believes in the ideas, aims and purposes upon which it was founded.

Section 7. Any corporation which chooses to enhance the purposes and objectives of the SNMA through the payment of Dues shall be granted Corporate Membership. Membership in this category shall be elected by the Board of Directors or the Executive Committee.

Section 8. The honor of “emeritus” shall be awarded to distinguished past members of the National Board of Directors who, in the opinion of the House of Delegates or the Board of Directors, have made outstanding and notable contributions to the Student National Medical Association. These individuals should have exhibited exemplary service to the organization in their position and embody and promote the ideals and mission of the Student National Medical Association.

Section 9. Lifetime Membership shall be granted, upon payment of prescribed dues to any medical student, resident, or fellow who recognizes the need for the existence of the Student National Medical Association, and who believes in the ideas, aims and purposes upon which it was founded.

ARTICLE V

Governance

Section 1. This Constitution is the supreme governing document of the SNMA. All members, chapters, regions, and staff shall be governed by this document. No policy or activity of any SNMA member, committee, chapter, region, or of the BOD shall conflict with the articles of this Constitution.
Section 2. All chapters and regions shall adopt self-governing constitutions which shall not conflict with that of the national organization. All chapter and regional constitutions and policies are subject to review by the SNMA BOD.

ARTICLE VI

Organization

Section 1. House of Delegates
A. The House of Delegates shall reflect the Active Members of each SNMA Chapter in proportion to the number of each chapter’s Active Members.
B. The House of Delegates shall transact the business of the SNMA not otherwise specifically provided for in the Constitution and Bylaws and it shall elect the Executive Officers except the Chairperson of the Board of Directors, the National Treasurer and the National Secretary to be elected by the Board of Directors.
C. The House of Delegates shall receive and have the power to act upon the various reports and recommendations of the Board of Directors, Committees and Officials of the SNMA.
D. The House of Delegates shall have the power to rescind any policy of the Board of Directors upon a two-thirds (2/3) vote of the present voting delegates.
E. The House of Delegates shall have the power to rescind any action of the Board of Directors and Executive Committee upon approval of two-thirds (2/3) of the present voting delegates.
F. A quorum of the HOD shall consist of two-thirds (2/3) of the present voting delegates.

Section 2. Board of Directors
Board of Directors (BOD) shall serve as the supreme judicial and policy-making body of the SNMA during those times at which the HOD is not in session.
A. The Board of Directors shall be comprised of the following:
   i. Voting Members
      a. The Regional Board Member (Regional Director) of each region
      b. The nationally elected President
      c. The nationally elected Vice-President
      d. The Premedical Board Member
      e. Up to four (4) Professional Board Members
   ii. Nonvoting Members
      a. President-Elect
      b. Executive Direct
      c. Immediate-Past Chairperson and Immediate-Past President, serving immediately following their expired term
      d. Chairpersons of National Committee
e. The Chairperson of the Board of Directors
f. Treasurer
g. Secretary
h. Parliamentarian

B. A quorum of the BOD shall consist of the National President (or their duly appointed representative), the Chairperson of the BOD (or their duly appointed representative), and a simple majority of the voting Active Members of the BOD.

C. In the event of a tie in voting, the Chairperson of the BOD shall make the deciding vote.

Section 3. Executive Committee

Executive Committee (EC) shall be empowered to oversee the daily business operations of the SNMA, including supervision and management of the National Headquarters staff and other personnel. All decisions of the Executive Committee shall be subject to approval by the BOD and/or the HOD.

A. The Executive Committee shall be comprised of the following Members of the Board of Directors:
   i. Voting Members
      a. The President
      b. The Vice-President
      c. A Professional Board Member
      d. A Regional Director
      e. Premedical Board Member
   ii. Non-voting Members
       a. The Chairperson (they may vote to create or break a tie in the voting)
       b. The President-Elect
       c. The Treasurer
       d. Executive Director
   iii. The Treasurer and the President-Elect may vote by proxy for one of the other Members of the Executive Committee.

B. The selection of the Professional Board Member and Regional Director to serve as Members of the Executive Committee shall be by simple majority vote of the Board of Directors. These Representatives to the Executive Committee shall represent the concerns of the other Professional Board Members and Regional Directors, respectively.

C. The Executive Committee shall have the authority and responsibility to delegate certain responsibilities to the Executive Director and National Headquarters Staff, as appropriate, for the successful conduct of organizational affairs but not in conflict with this Constitution.

D. A quorum of the Executive Committee shall consist of three (3) Voting Members.
Section 4. Strategic Planning Council

Strategic Planning Council (SPC) shall be responsible for the strategic planning and the continuity and accountability of the leadership of the SNMA. The SPC shall present an annual report to the HOD which shall outline the completion of short-term goals by the outgoing BOD and officers and any progress made towards completing long-term goals.

Section 5. Regions

A. Region I shall be: Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington
B. Region II shall be: Illinois, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wisconsin, Wyoming.
C. Region III shall be: Arkansas, Colorado, Louisiana, Mississippi, New Mexico, Oklahoma, Texas.
D. Region IV shall be: Alabama, Florida, Georgia, North Carolina, South Carolina and the Caribbean.
E. Region V shall be: Indiana, Michigan, Ohio.
F. Region VI shall be: District of Columbia, Maryland, Virginia.
G. Region VII shall be: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont.
H. Region VIII shall be: Delaware, Pennsylvania, West Virginia.
I. Region IX shall be: New Jersey, New York.
J. Region X shall be: Kentucky, Tennessee.

ARTICLE VII

Chapters

Section 1. SNMA Chapters may be granted charter at any allopathic or osteopathic accredited medical school campus at which there is at least one Medical Student or Lifetime member enrolled, upon approval by the House of Delegates.
A. There shall be only one SNMA Chapter per medical school campus.
B. All officers and members of SNMA Chapters shall be national dues-paying members of the SNMA.
C. Each SNMA Chapter shall be represented in the House of Delegates by a number of delegates in proportion to the number of the said chapter’s Active Members.
D. Each SNMA Chapter shall submit all proper and required documentation to secure the said Chapter’s specified number of delegates at least four (4) weeks prior to the annual meeting of the House of Delegates.
Section 2. Minority Association of Premedical Students (MAPS) chapters may be granted charter at any post-secondary institution or program at which there are at least two Associate members enrolled, upon approval by the House of Delegates.
   A. There shall be only one (1) MAPS Chapter per institution or program.
   B. At least two (2) officers of a MAPS Chapter shall be National dues-paying Associate members of the SNMA.
   C. MAPS Chapters, upon proscribed annual registration, shall receive one vote each in the election of the Premedical Board Member.

ARTICLE VIII

Meetings

A. There shall be an Annual Medical Education Conference (AMEC).
B. There shall be an annual convening of the House of Delegates, taking place at the Annual Medical Education Conference.
C. There shall be an annual Regional Conference in each of the regions of the SNMA.
D. There shall be quarterly meetings of the Board of Directors.
E. There shall be quarterly meetings of the Strategic Planning Committee.
F. There shall be regular meetings of the Executive Committee, at least once a month.

ARTICLE IX

Officers

Section 1. The BOD shall, during their last regularly scheduled business meeting, (i.e. the third quarter meeting preceding the Annual Medical Education Conference), elect a Chairperson of the BOD; the procedure for said election to be at the option of the Members of the BOD.
   A. To be eligible for the Office of Chairperson of the BOD a candidate must:
      i. Have served a year as a member of the BOD prior to installation as Chairperson of the BOD;
      ii. Be an Active Medical Student Member.
   B. In the event that a Regional Director is elected Chairperson before completing their term, they shall be relieved of all regional duties.
      i. The affected region shall select a replacement who shall carry out the duties and powers granted by the vacated position.
   C. Prior to installation as the Chairperson of the BOD, the elected officer shall complete a formalized transition process, the components of which shall be determined by the Members of the BOD.
Section 2. President-Elect, President, Vice President and Premedical Board Member

A. Only Active Medical Student Members of SNMA are eligible for the Offices of President-Elect, President and Vice President.

B. Active Medical Student Members and Associate Members are eligible for the Office of Premedical Board Member.

C. The election of the President Elect, Vice-President and Premedical Board Member will be held at the Annual Medical Education Conference.

   i. Each candidate will present to the Board of Directors, each Region separately, and to the House of Delegates.

D. The President-Elect shall assume the Office of President after having served in the former for one (1) term.

E. Only Official Delegates at the Annual Medical Education Conference may vote for candidates for the respective positions, with the exception of the pre-medical board member, in which each MAPS chapter may carry one vote as stipulated by the MAPS by-laws.

F. Voting must be by roll call, voice vote, or by secret ballot.

G. Fifty percent (50%) plus one (1) vote will determine an election provided that two-thirds (2/3) of the House of Delegates are present.

   i. If no candidate receives fifty percent (50%) plus one (1) vote a runoff, for that position between the two (2) top candidates is required.

H. Candidates must submit a Letter of Intent, Curriculum Vitae, and Letter of Good Academic Standing from the Dean, Registrar, or other official of their University at least four (4) weeks prior to the opening of the Annual Medical Education Conference.

   i. If less than four (4) Curriculum Vitae per office have been received by the deadline, other candidates’ credentials will be accepted until the close of the first session of the House of Delegates.

Section 3. Regional Directors

A. Only Active Medical Student Members shall be eligible for the Office of Regional Director.

B. The Regional Directors of the SNMA will be elected by their respective Regional constituents.

   i. New Regional Directors must be elected by the close of the last session of the House of Delegates at the Annual Medical Education Conference.

C. The procedures to be followed in the election of the Director shall be determined by their respective Regional Bylaws.

D. The Directors of Regions I, III, V, VII, and IX assume Office in odd-numbered years and the Directors of Regions II, IV, VI, VIII, and X assume Office in even-numbered years.
E. Regional Directors must submit a Curriculum Vitae and Letter of Good Academic Standing from the Dean, Registrar, or other University Official within four (4) weeks after their election.

F. Each Regional Director shall provide the National Headquarters with the names and addresses of all Regional Officers within four (4) weeks after their installation.

Section 4. Professional Board Members

A. Professional Board Members will be elected at the Annual Medical Education Conference.

B. Procedure for selection will be as follows:
   i. Candidates may be submitted to the Board of Directors by any Member, Chapter, or Region of the SNMA.
   ii. Each candidate must submit to the Board of Directors:
       a. A complete Curriculum Vitae detailing biographical data, education, career milestones, community service activities, organizational memberships and/or citations;
       b. A descriptive account of their perceptions of SNMA and its goals and directions.
   iii. Efforts should be made to select Professional Board Members, including but not limited to physicians, with expertise in the following areas: health policy, legal affairs, medicine, and business/finance.
   iv. The Elections committee will review and compile formal recommendations to the Board of Directors.
   v. The candidates receiving recommendation by the Elections committee will present to the Board of Directors, each Region separately and to the House of Delegates.
   vi. Only Official Delegates at the Annual Medical Education Conference may vote for candidates for the respective positions.
       a. Each official delegate shall vote to fill up to the number of positions available.
   vii. Voting may be by roll call, by voice vote, or by secret ballot.
   viii. Fifty percent (50%) plus one (1) vote will determine an election provided that two-thirds (2/3) of the House of Delegates are present.
   ix. The Board of Directors and the House of Delegates reserves the right to remove Professional Board Member status from any individual.

Section 5. Speaker of the HOD

A. The Speaker of the House shall be elected at the Annual Medical Education Conference, by the House of Delegates, and shall serve as Chairperson of the House of Delegates during the Annual Medical Education Conference one year later. The Speaker of the House shall also serve as the Vice Chair of the Elections Committee and Chair of the HOD Subcommittee.
B. Candidates will submit the proper credentials to the Elections Committee, and present to the Board of Directors, each Region separately and the House of Delegates.

C. In the event that a Speaker is not elected prior to the Annual Medical Education Conference, the Speaker shall be elected at the Opening Session of the Annual Medical Education Conference.

D. Members of the Board of Directors shall not be eligible for the Office of Speaker of the House.

E. If the elected Speaker cannot carry out their duties, for some reason, there will be a special election to be held at the next House of Delegates meeting.

Section 6. Parliamentarian
A. The Parliamentarian shall be elected at the Annual Medical Education Conference, by the House of Delegates, and shall serve as Parliamentarian throughout the following academic year as well as at the Annual Medical Education Conference one year later.

B. The Parliamentarian shall also oversee the Constitution, Constitutional amendments adopted by the House of Delegates, and all proposed amendments during term of office.

C. Candidates will submit the proper credentials to the Elections Committee, and present to the Board of Directors, each Region separately and the House of Delegates.

D. In the event that a Parliamentarian is not elected prior to the Annual Medical Education Conference, the Parliamentarian shall be elected at the Opening Session of the Annual Medical Education Conference.

E. If the Parliamentarian cannot carry out their duties, for some reason, there will be a special election to be held at the next meeting of the House of Delegates.

F. The Parliamentarian will serve as the Alternate Speaker for the Speaker of the House in their absence as the need arises.

Section 7. Terms of Office/Removal
A. Members of the Executive Committee shall serve terms of Office of one (1) year's duration and shall not serve more than two (2) terms in the same position, unless the Professional Board Member position would otherwise go unfilled.

B. Board of Directors:
   i. The Chairperson of the BOD shall serve a term of one year, with no more than two (2) terms in succession.
   ii. The President, Vice-President, President-Elect, and the Premedical Board Member shall serve terms of Office of one year's duration.
   iii. The Professional Board Members shall serve alternating terms of two (2) years' duration and shall not serve more than two (2) terms of Office in succession (provided no vacancy remains in any of the four [4] Professional Board Member positions).

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iv. The Regional Board Members shall serve terms of two (2) years' duration and shall not serve more than two (2) terms of Office in succession. Terms of Office begin at alternate times as prescribed in Article VIII, Section 2, Paragraph D.

C. Removal of Members of the Board of Directors:
   i. Removal of nationally elected Officers prior to the end of their terms of Office shall be accomplished according to Article XII (Impeachment) of the Constitution.
   ii. Regional Directors are subject to removal from Office by and under the procedures established by Active Members of the SNMA within their respective Regions or by three-fourths (3/4) majority vote of the House of Delegates in the Annual Medical Education Conference.
   iii. Officers of the Board of Directors may be removed by majority vote of seven (7) of the ten (10) Regional Directors.

Cl. The Chairpersons of National or Special Committees, or other appointees of the BOD, may be removed by their appointing Officer or by a simple majority vote of the Members of the BOD that are present at a BOD meeting.

Section 8. Vacancies
A. Any vacancy of office elected by the House of Delegates, excluding the Speaker of the House and Parliamentarian, shall be appointed by the National President.
   i. The selected individual will serve in an acting capacity once ratified by a two-thirds vote by the Board of Directors.
B. The Chairperson of the BOD shall appoint any vacancy of office elected by the Board of Directors.
   i. The selected individual will serve in the appointed office once ratified by a two-thirds vote of the Board of Directors.
C. Appointees must meet qualifications for office in question.
D. Appropriate notice of nominee for office is to be given prior to the Board of Directors meeting in which they are to be ratified.
E. Notice of appointment shall be distributed to all chapters within two weeks.

ARTICLE X

National and Special Committees

Section 1. The SNMA shall have the following National Committees, namely:
   A. Academic Affairs
   B. Community Service
   C. Convention
   D. Diversity Research Committee
   E. Elections
   F. External Affairs
Section 2. All National Committee Chairpersons and subcommittee coordinators, excluding the Elections, Finance and MAPS committees, shall be appointed by the President-Elect (or the President if such appointments are made after the installation of the new officers) and ratified by the Board of Directors, after a formal presentation to the Board of Directors. Each newly appointed national committee chairperson will provide a rank list of committee members whenever possible.

Section 3. The National Committees, excluding the Elections Committee, shall have such powers and responsibilities as designated by the President, subject to the approval of the Board of Directors, and/or the House of Delegates in the Annual Medical Education Conference.

Section 4. The Elections Committee shall consist of the President-Elect, President, Vice-President, Speaker of the House, and Immediate-Past President. It shall be empowered to certify that all candidates' credentials are in order before the elections and to certify the results of national elections as delineated by the Constitution and Bylaws, subject to the approval of the House of Delegates and/or the Board of Directors.

Section 5. The Elections Committee shall be responsible for announcing openings in HOD and BOD elected positions through communications, such as chapter mailings, newsletters, and the national website. The chair of the Elections Committee shall be responsible for obtaining and verifying the credentials of all candidates for National Headquarters.

Section 6. The Chair of the Elections Committee shall:
   A. Collect credentials for candidates running for Board-elected positions and forward them to the Chairperson of the Board of Directors upon receipt.

Section 7. Special Committees may be created by the Board of Directors and/or the House of Delegates. The Chairpersons of such committees shall be appointed by the President in consultation with, and subject to the approval of, the Board of Directors and/or the House of Delegates.
Section 8. All actions of Committees, National or Special, shall require review by the President, and approval by the Board of Directors, or the House of Delegates.

Section 9. The National Treasurer shall serve as chairperson of the Finance Committee. The Premedical Board Member shall serve as Chairperson of the MAPS committee.

ARTICLE XI

Amendments

A. Proposed amendments to this Constitution must be forwarded to the National Headquarters no later than two (2) weeks prior to the meeting of the BOD and at least eight (8) weeks prior to the annual meeting of the HOD.
B. Within fourteen (14) days of consideration for endorsement by the BOD, the proposals shall then be forwarded to all Chapters.
C. Before an amendment is presented to the HOD, it must be endorsed by the BOD, a Chapter or Region; a Chapter or Regional endorsement must be received by National Headquarters at least four (4) weeks prior to the annual meeting of the HOD.
D. An amendment must receive approval of two-thirds (2/3) of the votes of the HOD.
E. Amendments to this Constitution go into effect immediately upon their adoption.

ARTICLE XII

Impeachment

Section 1. Failure to perform the duties of Office as prescribed in the Constitution and Bylaws or conduct detrimental to the good of the SNMA shall constitute grounds for impeachment.

Section 2. Impeachment proceedings are in order upon submission of a petition by eight (8) of the ten (10) Regional Directors or two-thirds (2/3) of the Chapter Presidents.

ARTICLE XIII

National Headquarters and Subsections

Section 1. There shall be a National Headquarters.
   A. This headquarters shall be located in Washington, DC.

Section 2. Function of the National Headquarters
   A. Maintain official files and records of the SNMA’s business activities.

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B. The National Headquarters shall receive and distribute all official correspondence of the SNMA.

C. To serve as a clearinghouse for all information pertinent to the Membership of the SNMA.

D. Disseminate information relating to proceedings and actions of the Board of Directors and Executive Committee.

E. To inform Chapters of time and place of the Annual Medical Education Conference of the SNMA.

F. To implement official business of the Board of Directors, National Committees, and Executive Committee.

Section 3. Staffing

A. There shall be an Executive Director who may be an employee of the SNMA or a consultant to the SNMA.

B. The National Headquarters shall be charged with the responsibility of insuring implementation of the SNMA's purpose and functions as outlined in Article II. The Executive Director shall be empowered to obtain a staff commensurate to their needs subject to the Board of Directors' approval of those needs.

C. All contractual arrangements between the Executive Director and the SNMA shall be negotiated by the Board of Directors.

ARTICLE XIV

SNMA Publications

Section 1. The Official Publications of the SNMA shall be a National Newsletter and the SNMA Journal.

Section 2. The National Newsletter shall provide a vehicle:

A. For reporting of current activities by Local Chapters and National activities; and

B. To introduce the philosophy and programs of the SNMA.

Section 3. The SNMA Journal shall provide a vehicle:

A. For the interchange of ideas on medicine and other related aspects of health care and delivery; and

B. To expound on the philosophy and programs of the SNMA; e.g., report progress.

Section 4. The Editor of the National Newsletter shall be appointed by the National President subject to the approval of the Board of Directors and shall perform their duties subject to the review of the President and the approval of the Board of Directors.
Section 5. The Editors shall be empowered to select their immediate staff and shall be provided with adequate funds to fulfill the responsibilities of this office, subject to approval by the Board of Directors.

Section 6. The Editor of the Newsletter shall have the responsibility for publication of:
A. All judicial proceeding pending before the Board of Directors;
B. Notification of enrollment of new Chapters; and
C. All other such matters as prescribed by the various Articles and Chapters of the SNMA Constitution and Bylaws.

Section 7. The Editor of the SNMA Journal shall be appointed by the National President or be contracted out to an independent publisher who publishes:
A. The proceedings of the Annual Medical Education Conference and reports thereto;
B. All other notice of general interest to the Membership as may be deemed necessary by the Board of Directors; and
C. All other such matters as prescribed by the various Articles and Chapters of the SNMA Constitution and Bylaws.

ARTICLE XV

Resolutions

Section 1. Definition of a Resolution
A resolution is the vehicle through which the House of Delegates or the Board of Directors establishes SNMA policies and regulations.

Section 2. Proposed Resolutions
A. Proposed resolutions may only be submitted by Active Members of SNMA.
B. Proposed resolutions may be submitted at any time for consideration by the Board of Directors.
C. To be considered by the House of Delegates:
   i. Proposed resolutions should be submitted to the National Headquarters at any time up to 15th of December prior to the Annual Medical Education Conference.
      a. Such proposed resolutions shall then be recorded and sent to all Members of the Board of Directors.
      b. Such proposals shall then be reviewed for consideration at the next meeting of the Board of Directors.
      1. Within fifteen (15) days of consideration by the Board of Directors, the proposals shall then be forwarded to all Chapter Presidents.
ii. The House of Delegates reserves the right to consider emergency resolutions provided that such proposals are submitted at least sixty (60) days in advance of the Annual Medical Education Conference and are approved for consideration by a two-thirds (2/3) vote from a quorum of two-thirds (2/3) of the Registered Delegates.
   a. Such emergency resolutions must be sent to all Members of the Board of Directors and Chapter Presidents at least thirty (30) days in advance of the Annual Medical Education Conference.

iii. To vote on a resolution, a quorum of no less than two-thirds (2/3) of the Registered Delegates must be present. For adoption of a resolution, it must receive at least two-thirds (2/3) of the votes cast by the Voting Delegates.

A. 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 SNMA.
B. No decision of the Executive Committee or Board of Directors shall contradict the Policies and Procedures Manual except through the formal Amendment process.
C. The Policies and Procedures Manual shall be amended upon approval of two-thirds (2/3) of the BOD.

Section 4. Governing Rules
For smooth operation of the organization, all items not accounted for in this Constitution shall be referred to Robert's Rules of Order.

ARTICLE XVI

Finances

Section 1. Dues
A. Each Active, Associate, and Patron member of the SNMA shall be assessed national annual dues in an amount reflecting the financial situation of the organization, to be determined by the HOD.
B. The assessment, method of collection, and disposition of regional and local dues is at the discretion of the Regions and Chapters, respectively.

Section 2. An operating budget shall be approved by the BOD by a simple majority vote.

Section 3. The Treasurer, Chairperson of the BOD, and Executive Director shall have the authority to establish and close deposit accounts and to withdraw funds from such accounts within the constraints of the operating budget.
Section 4. The SNMA shall make no general distribution of monetary or property assets to officers or members of the SNMA. All gains realized shall be devoted solely to the implementation of the mission, vision, and purpose of the organization.

ARTICLE XVII

Limitations of Liability

No officer or member of the SNMA shall have authority or power to obligate legally the SNMA without the express authorization of the BOD. No officer or member shall be personally liable to the creditors of the SNMA for indebtedness incurred through the SNMA; and any and all creditors shall address only the assets of the SNMA for payment. SNMA shall indemnify any officer of the SNMA for actions taken during performance of duties on behalf of the SNMA whenever said actions are in accordance with the mission, vision, and purpose of the SNMA as determined by the BOD. The SNMA shall not be responsible for indebtedness nor obligation of any Chapter or any member without express prior authorization by the BOD.

Article XVIII

Dissolution

Recommendation for dissolution must be brought to the HOD by a two-thirds (2/3) vote of the BOD. The SNMA shall be dissolved by three-quarters (3/4) vote of the HOD provided quorum is met. Should the SNMA be dissolved, the property of the SNMA shall be distributed to such non-profit, tax exempt organization as may be selected by the membership. The assets of the SNMA shall in no event be distributed to any of its officers or members.
Conflict of Interest Policy

Article I
Purpose
The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
   a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
   b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
   c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists
   After disclosure of the financial interest and all material facts, and after any
discussion with the interested person, they shall leave the governing board or
committee meeting while the determination of a conflict of interest is discussed
and voted upon. The remaining board or committee members shall decide if a
conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest
   a. An interested person may make a presentation at the governing board or
      committee meeting, but after the presentation, they shall leave the meeting
during the discussion of, and the vote on, the transaction or arrangement
      involving the possible conflict of interest.
   b. The chairperson of the governing board or committee shall, if appropriate,
      appoint a interested person or committee to investigate alternatives to the
      proposed transaction or arrangement.
   c. After exercising due diligence, the governing board or committee shall
determine whether the Organization can obtain with reasonable efforts a
more advantageous transaction or arrangement from a person or entity that
would not give rise to a conflict of interest.
   d. If a more advantageous transaction or arrangement is not reasonably
      possible under circumstances not producing a conflict of interest, the
governing board or committee shall determine by a majority vote of the
disinterested directors whether the transaction or arrangement is in the
Organization’s best interest, for its own benefit, and whether it is fair and
reasonable. In conformity with the above determination it shall make its
decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy
   a. If the governing board or committee has reasonable cause to believe a
      member has failed to disclose actual or possible conflicts of interest, it shall
inform the member of the basis for such belief and afford the member an
opportunity to explain the alleged failure to disclose.
   b. If, after hearing the member’s response and after making further investigation
      as warranted by the circumstances, the governing board or committee
determines the member has failed to disclose an actual or possible conflict of
interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings
The minutes of the governing board and all committees with board delegated powers
shall contain:
a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.
b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation
a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements
Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
a. Has received a copy of the conflicts of interest policy,
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and
d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews
To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**

**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.
Conflicts of Interest Statement

I am a trustee, officer, or member of a committee with Board delegated powers, or have been nominated to serve in any such capacity, with SNMA or as a member of the Board of Directors. I hereby affirm and acknowledge that I have received and understand the SNMA Conflict of Interest Policy and agree to comply with the policy. Further, I understand that the SNMA is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

I hereby certify that if I, or a member of my household, have the following interest in any organizations with which the SNMA has, or might reasonably in the future enter into, a relationship or a transaction in which I may have Financial or conflict of Interest I will disclose this interest and complete and submit to the Executive Director to file at the SNMA National Headquarters a Conflict of Interest Policy Affirmation and Disclosure Form.

“Conflicting Interest” shall mean “any proposed contact between the SNMA and a person or a party with which a person has a family, social or business relationship, or significant financial interest, directly or indirectly” that either:

a. Competes with SNMA or any Affiliate, or

b. Is involved or is likely to become involved in any litigation or adversarial proceeding with SNMA or any Affiliate.

c. “Financial Interest shall mean a person has a financial interest if the person has, directly or indirectly, through business, investment or household, either:

   • And ownership or investment interest with which the SNMA has a transaction or arrangement, or arrangement, or
   • A compensation arrangement with an entity or individual with which the SNMA has a transaction or arrangement, or
   • A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the SNMA is negotiating a transaction or arrangement.

“Household” shall mean spouse, parents, children, siblings, and/or in-laws, wherever they reside, as well as any person(s) sharing the same living quarters within an intimate, personal relationship that could affect business decisions in a manner that conflict with the intent of this policy.

I hereby certify that the above information is true, correct and complete to the best of my knowledge, information and belief. I understand that if I violate this policy, I may face legal or disciplinary action according to applicable law or Board of Directors policy.
Conflict of Interest Policy Affirmation and Disclosure Statement

The UNDERSIGNED is a trustee, officer, or member of a committee with board delegated powers, or has been nominated to serve in any such capacity, with SNMA or as a member of the Board of Trustees. The undersigned hereby affirms and acknowledges that they:

Have received and understands the SNMA Conflict of Interest Policy and has agreed to comply with the policy. Further, they understand that the SNMA is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

I hereby certify that I, or a member of my household, have the following interest in the following organizations with which the SNMA has, or might reasonably in the future enter into, a relationship or a transaction in which I may have Financial or conflict of Interest:

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a. Competes with SNMA or any Affiliate, or  
b. Is involved or is likely to become involved in any litigation or adversarial proceeding with SNMA or any Affiliate.  
c. “Financial Interest shall mean a person has a financial interest if the person has, directly or indirectly, through business, investment or household, either:
   • And ownership or investment interest with which the SNMA has a transaction or arrangement, or arrangement, or  
   • A compensation arrangement with an entity or individual with which the SNMA has a transaction or arrangement, or  
   • A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the SNMA is negotiating a transaction or arrangement.

“Household” shall mean spouse, parents, children, siblings, and/or in-laws, wherever they reside, as well as any person(s) sharing the same living quarters within an intimate, personal relationship that could affect business decisions in a manner that conflict with the intent of this policy.

I hereby certify that the above information is true, correct and complete to the best of my knowledge, information and belief.

Signature ___________________________ Date ____________

Position ____________________________________________

Please return to the Executive Director. Attach additional sheets if more space in necessary.