

R-AMA Articles of Incorporation

Article I. Name and Principal Place of Business

The name of the said corporation shall be the Russian American Medical Association, Inc (R-AMA);

The place in Ohio where the principal office of the Association is to be located is 36100 Euclid Avenue, Suite 430, Willoughby, Ohio 44094, County of Lake, Ohio, provided, however, that meetings of the members or the Board of Directors can be held anywhere in the United States, subject to any restrictions in the Code of Regulations.

Article II. Purposes

The purposes of said Association shall be:

- 1) To advance the professional and educational qualifications of medical professionals and students in the United States, who either were once residents of the former Soviet Union (FSU) or whose parents were residents of the FSU, and medical professionals and students in the states of the former Soviet Union (FSU);
- 2) To conduct educational and professional seminars and conferences on medical subjects in the USA and the FSU;
- 3) To provide scholarships and other educational support to qualified medical professionals and students, who are either residents of the USA and formerly residents of the FSU, or whose parents were formerly residents of the FSU, or who are current residents of the FSU;
- 4) To provide and facilitate medical support and assistance to residents of the USA and the FSU who are deemed deserving of such assistance;
- 5) To cooperate with and assist other non-profit organizations in the USA sharing the same or similar goals of R-AMA, whether in whole or in part, including the dissemination of information on medical topics through R-AMA's web site and by other appropriate means to medical professionals and students, both in the USA and in the FSU;
- 6) To perform all necessary and proper actions to advance the for going objectives, including the raising of funds, the entering into contracts and the incurrence of obligations.

Said Association is organized exclusively for charitable, educational, and scientific purposes, including for such purposes the making of distributions of cash or goods to organizations that qualify as exempt 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), or the making of distributions of goods to NGO's (non-government organizations) of the FSU that engage in activities customarily engaged in by 501(c)(3) organizations in the USA and to governmental organizations there, which perform the functions, which customarily are performed by such 501(c)(3) organizations in the USA, solely for the purpose of advancing the goals set forth in the immediately preceding paragraph.

These Amended and Restated articles of Incorporation shall supersede all previous Articles of Incorporation of this Association and all amended versions thereof or amendments thereto.

Amended and Restated Code of Regulations of the Russian American Medical Association, Inc.

Article III. Membership

Section A. Any individual, who is a lawful resident of the United States or Canada, who supports the purposes of the organization as set forth in Article II, hereinabove, who timely pays their dues, and who is either a licensed medical professional(including nurses and dentists as well as physicians), or a medical resident, or a medical student, or who has recently lawfully entered the USA or Canada and is actively seeking medical license here, shall be considered a member for one year or until failure, within two months, to renew membership when requested by the directors. Any other individual or association whom the directors approve upon the recommendation of a Membership Committee designated by the Board.

Section B. The Board of Directors may designate for dues paying purposes only various classes of members, based on likely ability to pay, provided, however, that each member shall have one vote, unless such member requests emeritus or ex officio status in which event the directors may exclude him or her from voting, but not from receiving notices to members..

Section C. The annual meeting of the membership shall be held on a date and at a place designated by the Board of Directors or the President of the Association and in lieu thereof or in addition thereto a special meeting may be called by any person or persons authorized to call a special meeting as prescribed in ORC Section 1702.17, {currently, the President, or Vice president, if President is disabled, or the lesser of 10% of all of the members or 25 members} pursuant to notice to the members at least fifteen (15) days in advance of such meeting at a place designated in the notice of meeting.

Section D. Any proposal for consideration at the annual or special meeting, including any nomination for officer or director by any member, other than as set forth in the original notice of meeting, shall be submitted in writing to the President and Secretary of the Association at least seven (7) days before such meeting, and the Secretary shall endeavor or promptly to notify the members of such proposal.

Section E. Members are authorized to vote at the annual or special meeting in writing, by letter or by e-mail, provided such vote is received by the beginning of such meeting. All actions by the members shall be effective, if approved at a duly noticed meeting by a majority of the members present or voting by proxy.

Article IV. Directors

Section A. The number of directors shall be five or such odd number as is recommended for approval of the members by the outgoing Board of Directors, or by resolution initiated by any of the members. Directors shall be members in good standing and shall be selected by the members, except as hereinafter provided. Directors shall include the officers, and unless otherwise approved by the members, in an ex officio capacity, the immediate past President, the designated President-elect, the various committee chairmen, and those representatives selected by the Council of local chapters. Ex officio directors shall have rights to notice and participate at Board meetings but shall not have the right to vote on actions submitted to the Board. In the event the immediate past President, or any committee chairman is not elected as a Director by the members, such individual shall serve as an ex officio director.

Section B. The directors shall be elected by a majority of the members present or voting by proxy at an annual or special meeting of the members duly convened in accordance with Article III. Any member may nominate a director.

Section C. Directors elected by the members and shall serve for a term of three years or until they resign or are replaced. Terms shall be staggered so that at the first meeting following approval of this Code of Regulations, one-third of the directors shall be elected for a one-year term, one third for a two-year term, and one third for a three-year term, and thereafter one-third of the directors shall be elected each year for three-year terms.

Section D. Vacancies on the Board of Directors shall be filled from the membership by a majority vote of the remaining directors and such person filling the vacancy shall hold office until the expiration of the term being filled as provided in Section C hereinabove.

Section E. Meetings of the directors shall be held not less than four times per year. Special meetings may be called by the President, Vice President, or any two members of the Board, provided notification of such meeting is given at least seven (7) days in advance and further provided the place of the meeting shall be within thirty miles of the work place or residence of the President. Participation at Directors' meetings may be by telephone or other electronic communication.

Section F. Except as otherwise provided herein, a majority of the Board of Directors shall constitute a quorum for the transaction of business, and except as otherwise provided by law, any action taken by a majority of the quorum shall constitute the action of the Board.

Article V. Powers and Duties of the Board of Directors

Section A. The Directors shall have the power to conduct, manage and control the affairs and business of the Association. The Directors shall maintain a record of their business transactions and proceedings of their

meetings, and the meetings of the members, and financial records of all transactions, and shall present a report of activities and financial condition of the organization at the annual meeting of the members.

Section B. The Directors shall have the authority to create a position of paid Executive Director, to appoint someone to that position, and to set his compensation. The Executive Director shall attend, where possible, all meetings of the Board of Directors and shall carry out its directives. The Directors shall have the authority to terminate the contract of the Executive Director at any time upon vote of a majority of all of the Directors.

Section C. The Directors have the right to remove any member, director, or officer for nonpayment of dues unless the dues have been previously waived by the Directors or a committee thereof. The Directors shall have the power to remove any member, director or officer, if the two thirds of the Board at a meeting duly called determines that such member, director, or officer does not support the purposes of the organization as set forth in Article II hereinabove or determines that such member, officer, or director has appropriated funds of the Association for his own use, or committed any criminal offense.

Article VI. Committees of the Board of Directors

Section A. The Directors may establish committees comprising one of more directors or one or more members, as needed, to advance the goals of the Association, including a Membership Committee to review the membership applications of persons or associations who are not lawful residents of the United States or Canada or to waive the dues obligation of any member.

Article VII. Local Chapters

Section A. members of any local chapter shall pay dues set by the board of the Association to R-AMA. The local chapters shall conduct their activities in furtherance of the purposes set forth in Article II hereinabove but may establish their own by-laws, which may provide for additional reasonable dues to be paid to such local chapter, but otherwise consistent with this code of regulations and may elect their own President, Vice president, Secretary and Treasurer. The officers shall perform the same functions for the local chapter as the corresponding officer performs for the Association as prescribed in Article VIII herein.

Section B. The local chapters may admit members from their respective geographic regions, but may not exact any more stringent qualification for membership, other than residency in the area covered by such local chapter, than as set forth in Article III, Section A hereinabove. The local chapters shall maintain records as prescribed in Article V Section A hereinabove, and shall present an annual report of their activities and financial condition at the annual meeting and the Association. The local chapters shall also make available their records to the Board of Directors of

the Association at any time upon request.

Section C. Upon the formation of at least three local chapters, such local chapters shall have the right to organize a Council of Local Chapters, and to establish by-laws for the Council consistent with this Code of Regulations. Each local chapter shall be entitled to elect one representative to the Council. Upon the Council's forwarding the by-laws along with a certification of the selected representatives to the Board of Directors, the representatives, elected to the Council, are entitled to notice of and attendance at meetings of the Board of Directors of the Association, but are not entitled to vote at such meetings, unless elected to the Board of Directors at a meeting of members of the Association. The Council shall make available to the Board of Directors of the Association, upon request, any available records of activities and of the financial condition of the Council.

Section D. The Board of Directors of the Association shall have the right to rescind the designation of any local chapter, if such chapter or any officer of such local chapter does not support the purposes of the organization, does not abide by this Code of Regulations, engages in conduct that may jeopardize the tax exemption of the Association, has appropriated funds of the Association or the local chapter for his own use or has committed any criminal offense, or such local chapter fails to comply with the reporting requirements set forth in Sections B herein.

Section E. The members of such local chapters shall have all the rights and duties of members of the Association. No council thereof shall require supplemental dues as a condition for membership in such council, but shall rely on the dues allocation set forth in Section A herein.

Article VIII. Officers

Section A. The officers of the Association shall be the President, the Vice President, Secretary and Treasurer. In the case of the Association the President and the Vice president shall be elected by the members and their terms shall be limited to two (2) consecutive one-year terms in any one three-year period. The remaining officers of the Association shall be selected by the Board of Directors from among their number. In the case of local chapters the officers shall be elected by the members residing in the geographic territory of such local chapter.

Section B. The President, and in his absence the Vice president, shall preside at the meetings of the Board of Directors and members, and shall sign all contracts and other instruments, where two signatures may be required, to carry out the activities of the corporation or local chapter. The President, or in his absence the Vice president, where practicable in consultation with the directors of the corporation, shall be responsible for appointing members to committees authorized by the directors.

Section C. The Secretary of the Association shall keep the records and minutes of the meetings of the Board of Directors and the members, maintain or supervise the maintenance of a membership book, a book designating local chapters and the officers, and members thereof, sign all certifications of proceedings or actions by the directors that are required by third parties, and all contracts and instruments other than checks, requiring two signatures. The secretary of each local chapter shall keep the records and minutes of the meetings of that chapter. The Secretary of the Association or the secretary of the local chapter, as the case may be, shall also send out, or maintain supervision over the sending of, notices to all directors or to the members of the Association or local chapters, as the case may be, of meetings of the Association or local chapter called pursuant to this Code of Regulations.

Section D. The Treasurer shall be the custodian of all funds of the corporation or the local chapter, as the case may be, depositing such funds in a bank or brokerage account, or both, that the Treasurer shall designate after consultation with the President and the Board of Directors of the Association. The Treasurer, or in his absence another officer recommended by the Treasurer and approved by the Board of Directors of the Association or in the case of a local chapter, if approved by the local chapter president, shall disburse funds only as prescribed by the President or the directors, or in the case of funds of a local chapter, by at least by the president or in his absence the vice president of such local chapter. Where two signatures are required for any bank draft by law, by resolution of the directors, or in the case of a local chapter, by the agreement between the Association and the local chapter, one of the signatories shall be the Treasurer.

Article IX. Fund Raising

Section A. Unless otherwise authorized by the Board of Directors, there shall be one annual appeal for funds to support the projects sponsored by the Board of Directors of the Association. While the directors may raise funds from private companies, at least 34 percent of the total funds the Association raises each year, including membership dues, shall come from the members or from the general public.

Section B. Local chapters may conduct their own separate fund raising appeals but only consistent with the mission of the Association, and this Code of Regulations

Article X. Amendments

This Code of Regulations may be amended by a majority of the members present or voting by proxy at an annual or special meeting called for that purpose, provided the members are given notice of revisions at least fifteen (15) days prior the meeting.