



M I G R A N T C L I N I C I A N S N E T W O R K

AMENDED AND RESTATED

**BYLAWS
OF
MIGRANT CLINICIANS NETWORK, INC.**

These Bylaws govern the affairs of Migrant Clinicians Network, Inc., a Texas non-profit corporation.

ARTICLE I

NAME, LOCATION AND OFFICES

1.01. Name. The Corporation's principal office will be in the City of Austin, County of Travis, State of Texas, at:

1001 Land Creek Cove
Austin, Texas, 78746

The Corporation may have offices at such other places as the board of directors may from time to time designate or as the business of the corporation may require. The Board may change the location of any office of the corporation.

1.02. Registered Office and Registered Agent. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

ARTICLE II

PURPOSES AND POWERS

2.01. Purpose. To improve the health of all mobile poor populations. Furthermore, the Network will serve as a professional home for clinicians who serve migrants, advance clinical effectiveness and act as a national and international voice on migration health issues.

2.02. Powers. The Corporation shall possess all corporate powers provided by the Texas Non-Profit Corporation Act and shall be entitled to engage in any legitimate pursuit not in contravention of the laws of the State of Texas and corporations exempt from tax under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE III

MEMBERS

3.01. General Membership. Any person, representing a wide range of professional training and disciplines, who provides health care services either directly or indirectly to migrants and other mobile poor, may participate as a full member of the Migrant Clinicians Network.

3.02. Admitting and Renewing Membership. Individuals will become members without a review process.

3.03. Actions. The actions of the Corporation will not be the responsibility of the members but of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

4.01. Management of Corporation. The Board shall manage corporate affairs, provide leadership and coordination of MCN. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and management of the business and affairs of the Corporation as they may deem proper, not inconsistent with the laws of the State of Texas, the Articles of Incorporation or these Bylaws.

4.02. Number. The number of Directors will be nine (9). It shall be not less than three (3) and not greater than nine (9). Directors need not be Texas residents.

The Board is comprised of nine (9) regular members and designated liaisons from affiliate service organizations. The MCN Board consists of an Executive Committee, including the Chairperson, the Immediate Past Chair, the Chair-elect, the Treasurer and one (1) At-Large member and up to four (4) members which are selected by a vote of the full board from a pool of candidates identified by an internal process of staff and board recommendation as representing both geographic and professional categories required to maintain diversity and equitable balance on the Board. Clinicians will constitute the majority of the Board and of any quorum.

- A. Executive Committee - these members serve as the key decision making body of MCN between scheduled meetings of the full Board of Directors.
- B. Board members - these members serve as the contacts to the membership locally and regionally and to the migration health community facilitating contact, and communication between MCN and migration health service providers, funders and policy makers.
- C. Liaisons - Liaisons are representatives of affiliated service organizations with which MCN is working closely in order to improve the health of migrants and other mobile poor populations. Such organizational priorities may shift from time to time, depending upon current issues. The Board as a whole designates organizations with which they would like to establish a Liaison.

4.03. Directors- Quorum A majority of the sitting Board of Directors (51%) shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.04. Directors- Qualifications.

- A. Executive Committee - to qualify for election to the Executive Committee candidates must have served a minimum of one year on the MCN Board.
- B. Board Member - to qualify for appointment, individuals are required to have either served a minimum of one year in a clinical capacity with a migrant population or providing professional care to migrants or other mobile poor on a routine basis or demonstrated knowledge of migration health issues through volunteer, philanthropic or professional experience. A maximum of 2 non-clinician members can be appointed so as to maintain full majority of representation with clinicians experienced in health care to the mobile poor and underserved. For more than 1 non-clinician member to be appointed, the total number of Board members must exceed 7.
- C. Liaisons - to qualify for appointment as a Liaison, candidates are required to be designated as a liaison to MCN by the parent organization. A flexible number of Liaisons are expected to serve on the Migrant Clinicians Network Board for one three-year term of office.

4.05. Directors: Selection

- A. Executive Committee - members of the MCN Board Executive Committee are elected to the position of Chair, Chair-elect, Treasurer and an at-large representative by the MCN Board at the fall meeting. The Immediate Past Chair serves for a single transition year to ensure continuity. Duties are to be assumed immediately after the spring board meeting.
- B. Board Members – Selection of Board members is conducted through a process of nomination and appointment by members of the standing Board of Directors from a pool of candidates identified through staff and board recommendation. Candidates selected for new members are drawn from designated clinical specialties and sub-specialties or areas of policy, philanthropy and business in order to assure multidisciplinary composition and expert representation.
- C. Liaisons - One Liaison is designated by each parent organization. Approval of said designations is indicated by the MCN Board's appointment of that person to the Board.

4.06. Directors: Removal. Any member of the Board of Directors may be removed as a Director by a majority plus one vote (six [6] Directors) of the Board of Directors for reasons of conflict of interest or action or behavior judged to be detrimental to the Corporation.

4.07. Directors: Vacancies. A vacancy on the Board of Directors because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

4.08. Term of Office:

- A. Executive Committee - The five (5) members of the Executive Committee each serve a two-year term, with the exception of the Immediate Past Chair who serves for one year following a term as Chair. Executive Committee members may serve more than one term, but can hold only one position per term.
- B. Board members - members serve one three-year term with the option to serve a second three-year term, if re-elected. A representative appointed to fill a vacated term of office is eligible for appointment to a full term with the option to serve a second three-year term, if re-elected.
- C. Liaisons - Liaisons serve one three-year term, with the option to serve a second three year term. A representative appointed to fill a vacated term of office is eligible to be re-appointed for a full term.

4.09. Functions and Responsibilities of Board of Directors:

- A. Executive Committee - The Executive Committee governs MCN Board affairs through attention to the following functions:
 - 1. Constructs and approves all MCN Board meeting and general session agendas
 - 2. Identifies and prioritizes issues for MCN attention and action
 - 3. Oversees all relevant MCN elections and appointments
 - 4. Oversees all MCN sub-committees
 - 5. Represents the Board as called upon
 - 6. Assures the multi-disciplinary representation on the MCN Board through appointments and nominations of Board members
 - 7. Removes Executive Committee or Board members for nonperformance of required functions and responsibilities as identified below
 - 8. Oversees the MCN annual budget
- B. Board members - Board members should attend all regularly scheduled MCN Board meetings each year, and participate as an MCN Board representative to other organizations and meetings.
- C. Liaisons should attend all regularly scheduled MCN Board meetings each year. Travel expenses are reimbursed by their parent organization. Liaisons must be prepared to serve a minimum of two hours a month in an active liaison at the direction of the Board.

ARTICLE V

OFFICERS

5.01. Officers. Officers of the Board are those positions comprising the Executive Committee: Chair, Immediate Past Chair, Chair-elect, Treasurer and one (1) at-large representative.

5.02. Roles and Responsibilities of Officers.

A. Board Chair:

1. Schedules all MCN Board meetings
2. Represents MCN in an official capacity on various national committees, boards, and task forces as invited, or designates other board members to serve in that capacity
3. Coordinates efforts of the MCN Board
4. Assures appropriate functioning of the MCN Executive Committee
5. Assures performance accomplishments of MCN sub-committee chairperson
6. Assures adherence to the MCN organizational and operational structure as represented in this document and as amended by MCN Board action

B. Immediate Past Chair:

1. Immediate Past Chair attends the Board and Executive Committee meetings to provide continuity and historical perspective
2. Review all financial and corporate documents presented to the Executive Committee and make recommendations to the Board of Directors

C. Chair-Elect:

1. Chairs the MCN Board and Executive Committee meetings in the absence of the Chairperson
2. Coordinates the functions and performance of all MCN Sub-committees
3. In the event the MCN Chairperson position becomes vacant, the Chair-elect will assume the responsibilities and position of Chairperson

D. Treasurer:

1. Treasurer attends the Board and Executive Committee meetings
2. Reviews all financial reports of the Corporation and makes recommendations to the Board of Directors

E. At-Large Representative:

1. At-large representative attends the Board and Executive Committee meetings
2. Review all financial and corporate documents presented to the Executive Committee and make recommendations to the Board of Directors

5.03. Removal. Any of the five (5) Officers may be removed from office by a majority plus one vote (six [6] Directors) of the Board of Directors for reasons of conflict of interest or action or behavior judged to be detrimental to the Corporation. Removal from an officer position results in a relinquishing of membership on the Board of Directors.

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

ARTICLE VI

COMMITTEES

6.01. Establishing Committees. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. The Board may not delegate management authority. Standing committees are created by a vote of the Board. Ad Hoc Committees may be created as deemed necessary by the Board Chair to serve a specific function. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it by these Bylaws or by law.

6.02. Standing Committees. The Standing Committee of the Board is the Executive Committee.

A. Executive Committee - The Executive Committee governs MCN Board affairs through attention to the following functions:

1. Constructs and approves all MCN Board and General Session Agendas
2. Identifies and prioritizes issues for MCN attention and action
3. Oversees all relevant MCN appointments
4. Oversees all MCN Sub-committees
5. Represents the Board as called upon
6. Assures the multi-disciplinary representation on the MCN Board through nominations and appointments of Board members
7. Appointment of representative to fill mid-term vacancies of Board or Executive Committee members
8. Removes Executive Committee or Board members for nonperformance of required functions and responsibilities as identified below
9. Oversees the MCN annual budget

6.03. Term of Office. Each committee member will continue to serve on the committee for two (2) years.

6.04. Vacancies. A vacancy on a committee may be filled by an appointment made in the same manner as the original appointment.

6.05. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

6.06. Proxies. A committee member may not vote by proxy.

6.07. Rules. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

ARTICLE VII

TRANSACTIONS OF CORPORATION

7.01. Contracts. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

7.02. Deposits. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

7.03. Gifts. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

7.04. Loans. The Corporation may not make any loan to a director or officer of the Corporation. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution.

ARTICLE VIII

BOOKS AND RECORDS

8.01. Required Books and Records. The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all Bylaws, including these Bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the Board, and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the directors, officers, and any committee members of the Corporation.
- (e) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

8.02. Inspection and Copying. Any director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than sixty (60) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed ninety (90) cents per page. The Corporation will provide requested copies of books or records no later than ninety (90) working days after receiving a proper written request.

ARTICLE IX

INDEMNIFICATION

9.01. Indemnification Provisions.

- (a) The Corporation will indemnify a director, officer, member, committee member, employee, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation.
- (b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests.
- (b) The Corporation will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
- (d) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually entitled to indemnification, even though there has been no final disposition of the proceeding. The Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in an proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

ARTICLE X

NOTICES

10.01. Notice by Mail or Telegram. Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail or telegram. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to

the person at his or her address as it appears on the corporate records. A person may change his or her address in the corporate records by giving written notice of the changes to the Chief Executive Officer of the corporation.

10.02. Signed Waiver of Notice. Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

10.03. Waiving Notice by Attendance. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened

ARTICLE XI

SPECIAL PROCEDURES CONCERNING MEETINGS

11.01. Meeting by Telephone. The Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

11.02 Decision Without Meeting. Any decision required or permitted to be made at a meeting of the Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

11.03. Proxy Voting. A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The Administrative staff person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise that proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with the Chief Executive Officer of the Corporation or other designated officer remains in force until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the Chief Executive Officer
- (b) The proxy authority expires under the proxy's terms.
- (c) The proxy authority expires under the terms of these Bylaws.

ARTICLE XII

PARLIAMENTARY AUTHORITY

12.01. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the body in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the body may adopt.

ARTICLE XIII

FISCAL YEAR

13.01. Fiscal Year. The fiscal year of MCN shall coincide with the calendar year; January 1, to December 31

ARTICLE XIV

AMENDMENTS TO BYLAWS

14.01. Amendments to Bylaws. The Bylaws of the Corporation may be amended, altered, added or repealed in whole or in part, by the affirmative vote of two thirds (2/3) of the Board of Directors. Proposed changes must be submitted in writing to Board members forty-five (45) days before the meeting at which they will be considered.

ARTICLE XV

MISCELLANEOUS PROVISIONS

15.01. Legal Authorities Governing Construction of Bylaws. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

15.02. Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

15.03. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Chief Executive Officer to be kept with the corporate records.

ARTICLE XVI

DISSOLUTION OF CORPORATION

16.01. Dissolution of Corporation. In the event of the discontinuance of the organization, the organization's assets are to be transferred to an educational, religious, charitable, or other similar organization that is qualified under Sec. 501 (c) (3), Internal Revenue Code.

AMENDED AND RESTATED

**BYLAWS
OF
MIGRANT CLINICIANS NETWORK, INC.**

The amendments were adopted at a meeting of the Board of Directors held on March 30, 2008 and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.



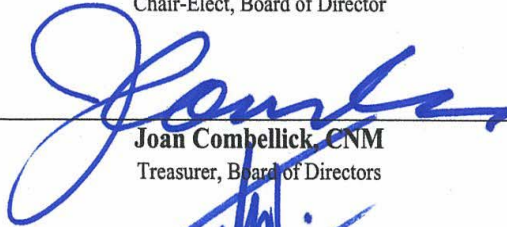
Marie Napolitano, RN, FNP, PhD
Chairman, Board of Directors

5/27/2012
Date



Clara Cabanis, MD, MPH
Chair-Elect, Board of Director

5/27/12
Date



Joan Combellick, CNM
Treasurer, Board of Directors

5/27/12
Date



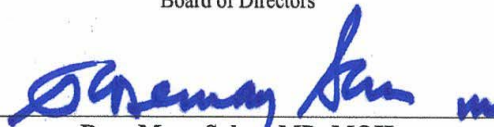
Hugo Lopez-Gatell, MD, PhD
Board of Directors

5/27/12
Date



Kris McVea, MD
Board of Directors

5/27/12
Date



Rose Mary Sokas, MD, MOH
Board of Directors

5/27/12
Date