

APPNA-PUN CONSTITUTION AND BYLAWS

Initially presented and approved at the first general body meeting of the Chapter on Sunday, March 16th, 2014 with subsequent amendments approved by general body on 12/25/2017.

Article 1: Name

The name of this organization shall be Delaware Valley Chapter of Association of Physicians of Pakistani descent of North America, hereafter referred to as APPNA-PUN (Eastern Pennsylvania, Upper Delaware and South New Jersey). This Organization shall be an arm of parent organization Association of Physicians of Pakistani-descent of North America, hereafter referred to as APPNA and shall be under overall governance of APPNA Constitution.

Article 2: Aims and Objectives

APPNA-PUN shall work in conjunction with, and assist, its parent organization in advancement of medical science and in serving the needs of Physicians of Pakistani origin in North America as outlined in the APPNA Constitution.

Article 3: Memberships

Physicians of Pakistani origin (graduates of Medical and Dentistry schools) shall be eligible for membership. Professionals working in health related fields including but not limited to Pharmacists, Physician Assistants, Nurse Practitioners and Podiatrists will be eligible for Associate membership.

Membership shall be of the following categories: Active (Annual and Lifetime), Honorary, Associate and Student. Unless otherwise specified in Bylaws, Annual and Lifetime Members shall be entitled to all of the privileges in the Organization including the right to vote and hold office. Other Members shall have all privileges of the Organization without the right to vote or hold office. Other members will be able to chair Committees and participate in all other activities of the organization.

Article 4: Officers and Elected Representatives

The officers will consist of the President, President-elect, Secretary, Treasurer, Immediate Past President and three Councilors. The number of Councilors may vary in future according to the needs of the Organization as determined by the Executive Council. All the officers and elected representatives shall be elected by the general membership unless otherwise specified in the Bylaws. The Executive Council may appoint three Associate members as Associate Councilors. The Associate Councilors will have no voting privileges in matters of the Executive Council.

Article 5: Executive Council

Executive Council shall be the governing body, consisting of the President, President-elect, Secretary, Treasurer, Regional Councilors and the Immediate Past President. Executive Council shall be responsible for carrying out the activities of the Organization according to the directives set in the Bylaws. The

Council shall control the financial affairs of the Organization and shall take no action contrary to the aims and objectives and overall directive of the parent organization APPNA.

Article 6: Address

Address of the Organization will change from time to time and will be determined by the president in consultation with the Executive Council until such time that a principal office is secured.

Article 7: Amendments

The Constitution may be considered for amendment(s) if an amendment is initiated by ten active members in writing, or by motion of the Executive Council approved by its simple majority at a meeting. Such an amendment will be adopted if approved by 2/3 majority of active members of the Organization by an open vote during a general body meeting or electronic or mail ballot vote.

Article 8: Bylaws

The Organization shall adopt bylaws in harmony with its constitution and the constitution of its parent organization APPNA, to carry out its affairs. Roberts's rules of order shall apply for conduct of its meetings. Bylaws may not restrict or alter any provision of this Constitution.

Article 9: Organization and Internal Structure

General Body: shall consist of duly registered active members according to the provisions provided herein. This body will have the supreme authority over the conduct of all affairs of the Organization, and may approve, reject or amend any action taken by an officer, committee or the Executive Council.

Executive Council: shall be the legislative and administrative body consisting of the elected officers and the regional representatives. The Council shall act for the Organization as a whole between sessions of the General Body. The President, in consultation with the Executive Council, shall appoint the committees, set date and venue of the meetings, keep membership list and undertake other activities necessary for day to day running of the Organization.

Board of Trustees: shall act as overseers of the Organization. It shall consist of Active Members elected as prescribed in the Bylaws.

Conflict of Interest: A spouse or a first degree relative of an Executive Council member or Board of Trustees member shall not serve in either of the two bodies. In conflict of interest situations where there is a potential financial or personal gain, the conflict should and must be laid out on the table and all relationships, connections and possibilities for potential benefit should be disclosed.

Chapter 1: Membership

1.1.Active: A Physician must hold an active permanent license to practice in North America to be eligible for active or lifetime membership of APPNA-PUN. Physicians in training may become active members, and thus be able to vote, if they hold license (temporary or permanent) to practice medicine, or can provide

written proof of being in an approved training program. Such members shall have all the privileges of active membership except the right to hold office. Dues may be waived, by the Executive Council, due to documented financial hardship for some members without jeopardizing their active member status.

1.2.Honorary: The honorary member status can be given to any person (including non-physicians) who has attained distinction in medicine or allied sciences, or who has provided other service of unusual value to the organization or humanity.

1.3.Associate: The Organization may elect to associate membership, health field professionals or persons in related sciences who may be deemed valuable to the Organization. Such members may work on the committees or task forces of the Organization and participate in all its activities but will have no right to hold office or vote. Associate members may be appointed as "associate councilors", but with no voting privileges in matters of the Executive Council. The dues for associate members shall be 50% of the annual dues.

Chapter 2: Dues and Assessments

2.1. The annual dues will be determined by the Executive Council The term of annual dues will be the calendar year. Special assessments may be approved by General Body from time to time according to the needs of the Organization.

2.2. Only those members of General Body who have paid their dues and special assessments (if any), at least 120 days prior to the election date will be considered Active, and be eligible to vote and hold office.

Chapter 3: General Body Meetings

3.1. At least one General Body Meeting will be held every year. The President will preside over these meetings. Additional meetings can be held as needed and decided upon by the Executive Council. Written notice of the Annual General Body Meeting will be given to membership at 30 days in advance.

3.2. The quorum for the General Body Meeting will be the members present, provided at least 10% of the voting members are present in the meeting except in cases of a resolution to reject an action of the Executive Council when the presence of at least 50% of the voting membership will constitute the required quorum. A simple majority of those present will be required to adopt a resolution except when a referendum is being conducted or an action of the Executive Council is overturned, in which case a 2/3 majority vote of those present and voting will be required for a resolution to pass.

3.3. The Executive Council will set a date and place for the General Body Meeting and make necessary arrangements.

Chapter 4: Election of Officers

4.1. Nominations and Election Committee (NEC): This committee shall be formed by the President. It will consist of at least three members, including a chair.

4.2 Nominations: NEC shall help nominate the candidates as well as seek nominations from general body. Process of nominations and elections will start every year well in advance (no less than 6 weeks) of the

Fall Executive Council Meeting. Nominations by the general body can be made by paper mail or email to the NEC from at least five Active Members. All candidates must be Active Members of the Organization for at least 2 years prior to election.

4.3. Elections: All Active Members have the right to vote. The NEC shall oversee the election process and declare the winning candidates at the general body meeting. Officers shall take office at the beginning of a calendar year (January 1), following the elections.

4.4. Terms of Office: Term of President and, President-elect, Secretary, Treasurer and Councilors and associate councilors shall each be one year. Officers shall be eligible to run for the same office for one additional term. Each term shall be one calendar year starting January 1st and ends December 31st.

Chapter 5: Vacancies

5.1. An office will be declared vacant by the Executive Council if the officer resigns, leaves North American for a period of more than four months or is otherwise disabled to carry out the duties of his/her office for health or other reasons. If an officer does not attend 50% of meetings in first six months of their tenure, the executive council may replace the officer for the rest of the term.

5.2. Should the office of President become vacant, President-elect shall succeed to the presidency for the remaining term. Vacancy of the President-elect, Immediate Past President and Trustee will not be filled until the next general elections.

5.3. Vacant office of Secretary or Treasurer shall be filled by the Executive Council by electing replacements from amongst themselves, in which case one officer shall be eligible to hold more than one portfolio.

5.4. When a post of Councilor is vacant, the Executive Council, by majority vote, will appoint a member to complete the term.

Chapter 6: Duties of Officers

6.1. President: The President shall be the general executive officer of the Association. The duties of the President shall include the following:

- a. To preside at all general meetings of the Organization and Executive Council.
- b. To serve as chairman of the Executive Council and official spokesman of the Organization.
- c. To appoint all committees in consultation with the Executive Council.
- d. To serve as an ex-officio member of all committees of the Organization.
- e. To perform such other duties that may be required of him/her by the Executive Council or the General Body.

6.2. President-elect: The duties of the President-elect shall include the following:

- a. To assume the office of the President at the end of the term of current President.
- b. To act for the President in his absence, disability or resignation.
- c. To serve as a member of the Executive Council.

d. To perform such other duties that may be required of him/her by the President, Executive Council or General Body.

6.3. Secretary: The duties of the Secretary shall include the following:

- a. To serve as a recording officer of the Executive Council and General Body.
- b. To supervise and maintain preparation of and a permanent record of all the official minutes of the meetings.
- c. To be the official custodian of all securities, and property deeds and titles owned by the Organization.
- d. To serve as a member of the Executive Council.
- e. To supervise and maintain an up-to-date record/data of the members of APPNA-PUN.
- f. To send out all official notices of meetings, committee appointments, special committee assignments and elections to office.
- g. To perform such other duties that may be required of him/her by the President, Executive Council or General Body.

6.4. Treasurer: The Treasurer shall be the custodian of all funds of the Association. He/she shall be accountable, through the Council, to the Association. The duties of the Treasurer shall include the following:

- a. To conduct all financial affairs of the Association.
- b. To select a bank or trust company to act as custodian and transfer all money and securities subject to approval of the Executive Council.
- c. To collect all annual membership dues, assessments, donations, and such money that may be due to the Association.
- d. To make available for audit all records and transactions of the Association.
- e. To present an annual report at the Annual General Meeting.
- f. To render a report to the Executive Council reviewing the Association funds.
- g. To perform such other duties that may be required of him/her by the President, Executive Council or General body.

6.5. Regional Councilors: The duties of Regional and Associate Councilors shall include the following:

- a. To serve as members of the Executive Council.
- b. To enlist new members and encourage active participation of members of their regions.
- c. To perform such other duties that may be required of them by the President, Executive Council and General Body.

6.5. Immediate Past President: The duties of the Immediate Past President shall include the following:

- a. To serve as member of the Executive Council.
- b. To perform such other duties that may be required of him/her by the President, Executive Council or General Body.

Chapter 7: Executive Council

7.1. Members: The Executive Council will be composed of members in the following order of hierarchy:

President, President-elect, Secretary, Treasurer, Immediate Past President and Regional Councilors. Associate Councilors will serve as non-voting members of the Executive Council.

7.2. Organization: The President of the Organization will serve as chairman of the Executive Council.

7.3. Meetings: The Executive Council shall hold at least three meetings annually. These meetings may be held in person or via teleconference. Special meetings of the Executive Council may be called at any time by the President or the written petition of four members of the Executive Council. Written notice of the Executive Council meetings must be given at least fifteen days prior to the meeting except in an emergency. A majority of the members of the Executive Council shall constitute a quorum at any regular or special meeting.

7.4. Duties: The duties of the Executive Council shall include the following:

- a. To perform all acts and transact all business for and on behalf of the Organization.
- b. To manage the funds and property of the Organization, and conduct the affairs, works and activities of the Association except as may be otherwise provided for in these Bylaws.
- c. To fix the date and place of the Annual and General Body meetings and make all appropriate arrangements.
- d. To supervise and oversee all the Organization's projects.
- e. To adopt measures in support of its members with regards to medical research and practice, and to uphold aims and objectives of the Organization.
- f. To perform such other duties that may be required by the General Body.

7.5. Resolutions: Each resolution introduced in the Council shall be introduced by a member of the Council. For a resolution to pass in the Executive Council, at least 50% of the Executive Council (including proxy votes) must vote in affirmative. Associate councilors may not introduce a resolution.

7.6. A current member of the Executive Council shall represent the organization in Central APPNA's council meetings and other meetings requiring such representation. In case where any Executive Council member is unable to attend such APPNA meetings, the President may designate an active chapter member to represent the organization.

Chapter 8: Board of Trustees

8.1. Composition: The Board shall be composed of five members. All Trustees must be Active Members, residing in North America. No Trustee shall concurrently hold an office in APPNA PUN but could chair any task force or committee of the Organization.

8.2. Terms of Office and Election: Term of Trustees shall be 5 years. No Trustee shall serve more than two consecutive terms. Initially, first five Trustees shall be elected by the Executive Council one each for one, two, three, four and five year terms. Each year, the Trustee whose term is expiring will be replaced or re-elected for second term, thereby starting staggered terms of Trustees providing for election of one Trustee every year.

8.3. Officers: The Board shall elect its own Chairperson and Secretary from amongst themselves each year. These officers may be re-elected for as many terms as the Board desires.

8.4. Meetings: The Board may meet as often as necessary but shall meet at least once a year at or close to the Annual Meeting of the Organization.

8.5. Duties: The Board of Trustees shall:

- a. Oversee long range and strategic planning of the Organization.
- b. Conduct grievance and ethics hearings as needed.
- c. Conduct periodic review of the Organization s accounts.
- d. Receive and discuss the proposal for dissolution of the Organization. Board shall be the sole authority to consider dissolution. Any such proposal initiated or received by the Board shall be considered by the Board and their recommendation presented to the Executive Council. If passed by 2/3 majority of the Executive Council, the proposal shall be discussed at a General Body Meeting after a 30-day written notice. An 80% majority vote at such meeting shall be required to dissolve the Organization. Any assets of the Organization will be dispersed by the Trustees.

Chapter 9: Fiscal Year

9.1. Fiscal Year will begin January 1 and end December 31.

Chapter 10: Bylaws Amendments

10.1. An amendment may be proposed by 10 members in good standing and/or by majority vote of the Executive Council, in writing at least 30 days prior to an Executive Council meeting and circulated to all Council members.

10.2. An amendment shall then be required to be voted upon at the next meeting of the Council and shall be considered approved by the Executive Council if passed by at least 2/3 majority vote at that meeting.

10.3

Amendment(s) thus approved will be adopted if approved by 2/3 majority of active members of the Organization present during a general body meeting by an open vote.

Executive council may decide to ask for voting by electronic or mail ballot vote. In that case, amendment(s) approved by executive council will be adopted if approved by 2/3 majority of active members responding by electronic or mail ballot.