

APPNA-PUN BYLAWS

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 (Pennsylvania, Upper Delaware and New Jersey). This Organization shall be a chapter of the parent organization Association of Physicians of Pakistani-descent of North America, hereafter referred to as APPNA and shall be under overall guidance 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 descent in North America as outlined in the APPNA Constitution.

Article 3: Memberships

Physicians of Pakistani descent (graduates of Medical and Dentistry schools) shall be eligible for Active 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 in the following categories: Active (Annual and Lifetime), Honorary, Associate, Physician in training (residents, fellows) and medical students. Unless otherwise specified in Bylaws, Active members shall be entitled to all the privileges in the Organization including the right to vote and hold office. Other members shall have privileges of the Organization without the right to vote or hold office and will be able to chair Committees and participate in other activities of the organization. Membership categories are further defined in Chapter 1 of these Bylaws.

Article 4: Board of Directors (BOD)

The BOD will consist of the following officers: President, President-elect, Secretary, Treasurer, Immediate Past President, and Councilors. The BOD shall be the governing body and shall be responsible for carrying out the activities of the Organization according to the directives set in the Bylaws. The BOD shall control the financial affairs of the Organization.

Article 5: Election of BOD

The BOD will be elected by general membership through an election process described elsewhere in these Bylaws.

Article 6: Address

Address of the Organization may change from time to time and will be determined by the president in consultation with the BOD.

Article 7: Amendments

The Bylaws may be considered for amendment(s) if an amendment is initiated by ten active members in writing, or by motion of the BOD approved by its simple majority at a meeting. Such an amendment will be adopted if voted on by 50% of the active members and then 50% of those voting are in favor of the amendment. Voting could be held during a general body meeting or electronic or by mail ballot vote. A vote may be YES, NO, or Abstain.

Article 8: Bylaws

The Organization shall adopt bylaws in harmony with the Bylaws of its parent organization APPNA, to carry out its affairs. Roberts's rules of order shall apply for conduct of its meetings.

Article 9: Organization and Internal Structure

9.1. General Body: shall consist of active members according to the provisions provided herein. This body will have the supreme authority over the conduct of all affairs of the Organization.

9.2. Board of Directors(BOD): BOD shall be the legislative and administrative body consisting of the elected officers and the regional councilors. The BOD in collaboration with the President shall appoint the committees, set dates and venue of the meetings and events and undertake other activities necessary for the day-to-day running of the Organization. The BOD shall ensure that the organization's policies and objectives are carried out effectively.

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

9.4. Conflict of Interest (COI): In any situation where a Board of Directors member may experience potential financial or personal gain from a decision under consideration, the following protocol must be followed to ensure transparency and to uphold fiduciary integrity:

9.4 a. Disclosure requirement: Board member must fully disclose the nature of the conflict prior to any discussion or vote. Disclosure must include all relevant

relationships (eg family, business, organizational), connections to entities or individuals involved in the matter and any potential for financial, reputational or personal benefit.

9.4b. Conflict must be clearly laid out in tabular format within the meeting record or conflict log

Board member: Nature of conflict: Related parties: Type of potential gain: Disclosure date: Recusal status:

9.4c. Voting restrictions: The conflicted member must recuse themselves from discussion of the item, voting on the item, any informal influence or lobbying related to the item.

9.4d. All disclosures and recusals shall be recorded in official minutes. The board President or BOT will ensure compliance and may request additional clarification if needed.

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

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: This includes non licensed physicians and other health-field professionals or persons in related sciences or health administration who may be deemed valuable to the Organization. Such members may work on the committees or task forces of the Organization and participate in its activities but will have no right to hold office or vote.

1.4 Physician in training. Includes residents and fellows in training without an active license to practice. They will have privileges of the organization, but have no right to hold office or vote.

1.5: Medical students: Includes medical students of Pakistani origin. They will be able to participate in activities of the organization but have no right to hold office or vote.

Chapter 2: Dues and Assessments

2.1. The dues will be determined by the BOD. 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. Any member in a specific category will be considered a confirmed member after the dues have been paid and requirements are met.

2.2. Only those members of General Body who have paid their dues and special assessments by Sep 1st, 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, which may be combined with the ANNUAL Banquet. The President will preside over these meetings. Additional General Body meetings can be held as needed and decided upon by the BOD. Written notice of the Annual General Body Meeting will be given to membership 30 days in advance.

3.2. The quorum for the General Body Meeting will be the 50% of active members present. 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 BOD is overturned, in which case a 2/3 majority vote of those present and voting will be required for such a resolution to pass. In case a quorum is not met an electronic ballot will be sent out to the active members. The ballot will have option of YES, NO or abstain vote.

3.3. The BOD 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 BOD in collaboration with 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 shall conclude by December 15 of every year. 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 in the year preceding the election year.

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

4.4. Terms of Office: Term of President, President-elect, (immediate) Past-president, Secretary, Treasurer, and the Councilors shall each be one year. Each term shall be one calendar year starting January 1 and ending on December 31 of the same year.

Chapter 5: Vacancies

5.1. A vacancy will be declared in the BOD, if a BOD member resigns, leaves North America for a period of more than six months or is otherwise unable to carry out the duties of his/her office for health or other reasons.

5.2. If a BOD member does not attend 50% of meetings in first six months of their tenure, the BOD may replace the board member for the rest of the term.

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

5.4. Vacant office of Secretary, Treasurer and President Elect shall be filled by the BOD by electing replacements from amongst themselves, in which case one BOD member shall be eligible to hold more than one portfolio.

5.5. When a post of Councilor is vacant prior to last day of June, the BOD, will ask the NEC to receive nominations from general body and conduct new election. If vacancy occurs from the first day of July onwards, the election for councilor will be held with the following election.

Chapter 6: Duties of Board members

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 BOD.
- b. To serve as chairperson of the BOD and official spokesman of the Organization.
- c. To facilitate appointment of committees with majority vote of BOD.
- 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 BOD or the General Body.
- f. To be the contact person and the official representative of the Organization. This function should apply to 501c3 matters or otherwise

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 BOD.

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

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

a. To serve as a recording officer of the BOD 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 BOD.

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, BOD 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 BOD.

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 Treasurer's report at the Annual General Meeting.

f. To render a report to the BOD reviewing the Association funds.

g. To perform such other duties that may be required of him/her by the President, BOD 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 BOD.

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, BOD and General Body.

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

a. To serve as member of the BOD

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

Chapter 7: Board of Directors (BOD)

7.1. Members: The BOD will be composed of members in the following order of hierarchy: President, President-elect, Secretary, Treasurer, Immediate Past President and Regional Councilors.

7.2. Organization: The President of the Organization will serve as chairperson of the BOD.

7.3. Meetings: The BOD shall hold at least three meetings annually. These meetings may be held in person or via teleconference. Special meetings of the BOD may be called at any time by the President or the written petition of four members of the BOD. A majority of the members of the BOD shall constitute a quorum at any regular or special meeting.

7.4. Duties: The duties of the BOD shall include the following:

a. To perform all activities 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.
- g. To appoint and approve all committees by majority vote, in collaboration with the President.

7.5. Resolutions: Each resolution introduced in the BOD shall be introduced by a member of the BOD. For a resolution to pass in the BOD, more than 50% of the BOD must vote in affirmative.

7.6. Absence of President: If the President is not available, the President-elect shall represent the organization in Central APPNA's council meetings and other meetings requiring such representation.

7.7. Dissolution. Any such proposal initiated or received by the BOD shall be considered approved if passed by 2/3 majority of the BOD. The proposal shall then be discussed at a General Body Meeting after 30-day notice. An 80% majority vote at such meeting shall be required to dissolve the Organization provided that the 50% quorum requirement is met. Any assets of the Organization will be dispersed by the BOD as per IRS and 501(c)3 guidance.

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 may serve as the chair of any task force or committee of the Organization.

8.2. Terms of Office and Election: Term of Trustees shall be 5 years. Each year, the Trustee whose term is expiring will be replaced or re-elected for second term. There will be staggered terms of Trustees providing for election of one Trustee (either new or re-elected) every year.

8.3. Officers: The Board shall elect its own Chairperson from amongst themselves each year.

8.4. Meetings: The Board may meet as often as necessary but shall meet at least once a year.

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 and give their recommendation to the BOD.

8.6 Vacancy

- a. In case of resignation of a BOT member, the position will not be filled till next election.

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 active members in good standing and/or by majority vote of the BOD and/ or CABL committee (constitution and bylaws committee) in writing at least 15 days prior to a BOD meeting and circulated to all Board members. The BOD shall meet within 30 days of that notification.

10.2 Constitution and BYLAWS Committee (CABL): This committee shall be formed by the President in collaboration and with majority vote of the BOD. It will consist of at least three members, including a chair.

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

10.4. 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 provided that 50% quorum requirement is met. If quorum is not achieved at general body meeting, the amendments approved by BOD will be sent to the general body by electronic or mail ballot. The amendment(s) approved by BOD will be adopted if approved by 2/3 majority of active members. The vote will be YES, NO or Abstain.

