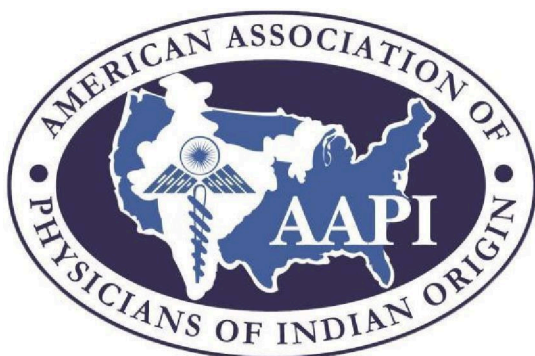


# **American Association of Physicians Of Indian Origin**



## **AAPI Constitution and Bylaws**

**600 ENTERPRISE DR, SUITE 108**

**Oak Brook IL 60523-1978**

*This document was prepared and adopted by the members  
on February 2nd, 2024 through email ballot*

## **PREAMBLE**

The AMERICAN ASSOCIATION OF PHYSICIANS OF INDIAN ORIGIN (the “AAPI”) was formed to address a need for cohesive action on the part of physicians (allopathic and osteopathic), dentists, podiatrists and other medical scientists, of Indian origin (as hereafter defined), residing in the United States of America (the “United States”). The AAPI was also formed to maintain the identity of this group of people, to provide a forum for scientific, educational, cultural, and charitable interaction among its members.

The term “Indian Origin” is used throughout these Bylaws in an ethnic sense regardless of birth place and is meant exclusively to pertain to persons whose ancestry, in whole or in part derives from India.

## **ARTICLE I – OBJECTIVES**

The AAPI is organized for scientific, educational, charitable, and cultural purposes. The objectives of the AAPI are as follows:

- a. To bring together individuals and organizations of physicians, dentists, podiatrists and other medical scientists of Indian origin practicing in the United States under one umbrella organization.
- b. To assist Physicians and Dentists, Podiatrists, Medical, Dental and Human Sciences students obtain scientific training in the United States of America (the “United States”).
- c. To conduct seminars and other educational activities to inform members of new scientific developments in the field of human medicine.
- d. To support and foster the availability of medical assistance to indigent people in the United States and India.
- e. To make contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986 as amended (the “Code”), or the corresponding provision of any succeeding section or future United States Internal Revenue Code Section.
- f. To provide mutual understanding and cooperation between the AAPI and other medical societies in the United States and India and other countries.
- g. To maintain an ongoing updated directory of physicians of Indian origin.
- h. To provide other member services as needed within the provision of the Code that governs the AAPI’s tax exempt status.

## **ARTICLE II – NATIONAL HEADQUARTERS**

### ***Section 2.1 - Site***

The AAPI will maintain a National Headquarters in the premises wholly owned by AAPI currently at Oak Brook, IL.

### ***Section 2.2 - Staffing***

The AAPI's National Headquarters will be staffed by administrative support personnel as deemed necessary for the growth of the organization, and the expenses for which shall be borne by the AAPI Operating Fund.

### ***Section 2.3 - Executive Director/Chief Development Director***

The AAPI's President, in consultation with the Executive Committee, as hereinafter defined, may appoint an Executive Director or Chief Development Director to serve at the National Headquarters, who will oversee the day-to-day operations of the AAPI. He or she shall be an ex-officio member of the Executive Committee without voting rights. The compensation shall be set by contract, and will be paid from the general operating funds of the AAPI. They shall discharge their responsibilities under the guidance and confidence of the President and the Executive Committee, who may terminate his or her services in accordance with any contract, which may have been entered into with the Executive Director/Chief Development Director.

## **ARTICLE III – MEMBERSHIP**

### ***Section 3.1 – General***

Membership in the AAPI shall be open to any physician or dentist or podiatrists or students of medicine, dentistry, podiatry and human sciences of Indian origin in the United States who wish to promote the mission of the AAPI and make continuing contributions towards the goals of the AAPI. AAPI will only represent/aid a member with legal advice or fund raising or in any fashion only if they have been an AAPI member for at least one year prior to the occurrence of the incident .

### ***Section 3.2 - Categories of Membership***

Members shall be divided into the following categories

#### **A. ACTIVE MEMBERS:**

Active members shall be Physician, Dentists, Podiatrists who hold or at any time held (only apply to retired physicians, and not to physicians who lost their license due to disciplinary action of any kind except for health-related causes) unrestricted license to practice medicine in any state of the USA or any physician or dentist currently enrolled in Residency program in the USA:

1. Annual members who have paid the dues for previous year, and for current year by

January 31<sup>st</sup> of such year.

2. Patron life members (life members) admitted after payment of the Patron member dues assessed to them not to be below 250 US dollars.
3. Premium active members will be assessed a fee of 150 dollars annually to get discounts during convention and GHS. Premium members will be eligible for premium seating at all AAPI events. They will also be eligible for other benefits as determined by executive committee or governing body from time to time. This fee will be used for operating expenses of AAPI office only and will be in AAPI savings operational funds in order to maintain the smooth operation of the organization. Quarterly accounting information will need to be provided to the governing body members in order to maintain the transparency in the organization.

**B. ASSOCIATE MEMBERS:**

Associate members shall be those persons engaged in professions or career in the human sciences other than medicine, podiatry and dentistry. Associate members are not entitled to vote or hold any elected office, but may be appointed to Committees for their professional expertise to serve AAPI. They are also eligible for certain benefits and services which are offered by AAPI to its membership. Associate members will have to pay the dues assessed to them which will not be below 100 dollars annually.

**C. MEDICAL STUDENTS, RESIDENTS AND FELLOWS (MSRF):**

Residents, fellows, and students of medicine, podiatry and dentistry, in approved training Programs in the United States, who wish to promote the mission of the AAPI, will be represented in the AAPI through the AAPI's Medical Student/Resident/ Fellow section. Their participation will be governed in accordance with the working documents of the AAPI-MSRF section and AAPI bylaws. The working documents will conform to the broad principles of the AAPI.

**D. YOUNG PHYSICIANS (YPS):**

Physicians, dentists, podiatrists who have completed their training and are in their first ten years of practice of medicine, dentistry, podiatry and who pledge to promote the mission of the AAPI will be represented in the AAPI through the Young Physician section. Their participation will be governed in accordance with the working documents of the AAPI-Young Physician section ,and AAPI bylaws .The working documents will conform to the broad principles of the AAPI bylaws

**E. SPONSOR MEMBERS:**

Industrial partners of AAPI who sponsor programs and activities of AAPI and satisfy criteria as set by the Executive Committee from time to time may be admitted as sponsor members for the duration of their sponsorship. Sponsor members are not entitled to vote or hold any elected

office, but may be appointed to Committees for their professional expertise to serve AAPI. They are also entitled for various benefits and services which are offered by AAPI to its membership. Sponsor membership dues shall not be below 1000 dollars annually to qualify for benefits. This does not include their sponsorship amount.

**F. ALLIANCE MEMBERS:**

Alliance members shall be spouses of Active members of AAPI. They will be non-voting members and cannot serve on any committee of AAPI. Alliance offers support for physician issues, publications and resources to support physician spouses and families.

**OTHER MEMBERS:**

The Governing Body may from time to time create other special categories of membership.

**G. AFFILIATE INTERNATIONAL MEMBERS:**

International members- Any physician, dentist, podiatrist of Indian origin who has or had a valid medical license in any country can apply for international affiliate membership. They will be eligible for all AAPI benefits except voting rights. They can serve in committees as deemed necessary. International members will have to pay an annual membership fee which may be altered by governing body but cannot be less than 100 US dollars. Certification of membership will be provided to international members.

***Section 3.3***

**A. MEMBER ASSOCIATIONS:**

- a. Associations based on common characteristics such as state or region of domicile in India or USA, specialty or medical school of graduation with at least fifty (50) patron life patrons of AAPI may become Member associations of the AAPI by paying one time life membership of \$1,000. Out of 50 AAPI Patron life members, at least 15 must have joined AAPI in the past 5 years preceding the member association application. A second or subsequent organization representing the same or essentially the same region either from India or USA or other characteristic (such as Alumni or Specialty) shall not be admitted as a member association.
- b. The Member Association shall comply with the qualification application process including proof of its 50 members and corporate documents no later than 8 weeks before the following Governing Body meeting.
- c. The Membership Committee upon verification of the new Member Association shall present its credentials to the Governing Body for final approval.
- d. Failure to approve the Member Association at the Governing Body meeting

does not disqualify the Member to re-apply for eligibility at the following Governing Body meeting.

- e. Dues paid active Member associations in good standing will be represented in the Governing Body by their respective presidents or designees appointed for a specific Governing Body meeting. Such representatives must be patron life members of the AAPI during the period of representation, at the Governing Body.
- f. An approved Member Associations who submit evasive and incorrect information may be subject to retroactive revocation.
- g. Member organizations will be evaluated periodically to make sure they are active chapters following the bylaws. If found inactive their membership will be terminated with majority governing body voting.

## **B. AFFILIATE INTERNATIONAL MEMBER ASSOCIATIONS:**

Any associations of Physicians of Indian Origin in other Countries can become affiliate International Association member of AAPI. Their membership shall be exempt from regular organization member of AAPI. Members of such organization shall not be entitled to vote during the AAPI meetings or hold office. President and President-Elect of such an International Member Association will automatically become part of AAPI's Global International Leadership Council. Life membership dues for these organizations shall not be less than 500 US dollars and will have to be approved by the governing body.

## **C. Qualifications of Organizational Membership**

An Association as described in Section 3.3A may attain membership in the AAPI provided that the applicant:

- A. Subscribes to the objectives of the AAPI, abides by the Bylaws, rules and regulations, pays the prescribed fees and dues, and submits an application in the prescribed form.
- B. Submits the following documents to AAPI office:
  - i. A copy of its Articles of Incorporation and Bylaws, and Certificate of Incorporation in good standing with the Secretary of State
  - ii. A complete application form with names, designations, address and contact numbers including email addresses of all its Officers and Directors.
  - iii. A complete roster of its membership including addresses and telephone numbers.
- C. For an Association characterized by a region, the qualifications must be verified by the President of the Chapter/Association, and approved by the AAPI Regional Director for that region.

- D. The Membership Committee shall then review the documents for approval and final recommendation to the Governing Body. For an Association with any other common characteristics, the application shall be reviewed by the Membership Committee for final approval.
- E. Receives the final approval of its application for membership by a majority of vote of the Governing Body after due screening.

***Section 3.4 – Revocation and Suspension of membership and Removal from office:***

- a. Any member, elected or appointed officer or a committee chair may be immediately suspended on temporary basis, who deliberately performs actions which are contrary to the best interest of AAPI including initiating a competing or conflicting national organization similar or almost similar to the AAPI by majority vote of the Executive Committee. Retroactive suspension also may occur if the above stated member was found to be acting not in the best interest of AAPI.
- b. Notwithstanding any of the provisions herein regarding controversies, upon denial and/or immediate suspension of the person, the President with prior approval of the Executive Committee shall appoint a hearing committee within 48 hours consisting of five (5) members and a Chair, (no two members should be from same Alumni, specialty or regional chapter of AAPI) which shall compose of two (2) Past Presidents, two (2) Past Chairs of Board of Trustees and one (1) member-at-large. The Chairperson of the Committee shall be appointed by the President and the committee shall be delegated with the authority to investigate and make recommendation of its finding to the Executive Committee within 14 days of the composition.
- c. Upon Hearing Committee's recommendation of suspension of the person, the Executive Committee shall call for an Emergency Governing Body Meeting as defined herein as in Section 5.3 (d), unless the scheduled Governing Body meeting is within a time frame of four weeks away as such. The Hearing Committee will present to the Governing Body for final determination by two-third (2/3) majority vote of the Governing Body.
- d. Further, the Governing Body is authorized to remove such a person temporarily from the AAPI membership, or office as the case may be, pending the final outcome of any judicial proceeding.
- e. An approved Member or Member Associations who submit evasive and incorrect information may be subject to retroactive revocation.

**ARTICLE IV - ANNUAL CONVENTION**

***4.1 - Purpose***

The Annual Convention shall serve as the Annual Meeting of the General Body and shall be held

at the time determined by the Governing Body, provided however, that the Governing Body shall call for a meeting of the General Body not less than annually. The purpose of the Annual Convention is to bring together all the members once a year and to discuss issues of interest to physicians of Indian heritage in the United States.

#### **4.2 Convention Site Selection and Advisory Committee**

- a. This committee shall be responsible to make recommendations regarding future sites for AAPI Conventions. The committee shall be responsible to work with potential host organizations and evaluate feasibility, affordability, profitability of sites for Conventions and make recommendations to the Governing Body. This committee should meet with the local convention committee periodically and provide guidance. The President will ultimately decide on the site of the convention to be held during their term.
- b. The Vice President of the AAPI shall serve as the Chair of the Committee. The Chair shall select the 5-7 members from the experienced senior leaders of AAPI and Host chapter for a period of one year. YPS/MSRF Vice President shall be part of the committee.
- c. The Vice-President of AAPI will present the report to the Governing Body on the activities and progress of the convention periodically.

#### **4.3 – Convention Chair**

The AAPI President of the respective convention year shall appoint the Convention Chair at least one year prior to the Annual Convention. The Governing Body must approve the Convention Chair's appointment. The Chairman of the Convention Committee shall be a voting member of the Governing Body for that year.

#### **4.4 – Time**

The Governing Body shall approve the dates of the Annual Convention, after consultation with the Executive Committee and the Convention Chairman of the Convention Site Selection Committee.

**4.5.** The Chairperson of the Annual Convention of the AAPI shall not seek any elected position during their term as Chairperson.

**4.6.** All AAPI Accounts including but not limited to MSRF, YPS ,Convention, Charitable foundation, Indian AAPI accounts will be opened and maintained in the AAPI Headquarters. All funds collected for AAPI related accounts need to be maintained at the AAPI office and reviewed by the treasurer along with the President periodically.

#### **4.5. Convention Finance Committee**

- i. Composition: President Elect of AAPI (Chair), one BOT member, the AAPI Treasurer, the Convention Chair, the YPS/MSRF President Elect, the Local Treasurer and the President



of AAPI and the President of Host Organization.

- ii. At all times, AAPI Treasurer shall have access to the Financials of the Convention account.
- iii. Responsibilities: This Committee shall be responsible to help with fundraising and oversee all the income and expenses related to the Convention, review all the contracts and invoices, should submit financial reports to EC and BOT on regular basis, and should submit financial report at the Fall Governing Body meeting.

## **ARTICLE V - CORPORATE ORGANIZATION AND MANAGEMENT**

### **Section 5.1 - Components of the Corporate Body**

The AAPI's General Body shall be made up of all the members, the Governing Body, the Executive Committee and the Board of Trustees.

### **Section 5.2 - General Body**

Subject to the AAPI's Articles of Incorporation and these Bylaws, the General Body retains the ultimate authority of the AAPI.

- A. The General Body shall consist of voting members as defined on section 10.1.
- B. The General Body meetings will be held in conjunction with the Annual Convention and notice shall be posted on the AAPI website. Member organizations and voting members shall be notified via mail, email or fax at least 4 weeks before each General Body meeting. It shall be the responsibility of the member organizations and voting members to keep the email and postal address current at the AAPI office.
- C. General Body meeting shall be open to all the voting members.
- D. At the Annual General Body Meeting, those members present and eligible to vote may conduct the business of the General Body. If a member eligible to vote makes a quorum call, the President shall decide, in accordance with this section, if a quorum is present.
  - i. Twenty percent (20%) of the voting members registered at the Annual Convention constitute a quorum for that meeting of the General Body.
  - ii. If, upon a quorum call, a quorum is not present as defined above, then the President may entertain motions to recess, adjourn, or adjourn to reconvene at a later date. (i.e. fix the time to which to adjourn). In addition, the President may arrange for a mail-in ballot to decide specific and urgent issues scheduled for consideration at that meeting. A simple majority of the returned ballots shall decide the issues, so long as not otherwise required by the Articles of Incorporation or the laws governing such matters.
  - iii. In case of an issue requiring immediate attention of the General Body, the Governing Body may authorize the Executive Committee to arrange for a mail-in ballot to be sent to all the voting members to decide specific issues which cannot wait until the

next General Body Meeting. A simple majority of the returned ballots shall decide the issues, so long as not otherwise required by the Articles of Incorporation or the laws governing such matters.

- iv. Robert's Rules of Order shall be used to govern all meetings of the AAPI in all cases where they are applicable, except where they are inconsistent with the Articles of incorporation, or this Bylaw. The bylaw if specified, will take precedence over the Robert rules of order.
- v. The Executive Committee will announce the date of the general body meeting and the venue no less than 8 weeks prior to the meeting.
- vi. Any member who wishes to bring new business matters before the General Body meeting shall submit this business in writing to the Secretary of AAPI, at least 6 weeks prior to the meeting of the General Body, for consideration by the Executive Committee as to whether to include it on the agenda.
- vii. Complete reports and complete agenda of the general body meeting will be publicized to the general body electronically and placed on the AAPI website 4 weeks in advance.
- viii. Any new agenda item presented during the general body meeting, with majority approval, can be discussed and voted on in the present general body.
- ix. All 'action items' on the agenda must be discussed and voted upon before presentation of the reports of the Executive Committee including the Presidents report.
- x. No proxy voting allowed in general body meeting.

### **Section 5.3 - Governing Body**

The Governing Body is the main deliberative body of the AAPI for policy creation and acts on behalf of the General Body. Only those members of the Governing Body who are also Voting Members of the General Body as defined under Section 5.2 D may be eligible to vote at the Governing Body.

- A. The Governing Body shall be composed of the Executive Committee, Members of the Board of Trustees, Chairs of all the Standing Committees, Chair of the Convention Committee as defined in Section 4.3 and the Presidents of all dues paid/paying member organizations. President of a dues paying member organization may designate a duly qualified (Section 5.2 D) representative to attend a specific Governing Body meeting by informing the secretary in writing at least two weeks before the scheduled date. This alternate representative must be from the same member organization executive committee and must be present in the meeting to vote. In absence of Chair of Standing committee, vice chair of standing committee can act as an alternate representative with voting rights. Immediate Past YPS President and Immediate Past MSRF President are members of the Governing body

- with voting rights. One person – One vote rule must be followed during all voting procedures. Only active voting members of the AAPI may be voting members of the Governing Body. Any one member cannot represent a patron chapter at the Governing body for more than two consecutive years in the past five years.
- B. The Governing Body shall direct the policies of the Association. It may fill any vacancies in the Governing Body by appointment, in accordance with the provisions of the Articles of Incorporation and these Bylaws, it shall create all standing committees and set policy for their activities. The Governing Body may set the membership dues for all categories of membership in accordance to the bylaws.
  - C. The Governing Body shall meet not less than four (4) times per year in regular session. Two such meetings shall occur during the Annual Convention and such meetings shall constitute the Annual Meetings of the Governing Body.
  - D. Special Meetings: The President may as he or she deems necessary or the Secretary can issue a call for a special meeting of the Governing Body if deemed necessary.
  - E. A quorum for any meeting of the Governing Body shall consist of 60% of the Governing Body members registered at the respective meeting.
  - F. In addition, either the President, the Governing Body or the Executive Committee may call a special meeting of the General Body or the Governing Body
  - G. Any member of the Governing Body who wishes to bring new business matters before the Governing Body meeting shall submit this business in writing to the Secretary, at least 6 weeks prior to the meeting of the Governing Body.
  - H. Items not placed on the agenda by the Executive Committee for consideration at the Governing Body meeting may only be placed on the agenda during the Governing Body meeting upon the affirmative vote of at least a majority of the active members present.
  - I. The Governing Body can accept or reject (and refer back), any recommendations from the Bylaws Committee. It cannot pass any amended motions to change the Bylaws. The change will be reviewed by the Bylaws Committee, and presented again in the next Governing Body meeting.
  - J. All communication about Agenda and reports shall be notified to the Governing Body members via mail, email or fax at least 4 weeks before each Governing Body meeting.
  - K. Only governing body members or members carrying proxies are allowed to vote and count towards the quorum. The proxy member shall be an AAPI Patron member by no later than Jan 31st of the same year.
  - L. All Past Presidents and Past BOT chairs are ex-officio members of the Governing body and may only participate in the discussions but shall not vote or initiate any motion.
  - M. Non-Governing Body members are allowed to attend as guests but are not allowed to participate in the discussions or initiate motions or vote.
  - N. All non-voting members of the Governing body shall be 'ear marked' on the separate

section of the meeting hall.

- O. The Governing Body may entertain a new agenda item from the floor with majority approval.
- P. All 'action items' on the agenda must be discussed and voted upon before presentation of the reports of the Executive Committee to Governing Body.
- Q. The governing body members need to receive the minutes of the meetings within 30 days of the meetings.

#### **Section 5.4 - Executive Committee**

The Executive Committee commonly known as the Directors of Association shall be responsible to provide continuity for the organization by setting up a corporate and legal existence, and to represent the organization's point of view through interpretation of its products and services, and advocacy for them. It shall also provide leadership and execute policies as approved by the Governing Body and the General Body. The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Presidents of the AAPI Medical Student Resident Section and the Young Physicians' Section, the Regional Directors and the Chair of the Board of Trustees. The Executive Committee shall have the authority to act for and on behalf of the AAPI in accordance with the policies set by the Governing Body.

- A. Qualifications for the Executive Committee Members: Besides being current active patron dues paying members of the AAPI following candidates must meet the following requirements at the time of filing for candidacy:
  - a. President Elect: The Vice President on completion of his/her term will automatically advance to the position of President Elect.
  - b. Vice President: Shall have at least five years on the Governing Body, of which three years must have been on the Executive Committee. Candidates who are BOT must have completed their mandatory three year term as BOT at the time of application for governing body experience along with attending at least 50 percent of all BOT meetings. Candidates must have at least one year experience serving as elected Treasurer or Secretary of the AAPI.
  - c. Secretary: Shall be active patron member of AAPI for at least 5 years, shall have served four years on the Governing Body, out of which one year should be as a President of local/State/Alumni of dues paying member association of the AAPI or completed a mandatory three years term of BOT at the time of application and or one year as a Regional Director.
  - d. Treasurer: Shall be active patron member of AAPI for at least 5 years, shall have served three years on the Governing Body out of which one year should be as a President of local/State/Alumni of dues paying member association of the AAPI or completed a mandatory term of three years as BOT at the time of application

- and or served one year as a Regional Director.
- e. Regional Director: shall be active patron member of AAPI for at least 4 years, with at least one year experience as President of local/State/ Alumni/ dues paying active member association chapter of AAPI or AAPI YPS /MSRF president who has successfully completed their term at the time of application including attending 50 percent of all governing body meetings as primary voting member at the time of application for the position.
  - f. For each year on the Governing body, the candidate must have attended at least fifty percent of Governing Body meetings as a primary voter during the same year prior to applying for the position. Attending as proxy will not count as governing body experience to contest for election.
- B. Contracts, deeds, documents and instruments shall be executed by the President and attested by the Secretary or the Treasurer.
  - C. Checks, notes, drafts, and demands for money shall be signed by the President and treasurer of AAPI or officers designated from time to time by the Executive Committee. In the event no designation is made by the Executive Committee, checks, notes, drafts and demands for money shall be signed by any two officers.
  - D. Only active patron members of the AAPI within the membership of the AAPI as described by Article III shall be eligible for nomination and election to these offices.
  - E. The Executive Committee shall meet not less than eight (8) times per year of which at least four (4) will be in- person meetings. One such meeting shall occur during the Annual Convention and such meeting constitutes the Annual meeting of the Executive Committee.
    - a. Special Meetings: The President, may as they deem necessary or the Secretary shall at the written request of members of the Executive Committee, issue a call for a special or emergency meeting of the Executive Committee.
    - b. Notice of every meeting of the Executive Committee except emergency meeting and the Annual Meeting for which no notice shall be required, shall be by mail, email or fax to each member of the Executive Committee, not less than seven (7) days prior to the meeting. All such notices shall be signed by the Secretary and shall specify the place, date and time for the meeting.
  - F. A quorum for any meeting of the Executive Committee shall consist of at least a simple majority of the Executive Committee members eligible to vote at such a meeting.

### **Section 5.5 - Board of Trustees**

Qualification for Members of Board of Trustees: Besides being active patron members of AAPI for at least seven years, the candidates must have served for three years on the Governing Body and one year in the Executive Committee. The Board of Trustees shall advise the AAPI

regarding its fiscal welfare and operation of the AAPI. Except as otherwise provided in Article XIII, at the request of the Governing Body, the Board of Trustees may serve as a mediator to resolve financial disputes among the various office holders and committees.

- A. The Board of Trustees shall be made up of as follows:
  - a. Fifteen trustees shall be elected from among the active members.
  - b. Five trustee positions shall be filled each year to replace the five trustees who completed their terms and retired.
  - c. The immediate past Chair of Board of Trustees and immediate past presidents of YPS and MSRF will serve on the Board of the Trustees as non- voting members for one year.
  - d. The immediate Past President of AAPI shall automatically become a member of the BOT on completion of their one-year term as President of AAPI. The past presidents who become the unelected BOT member for a one year term will be a voting member.
- B. A Trustee term shall be for 3 years and cannot serve for more than one term which is a total of three (3) years.
- C. The Board of Trustees shall be the Trustees of any endowment funds to be created by the AAPI and will be the Internal Auditors for the AAPI and will be responsible for long range planning.
- D. The Chair Elect and Vice Chair elect of the Board of Trustees will be elected at the spring governing body by the governing body members from among the Board of Trustees who are serving the second-year term during their three-year term as BOT. The Chair-Elect and Vice Chair Elect will assume the Chairmanship and Vice chairmanship of the Board of Trustees at the following annual meeting. The BOT member getting the second highest vote will automatically become the Vice Chair elect of BOT.
- E. Board of trustee is a commitment for three consecutive year term and only those members who have successfully completed the three-year term at the time of application, are entitled to run for executive committee positions. BOT members need to have attended at least fifty percent of governing body meetings for each year as BOT member and fifty percent of all other BOT meetings every year during their term to have successfully completed their term as BOT. In the event they fail to do so, they will be unable to use BOT experience as criteria to contest any election .
  - a. The Chair and Vice Chair of the Board of Trustees shall be a voting member of the Governing Body and a non-voting member of the Executive Committee.
  - b. The President shall be a voting member of the Board of Trustees. The President Elect will be a non -voting member of BOT.
  - c. The Board of Trustees shall meet not less than eight (8) times per year of which

four (4) will be in- person meetings. Two such meetings shall occur during the Annual Convention and such meeting constitutes the Annual meeting of the Board of Trustees. All meetings other than those conducted at the Annual Convention shall require at least seven (7) days advance written notice by mail, email or fax. All such notices shall be signed by the Chair or Chair-Elect and shall specify the place, date and time of meeting.

- F. The funds generated from active/ associate/ member chapters shall remain in an escrow account controlled by the Board of Trustees. Funds generated from Prime membership shall be in the operational savings account fund for AAPI office operational use only, approved by the EC. The Board of Trustees shall give 6% of the total patron funds each year including but not limited to ( patron life plus endowment funds) on July 1st in one installment to be used for the AAPI office account only. The Board of Trustees may disburse further funds only under exceptional circumstances, and with the agreement of the Governing Body and a majority vote of the Board of Trustees and Executive Committee.

### **Section 5.6 – Meeting Protocol**

The “action items’ on the agenda shall take priority at all the Executive Committee, Governing Body and General Body meetings. The action items will be followed by Executive Committee reports including the President’s report therein.

Upon the written request signed by at least three (3) members of any Corporate Body Component, the proceedings of any meeting may be recorded and made available to any member of such Corporate Body Component.

The meeting protocol including the agenda shall be as follows:

- i. Agenda for Executive Committee and Board of Trustees meetings shall have 7 days’ notice.
- ii. Agenda for Special Meetings/Emergency EC meetings shall have 24-hour notice. Requests for agenda/action items will be sent by AAPI elected secretary to all governing body /general body members 6 weeks prior to the respective governing body meeting or general body meeting.
- iii. Agenda including all completed reports for Governing Body meetings along with the prior meeting minutes will be sent 4 weeks prior to the meeting to all the governing body members. Members must send their requests to AAPI elected secretary 4 weeks prior to governing or general body meeting to be included as part of agenda or action item to be voted on.
- iv. Agenda including all completed reports for General Body meeting, along with the minutes of the prior meeting will be sent 4 weeks prior to the meeting to all the General body members.

## **ARTICLE VI - DUTIES OF OFFICERS**

No elected Executive Committee officer shall serve more than two consecutive terms in the same office. A term of Executive Committee office will be one year.

### **Section 6.1 – President**

- a. The President shall be the Chief Executive Officer of the AAPI and shall perform all duties incident to the office of the President and the Governing Body may assign such other duties, as it may deem proper, necessary or useful.
- b. The President shall preside at all meetings of the AAPI, the Executive Committee, and of the Governing Body and the General Body and all the educational events of AAPI.
- c. The President is the member of all the committees.
- d. The President shall make such appointments for their term as are required or authorized by the Articles of Incorporation, these Bylaws and by the Governing Body.
- e. The President in consent with the Executive Committee shall appoint the General Counsel of AAPI and decide the compensation for the Counsel therein. The President may appoint other professional advisors for the organization as he or she sees fit.
- f. The President may execute, with the Secretary or any other proper officer of the AAPI as authorized by the Governing Body, any deeds, mortgages, bonds, contracts or other instruments. Copies of all documents executed on behalf of AAPI shall be available in AAPI office within 2 weeks after execution.
- g. The President shall designate all official delegates and representatives to other organizations; and shall appoint members to such special and ad hoc committees as may be necessary to further AAPI's objectives. These committees shall submit their report to the President within 2 weeks upon their appointment and there after the President shall present the report to the Executive Committee within 7 days. If in the event the report is approved by the Executive Committee, it shall be presented to the next Governing Body.
- h. The President may discontinue any such special or ad hoc committees when its purpose has been served or its purpose is no longer desirable or attainable.
- i. The President and members of the Executive Committee will be jointly responsible to the Governing Body. In the event of any disagreements in the execution of the policies of the AAPI, the President shall make the final decision, which shall be binding on all parties concerned. The President, however, shall be required to validate their decision either before or as soon as possible after the event, but more than two weeks by majority vote of the Executive Committee. If the President fails to accomplish such validation, the majority decision of the Executive Committee shall prevail. Prior approval by the Executive Committee is mandatory for any decision involving financial transactions on behalf of the AAPI which may result in significant financial consequences for the AAPI in the amount exceeding \$ 15,000.
- j. Transfer of office duties and communications from the outgoing President to the



incoming President will occur within two weeks after the date of gravel transfer during the annual convention.

- k. Any and all profits derived from Annual Convention during the year of the Association shall be distributed as first \$75,000 towards 'AAPI Office Expense Account' and the remainder shall be given to a separate earmarked 'trust' account entitled as 'AAPI Office Expense Trust Account'.

### **Section 6.2 - President Elect**

- a. The President-Elect shall assist the President and fulfill the President's duties in his or her absence, for any reason. The President-Elect shall automatically succeed to the office of the President at the end of the President's term of office. He or she shall perform such other duties as may be assigned by the President.
- b. The President-Elect shall be the Chairman of the Articles of Incorporation and Bylaws Committee.
- c. If the President is unable to complete his or her term due to ill health, death or any other reason, the President Elect shall discharge the responsibilities of the President until completion of the President's term and thereafter, to serve his or her own elected term as President.
- d. Will be responsible for the annual convention

### **Section 6.3 – Immediate Past President**

Upon completion of his or her term as President, the immediate past president shall become the Chair of the Nomination Committee and shall serve in such position for one (1) year. The past president will also serve as BOT member but will not be permitted to contest for BOT Chair or Vice Chair position.

### **Section 6.4 - Vice President**

The Vice President shall assist the President, President Elect, Treasurer and Secretary as needed at the direction of the President.

- a. The Vice President shall automatically succeed to the office of President Elect upon the President Elect's ascension to the office of the President
- b. The Vice President shall serve as the Chair of the Membership Committee.
- c. The Vice President shall submit the list of voting members to the President and President Elect for certification on or before February 15<sup>th</sup>. The President along with the President Elect will directly submit the list of voting members to the Election Company /vendor.
- d. The Vice President shall maintain a completed updated list of all members of AAPI along with the President.

## **Section 6.5 – Secretary**

The Secretary shall:

- a. Prepare & maintain the minutes of all meetings;
- b. Issue an agenda of all regular and special meetings after consultation with the Executive Committee; Keep a copy of all official correspondence from and to the AAPI, including newsletters and program brochures for the activities from the AAPI and reports submitted by the Committee's Chairpersons;
- c. Keep an attendance record of all the meetings of the AAPI
- d. Be custodian of the Articles of Incorporation, Bylaws and amendments thereto;
- e. Notify committee members of their appointment and their assigned duties;
- f. See that all books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed,
- g. Perform such duties and exercise such other powers as may be assigned by the Executive Committee in the same capacity,
- h. Be responsible for transferring all the records of the AAPI, within 30 days after the Annual Meeting, to the incoming Secretary.
- i. From time to time, the Secretary shall call the Executive Committee Meeting at the majority consensus of the Executive Committee or request of the President.
- j. The Secretary will work closely with the YPS/MSRF Secretary.

## **Section 6.6 – Treasurer**

Unless otherwise directed by the Governing Body, the Treasurer will be the sole fiscal officer and the only authorized person empowered to have custody of the financial accounts of the AAPI, subject to audit powers of the Board of Trustees, the Executive Committee, the Governing Body and any outside auditors the AAPI may select.

The Treasurer shall:

- a. Be responsible for issuing notice and collection of all dues and deposit the same in such banks or trust companies as the Executive Committee may designate. He or she will be in charge of all the accounts of the AAPI, except management of “patron fund”, which will be carried out by the Board of Trustees. The Chair of the Board of Trustees will provide the Executive Committee with a monthly report.
- b. Have custody of all accounts, receipts and disbursements including but not limited to the MSRF, YPS & Convention Accounts. All Accounts shall be maintained at the AAPI headquarters which shall be open at all reasonable times to inspection by the Executive Committee;
- c. Submit a financial report regarding all operations of the AAPI, including Convention accounts and all the funds collected as patron membership dues to the Executive Committee at its annual meeting and at regularly held Executive Committee meetings and Governing body meetings.

- d. Be responsible for directly depositing patron membership dues to the BOT account.
- e. Perform such other duties and exercise such other powers and duties incident to the office of the Treasurer and as may be assigned by the President or the Executive Committee or otherwise as may be required by law;
- f. Transfer to the next Treasurer within 30 days of the assumption of office by the later, all accounts of the AAPI;
- g. File all income tax returns with the Internal Revenue Service for the year in which the office was held.
- h. Treasurer however will NOT make independent decisions regarding income sources and expenses. If the Treasurer finds inaccuracies, the Treasurer should report this to the President immediately and seek the President's direction. In the event of a disagreement between the above two Officers, the final decision will be with the President, who in turn will validate his decision with the Executive Committee within ten working days.
- i. Any financial transaction in excess of \$2,000 shall mandatorily require the signature of the President and the Treasurer and or in the alternative, the President-elect as a proxy for the treasurer's unavailability.
- j. The treasurer shall work closely or in conjunction with the YPS/MSRF Treasurer.

### **Section 6.7 - Regional Directors**

There shall be Fifteen (15) Regional Directors, one from each designated region of the United States elected by the voting members of each respective region. They are to work closely with the YPS/MSRF Regional Directors or regional coordinators.

The Regions are:

- |                          |                        |                         |
|--------------------------|------------------------|-------------------------|
| 1. Pacific 1;            | 2. Pacific 2;          | 3. Mountain;            |
| 4. Northwest Central;    | 5. Southwest Central;  | 6. Northeast Central-1; |
| 7. North east Central 2; | 8. South east Central; | 9. New England;         |
| 10. Mid-Atlantic-1;      | 11. Mid Atlantic2;     | 12. Mid Atlantic 3;     |
| 13. South Atlantic ;     | 14. South 1 ;          | 15. South 2             |
1. Pacific 1 (the Pacific region will consist of Alaska, Hawaii, Oregon, Washington and Northern California.)
  2. Pacific 2- Southern California.(Imperial, Kern, Los Angeles, Orange, Riverside,San Bernadino,San Diego,San Luis Obispo,Santa Barbara,Ventura Counties, Fresno)
  3. Mountain (the Mountain region will consist of Arizona, Colorado, Idaho, Montana, Nevada, New Mexico, Utah and Wyoming)
  4. Northwest Central (the Northwest Central Region will consist of Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota and South Dakota)
  5. Southwest Central (the Southwest Central Region will consist of Arkansas, Louisiana, Oklahoma and Texas)

6. Northeast Central -1 (the Northeast Central – 1 region will consist of Illinois, Indiana, and Wisconsin)
7. Northeast Central II (the Northeast Central –II region will consist of Michigan and Ohio)
8. Southeast Central (the Southeast Central region will consist of Alabama, Kentucky, Mississippi and Tennessee)
9. New England (the New England Region consist of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont)
10. Mid Atlantic 1- consists of New York.
11. Mid Atlantic –II (the Mid Atlantic –II region consist of New Jersey)
12. Mid Atlantic 3- Pennsylvania
13. South Atlantic (the South Atlantic region will consist of Delaware, District of Columbia, Maryland, Virginia and West Virginia);
14. South 1 (the South region 1 will consist of North Carolina, South Carolina, Georgia)
15. South 2- Will consist of Florida

Each shall, in addition to representing the respective region in the Governing Body:

- a. Coordinate the activities of the member associations, and individual members in his or her respective region;
- b. Act as a liaison between members in the region and the Executive Committee;
- c. Assist the Chair of the Membership Committee to increase and retain membership of the AAPI in his or her region; and
- d. Report to the Governing Body regarding the activities in his or her region, at its regular meetings.
- e. If a Regional Director is unable to complete his or her term due to ill health, death or any other valid reason, the President will appoint, with approval of the Executive Committee, an interim Regional Director to fulfill the duties of the unexpired term.
- f. Review appropriate documents submitted by a Chapter Association to enroll as a new chapter. The qualifications must be attested and submitted to the Membership Committee after verifying the documents and ensure that there is no second or subsequent organization representing the same or essentially the same region or other characteristics.
- g. The Regional Director needs to attend at least 50 percent of all the meetings including 50 percent of governing body meetings in order to fulfill the completion of their term and receive credit for their term to contest election.
- h. Regional Directors are to work in conjunction with YPS/MSRF Regional Directors or regional coordinators.

#### **ARTICLE VII - CODE OF CONDUCT AND CONFLICT OF INTEREST:**

All elected, nominated officials and employees or independent contractors must sign the code of conduct and conflict of interest policies of AAPI before starting their term. This is mandatory in order to assume office.

### **AAPI -STANDING POLICY AND CODE OF CONDUCT**

The Code of Conduct reflects what we value as professionals and establishes expectations for conduct based on principles of duty, accountability, fairness, and responsibility. AAPI'S Code of Conduct is intended to ensure the welfare of all its members regardless of gender orientation or denominations and to protect the reputation and integrity of its members. By accepting this standard as our own, AAPI pledge to observe its spirit in all of their activities whether conducted personally, through associates or others, or via technological means, and to conduct AAPI'S business in accordance with the tenets set forth below.

AAPI adopts the following as its Standing Policy and its Code of Conduct. Nothing in this Standing Policy and Code of Conduct shall supersede, amend or impliedly change the bylaws of AAPI which shall prevail at all times in the event of any conflict herein.

- 1. AAPI - Property and Intellectual Property:** Security of personal and membership Identifiable Information and data —whether stored in electronic, paper or micro-graphic form including websites, books, journals, trade magazines, and conferences and donor list including the tradename AAPI along with others as listed on AAPI Tangible asset book are properties and trademark and tradename and intellectual property of AAPI and cannot be disclosed or used without AAPI-Executive Board's consent.
- 2. AAPI Tradename and Mark:** The Tradename AAPI belongs to American Association of Physician of Indian Origin. A Tradename is a business name wherein the pseudonym used by the company such as AAPI to perform their business under a name that differs from the registered, legal name of the business. No member or Chapter of AAPI shall violate its Tradename or Trademark by any form of deception, misrepresentation or unfair competition therein. AAPI has the exclusive right to the name 'AAPI' but for effective registration the mark must have been used as a trade-mark prior to its registration, and AAPI has been the first to adopt the mark and the Name. AAPI may license and or consent Chapter Members to use its Trademark name 'AAPI' on limited basis as a 'Prefix' to their name provided chapter members shall not abuse the usage and or deposit any transactional checks or money made exclusively to 'AAPI'. Effective as of the adoption of this Code, any Chapter members and or Members using the Prefix 'AAPI' shall take written consent from AAPI Executive Committee. A member cannot be affiliated with another individual or entity who may try to adopt or infringe on this property right. In addition, any Officer who becomes aware of such activity is bound to disclose this immediately to the President and for discussion at the next Executive Committee meeting.
- 3. General Policy of Mass Communication within AAPI:**  
All Mass Communications by any AAPI Member for any purpose shall be sent from the AAPI Office only without bias, after a review by the President or his/her Designee. An

AAPI Member, including a Candidate for AAPI Election, will abide by this policy. Unless specified elsewhere in the bylaws, a member will not send any direct or indirect communication including but not limited to mail, email, social media, text and printed matter, nor will he/she engage another person or any outside agency or anonymous vendor, to circumvent this Code of Conduct. The responsibility of such action will be primarily on the Member/Candidate. The penalties will include, but not limited to, a Reprimand kept on file, possible Revocation of Privileges or a Recommendation for Suspension of Membership, or automatic termination of any pending candidacy, by a process determined by the AAPI President or Governing body.

#### **4. ELECTION CODE OF CONDUCT DURING THE ELECTION PERIOD:**

Election period is defined as the inception of nomination to until the last day of casting of the ballot. The following code of conduct shall be followed by candidates for election.

- a. A biography submitted by the candidate will be sent by AAPI office to all the AAPI members four weeks prior to the Election. This will be a one-page presentation that will fit a passport sized photograph and 250 words. The Content will be the responsibility of the Candidate and needs to be accurate, and will follow norms of courtesy, with no negative comments or statements, direct or indirect. This biography of the candidate should be received in the AAPI Office two weeks before the posting date above. (Six weeks before Election).
- b. In addition to the above, a Candidate, or any other person acting as an advocate for such Candidate, will restrain themselves, collectively and not individually, to only one fax, and one postal mail for communicating with an AAPI member. Any further communication to a member will only be with that specific Member's permission, written or sent by email. Candidate or advocate of candidates shall not indulge in election interference by intimidating or attempting to intimidate, threaten, or coerce any person to withdraw or contest in the election. This unprofessional behavior will be investigated immediately after complaint is received and the candidates in question will be removed from the election cycle till investigation is completed along with recommendation made by special committee appointed by President and EC . The members in question may be fined/ or even loose membership based on simple majority decision by governing body
- c. Each Candidate will have to deposit \$4,000.00 with his/her application, in addition to the Application Fee, for compliance with the Code of Conduct. After the first infraction they will be charged 1000 dollars, after the second infraction 2000 dollars and after the third infraction they will be charged the full amount of 4000 dollars and will not be allowed to contest for the election.
- d. A Candidate who violates the Election Code of Conduct and Procedure shall be sanctioned and reprimanded by the Committee and will forfeit his deposit as above. The Committee's decision shall be final.
- e. Within 48 hours of receiving the Complaint, the Committee shall provide all procedural and due process rights to the candidate regarding the complaint. A candidate shall respond in writing no later than 48 hours upon receipt of the complaint. Thereafter the committee shall conclude its findings in writing with

- regards to any violations and sanctions therein. A copy of the recommendations by the committee shall be given to the President and the Candidate Violating the Code of Conduct. Sanctions will be as per bylaw specifications. Any legal costs incurred by AAPI due to legal threats by the candidate will be the responsibility of the candidate.
- f. Members of the executive committee, including that of election and nomination committee shall not be allowed to campaign on behalf of any candidate, other than themselves if contesting, during the election period. Any violation of this code shall result in immediate action against the member by the executive committee.
  - g. Notwithstanding any of the provisions of the Code of Conduct regarding elections, the Bylaws containing Election Procedure shall always be controlling and superseding any conflicts herein.
5. **AAPI- YPS & MSRF:** The American Association of Physicians of Indian Origin, AAPI also focuses and enhances Young Physicians Section (AAPI-YPS) and Medical Students Residency and Fellowship (AAPI-MSRF). The AAPI-YPS and AAPI-MSRF' major goal is to strengthen the value of AAPI young physician membership by enhancing young physicians of Indo –American origin in practice of medicine, including the transition into practice and addressing their concerns. AAPI also encourages and facilitates the participation of young physicians in policy development and other activities of the AAPI and promoting young physician leadership throughout organized medicine .AAPI YPS/MSRF election will also be held during the AAPI election cycle following the AAPI protocol which includes call for nomination by December 31<sup>st</sup> and follow similar pattern of democratic way of electing the officers and regional directors of AAPI YPS/MSRF as is done for National AAPI officers and Regional Directors. AAPI shall assist and advocate all the programs of YPS and MSRF and aid in sponsoring its conferences and meetings whenever possible. YPS and MSRF need to provide all accounting information to AAPI Executive committee about the funds that were provided to them . These funds need to be used in an appropriate manner for educational purposes and cannot be used for alcohol purchase. While promoting its goal, AAPI shall at all times take into consideration the budget for YPS and MSRF on fiscal yearly basis inclusive of its Annual Convention etc. YPS/MSRF treasurers need to provide all accounts to AAPI treasurer within sixty days after the Winter Medical Conference and Convention. AAPI YPS and MSRF section are governed by the AAPI bylaws. This bylaw supersedes any working documents/constitution documents.
6. **Fiduciary Duty:** In consideration of holding a position within AAPI as an Officer or Member of the Board of Trustees or other position as a Member of the Governing Body or a Committee Members including AAPI Convention Chairs and Committee Members, hereinafter 'AAPI- FIDUCIARY' recognizing and agree to the fiduciary duty to AAPI. AAPI Fiduciary agrees as follows AND is automatically bound by the terms and conditions of the Non-Disclosure of Confidentiality Agreement. A Fiduciary Agent is any member or an agent required to act for the benefit of AAPI (the principal) with the duties of good faith, trust, confidence, reasonable care and diligence, loyalty, disclosure, accounting, and candor. This duty obligates the AAPI-Fiduciary to act in the best interest of its principal AAPI and his or herself.

- a. **Non-disclosure of Confidential Information:** AAPI Fiduciary understands and acknowledges that AAPI Fiduciary, during his/her tenure as an AAPI Fiduciary, will necessarily become informed of, and have access to, confidential information of AAPI including, without limitation, its membership information, financial sponsors, computer programs and software, trade secrets, technical information, sales and pricing information, know-how, plans and suppliers and vendors (collectively Confidential Information), such Confidential Information is the exclusive property of AAPI to be held by AAPI Fiduciary in trust and solely for AAPI's benefit. Accordingly, AAPI Fiduciary agrees that he or she shall not, at any time, either during or subsequent to his or her tenure as an AAPI Fiduciary, use, copy, reveal, report, publish, transfer, or otherwise disclose to any person, corporation, or other entity any of AAPI's Confidential Information without the written consent of the President of AAPI, except for use on behalf of AAPI in connection with AAPI's business. Notwithstanding the foregoing, the provisions of this section shall not apply to any information that (i) becomes generally available to the public other than as a result of disclosure by AAPI Fiduciary, (ii) was available on a non-confidential basis before its disclosure to AAPI Fiduciary by AAPI or its representatives, or (iii) becomes available to AAPI Fiduciary on a non-confidential basis from a source other than AAPI or its representatives provided that such source is not bound by a confidentiality agreement with AAPI or its representatives.
- b. **Non-solicitation:** During the period while serving as an AAPI Fiduciary and for a period of two years after termination of AAPI Fiduciary's term of office (for any reason whatsoever), AAPI Fiduciary will not, directly or indirectly, either for AAPI Fiduciary's benefit or for the benefit of any other enterprise, solicit, divert or take away or attempt to solicit, divert or take away, directly or indirectly, any of AAPI's financial sponsors or any prospective financial or media sponsors being solicited by AAPI at the time of AAPI Fiduciary's termination, or anyone who was within the then most recent 12-month period a financial sponsor of AAPI. Any subsequent contact in the subsequent two years as outlined above with previous financial and media sponsors, will be for the benefit of AAPI organization only.
- c. **Action on Termination:** On the termination of his or her tenure as an AAPI Fiduciary, for any reason whatsoever, AAPI Fiduciary agrees that he or she shall promptly deliver to AAPI all materials of a secret or confidential nature relating to AAPI's business whether in paper form or electronic format, which are in AAPI Fiduciary's possession or control.
- d. **Breach of Agreement:** AAPI-Fiduciary violating Section 3, shall be subject to Immediate Suspension of the position held and the provisions of the bylaws Section 5.2 shall apply as to due process and hearing regarding the suspension. AAPI should reserve the right to initiate legal action, and the FIDUCIARY should pay for all these costs incurred by AAPI, in this matter, as well as for any costs incurred from outside action that may arise against AAPI as a result of this breach. Any legal charges incurred by AAPI due to legal threats by any member will be the responsibility of the member who initiated the legal notices or threats.

7. **Conflict of Interest:** AAPI shall adopt this as its Conflict-of-Interest Policy and it shall be



applicable to all Officers, Directors, Members of the Executive Committee, Governing Body and all appointed members of the committee including all Chairpersons or Conveners of Convention Committee appointed by the President and its committee therein, and employees and Independent Contractors and consultants who may work on commission basis, are collectively referred herein as 'AAPI- Body Member'.

- a. AAPI Conflict policy examines AAPI'S burden of proving a breach of fiduciary duty. It covers self-dealing, conflicts of interest including but not limited to incorporating or serving as officers, Board of Trustees, or committee members in parallel organizations with similar characteristics as the AAPI and also the duty of fair dealing, and "interested" directors. The policy addresses the duty to disclose material facts in conflict-of-interest situations, and it explains when adequate disclosure will protect directors engaged in otherwise prohibited transactions. In addition, the chapter discusses when the use of corporate funds to purchase stock or solicit proxies to obtain or maintain control is permitted.
- b. After a written disclosure of a financial interest or potential corporate opportunity and all material facts related thereto, and after any discussion with any person or persons, including with the interested person, in which he, she or it may choose to engage, the President by and thorough its Executive Committee, Independent Committee, responsible officer or Board, as the case may be, shall decide if a conflict of interest exists with respect thereto. Any such decision being made by other than the responsible officer shall be made by a majority vote of the disinterested members of the Executive Committee. In the case of a potential corporate opportunity, the responsible President in conjunction with AAPI- EC (in consultation with the General Counsel) shall, if appropriate, appoint a disinterested person or committee to investigate whether the transaction or arrangement should remain available for the Corporation to pursue on its own behalf and any such person or committee shall report the results of its investigation to the EC.
- c. A "conflict of interest" occurs when an AAPI-Body member is in direct or indirect personal interest interferes in any way, or appears to interfere, with the interests of the AAPI or Company as a whole. This includes incorporating and or serving as a officer, Board member or committee member in an organization with similar characteristics as the AAPI. A conflict situation can arise when a director takes actions or has interests that may make it difficult to perform his or her work for the AAPI objectively and effectively. Moreover, even the appearance of impropriety can call one's integrity into question. Therefore, as a APPI-Body Member of the Company, you must address the appearance of a conflict of interest as well as actual conflicts of interest. Conflicts of interest may also arise when a director, or a member of his or her immediate family, friend or associate or any connection therein receives personal benefits as a result of his or her position as a director of the Company. Managing conflicts of interest effectively is essential to good corporate governance. Personal conflicts of interest with the Company are prohibited as a matter of Company policy unless otherwise disclosed to the EC or The Governing Body [GB] and waived or approved by them accordingly. An AAPI member will be prohibited from contesting as a candidate during AAPI election and

- will not be allowed to serve in the AAPI as an officer, BOT member or committee member if found to have any conflict of interest such as having incorporated and or served or are currently serving as officers, Board members or committee members in parallel organizations with any similar characteristics as the AAPI. This will not include dues paying regional, state or alumni chapters of the AAPI. If found to be violating the AAPI conflict of interest policy /code of conduct an elected or nominated candidate will not be allowed to assume office and or will have to step down from their position immediately. If the said member/officer/BOT member, EC member/ Chair does violate the conflict of interest or code of conduct they will not be able to function in their position, by  $\frac{3}{4}$  majority Executive Committee decision.
- d. Directors and officers and appointed members to any position are fiduciaries in a position of trust and confidence. They have an absolute duty of loyalty and must refrain from doing any act that breaches their obligation of trust to AAPI. They must also affirmatively defend and protect corporate interests. This Conflict Policy discusses such duty of loyalty and violation of the duty. AAPI Conflict policy examines AAPI'S burden of proving a breach of fiduciary duty. It covers self-dealing, conflicts of interest, the duty of fair dealing, and "interested" directors. It imposes upon its Officers and Directors and the AAPI-Body Member the duty to disclose material facts in conflict-of-interest situations, and it explains when adequate disclosure will protect directors engaged in otherwise prohibited.
  - e. The duty of loyalty applies to AAPI-Body Member as defined above with certain vendor agreements at all its event including Conventions and other authorized events. The conflict policy further imposes on AAPI-Body Member liability for failure to act under the "corporate opportunity" doctrine, valuation of the opportunity, and the corporation's inability, refusal, or failure to accept the opportunity. A corporate opportunity is a business opportunity that AAPI- Body Member or, to his or her knowledge, a related party of such person, intends to pursue, whether through investment or participation in the business, and that the Corporation might reasonably be interested in pursuing, which (1) has a direct or close relationship to a business or line of business in which the Corporation is currently engaged, or (2) with respect to which (a) the Corporation has publicly announced it intends to engage or (b) the senior officer is aware the Corporation has determined it intends to engage or is in the process of considering whether it will engage.
  - f. AAPI shall at all times void any agreements that would otherwise was product of or due to a conflict of interest, and the effect of fraudulent conduct and AAPI-Body Member shall return all profits gained from the transaction.
  - g. AAPI members need to operate in a professional manner including but not limited to the election period. AAPI members including governing body members should not interfere in the election cycle. At any time if any member is found to strike deals to interfere in the election process or any AAPI related activity ,that member will be in violation of the code of conduct and may even be suspended or removed from membership immediately till the next governing body meeting where it will be affirmed by simple majority votes.

**8. Contract with All Consultants and Vendors:** AAPI shall have a firm policy of having all

consultants, independent contractors and all vendors including Convention Events, sign written agreement which will be disclosed to the President and copy provided to the AAPI-Office for record keeping. . A consulting agreement specifies the terms of an engagement between a AAPI and a consultant or the Vendor. Such an agreement should specify the services provided, the term of the agreement, and any payment due. If the consultant develops any inventions, improvements or concepts during the engagement, the contract should state which parties owns the work product. Consulting agreements may explicitly state that consultant is an independent contractor, and not an employee of the company. All consultants will be required to disclose any conflict of interest to or with AAPI. All event contracts signed by committee chairs or conveners shall within 48 hours be provided to the President and the AAPI head office for record keeping, continuity and legal purposes. Prior to executing any agreements, AAPI'S General Counsel shall at all times review and analyze any and or all agreements including Convention Vendor events for exposure and liability to AAPI. All vendors shall give effect and consideration to AAPI – Standard Vendor Contract tailored for each category of events. Also, all Consultants should submit detailed reports of their activity on behalf of AAPI. After completion or termination, it is their duty to notify ALL the relevant contacts of their dissociation from AAPI and a copy of such notice shall be duly kept in AAPI Head- Office.

9. **Sexual Harassment at Workplace and Meetings and General Public:** AAPI defies sexual harassment and encourages all its members to create a non-hostile work environment. Sexual harassment may be defined as sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when (1) such conduct interferes with an individual's work or academic performance or creates an intimidating, hostile, or offensive work or academic environment or (2) accepting or rejecting such conduct affects or may be perceived to affect employment decisions or academic evaluations concerning the individual. AAPI considers Sexual harassment as unethical and totally unwarranted. AAPI defies innuendoes, sexually suggestive statements or comments, epithets, derogation, slurs, sexually inappropriate jokes, propositions, sexually graphic commentaries, threats, and/or sexually suggestive sounds; sexually explicit posters, cartoons, or drawings, sexually suggestive objects or pictures, leering, and/or sexually obscene gestures; unwanted physical contact of a sexual nature, including improper intimate touching, and/or sexual assault; retaliating or threatening retaliation as a result of an individual's objection to sexually abusive or harassing conduct. AAPI shall have a 'zero' tolerance policy in this matter.
10. **AAPI'S Declaration of Professional Responsibility:** AAPI strongly advocates the declaration of professional responsibilities that its members can publicly uphold and celebrate the ideals that, throughout history, have inspired individuals to enter medicine and the conduct that, by giving life to those ideals, has earned society's trust in the healing profession. AAPI'S Declaration imposes transcend physician roles and specialties, professional associations, geographic boundaries, and political divides. AAPI adheres and asks physicians to use their skills beyond the bounds of the traditional patient-physician relationship in responding to exceptional global conditions and need for care, particularly

in India and other needy nations. It is bounded in the principal that 'humanity is our patient' and it is placed in action when all AAPI'S members jointly speak together as a 'united team' with a 'united goal' on issues.

11. **Advocating and Promoting Relationship with India:** AAPI shall advocate and promote in creating and maintaining relations between physicians in India and in the Diaspora by recruiting Indian physicians abroad, through the external membership project, and by organizing joint international conferences. Additionally, AAPI shall expand itself in research and advanced training assistance to young Indian physician for training abroad.
12. **AAPI and Unprofessional Behavior:** AAPI ensures all its members to conduct themselves in a professional, cooperative and respectful manner at all the times and shall not engage in unprofessional behavior. Apart from the unprofessional behavior related to daily practice of medicine, unprofessional behavior includes but not limited to, shouting or using vulgar language or profanity amongst members during meetings at any levels and at the General Body or Governing meetings and abusive behavior towards its members. Failing to address unprofessional behavior simply promotes more of it. Besides being the right thing to do, addressing unprofessional behavior can yield improved member relationship and retention, enhanced reputation, professionals who model AAPI'S future. It improves relationship amongst its members.
13. **AAPI Grassroots and Advocacy Group:** AAPI shall form under the guidance of its President 'AAPI- ADVOCACY GROUP' to network with members, legislators and general public to ensure that implementation bolsters the sustainability of physician practices and empowers physicians to provide the best possible care for patients On April 16, 2015, President Obama signed H.R. 2, the "Medicare Access and CHIP Reauthorization Act of 2015." This legislation takes an important first step to bring stability to the Medicare program by eliminating the SGR formula. AAPI will remain vigilant in working to ensure that implementation bolsters the sustainability of physician practices and empowers physicians to provide the best possible care for patients. Additional challenges physicians continue to face in the Medicare program include impractical requirements of the electronic health record meaningful use program, eliminating the Independent Payment Advisory Board and the costly transition to the ICD-10 code set. As part of its Professional Satisfaction and Practice Sustainability initiative, the AAPI will continue its work to clear these roadblocks to improving the nation's health. AAPI shall post on its website AAPI Physicians' Grassroots Network to stay up-to-date on legislative and regulatory issues impacting medicine and invite members of the Indo American Community for its comments and suggestions regarding special health issues pertaining to the community.
14. **Enforcement of The Policy and Code:** The Standing Policy and Code of Conduct shall be enforced at all times by The Grievance and Ethics Committee. Any member who feels that the Policy and or the Code has been violated shall file a written complaint with the Chairperson of the Grievance and Ethics Committee who will in conjunction with his members deliberate and investigate the substance of the allegations and make written

recommendation to the President and The Executive Committee for further action under the bylaws and copy of the findings shall be given to the alleged violator within 10 days. The decision of the Executive Committee shall be final. The Grievance and Ethics Committee shall give full procedural and due process rights to the member violating the Policy and Code and shall at all times seek assistance of the General Counsel, if necessary.

**15. AAPI – Liability Policy and Reporting:** AAPI has coverage for its officers, directors and members involved at administrative or Governing Body levels. AAPI as insured has its interests are protected by an insurance policy; a person who contracts for an insurance policy that indemnifies him against loss of property or life or health or liability or claims covered under the policy purchased by AAPI. An insurance is an individual who acts as a representative for the company and sells insurance, usually on a commission basis. This individual could be an 'exclusive' or 'non-exclusive' agent. No member of AAPI or any officer, Administrator, Director or committee members shall make any individual claims or report any claims, hereinafter 'Claims' either individually or on behalf of AAPI WITHOUT consent from AAPI President in Consultation with the Executive Committee. Members making or reporting any claims to AAPI – Insurance Company risk the coverage for AAPI and subject AAPI to increased coverage premiums. As such any member making such claim commits serious breach of duty to AAPI and shall be subject to immediate interim suspension by AAPI President and then subject to further actions after consultation with the EC.

## **ARTICLE VIII: COMMITTEES**

### **Section 8.1 - Committee Nomenclature**

#### **Standing Committees**

The term of each Standing Committee shall be one year. The following shall be the standing committees.

1. Academic Affairs & Scientific Research Committee;
2. Alumni Committee;

3. Awards Committee
4. Charitable Foundation Committee
  
5. Constitution and Bylaws Committee.
  
6. Continuing Medical Education Committee;
7. Convention Advisory and Site Selection Committee
8. Convention Finance Committee.
9. Ethics and Grievances Committee;
- 10 JAPI Committee
11. Legislative Affairs Committee;
12. Liaison Committee/Graduate Medical Education (GME);
13. Membership Committee;
14. Nomination Committee;
15. Political Action Committee - when formed.
16. President Advisory Committee
17. Publications Committee;
18. Information Technology Committee;
- 19 Women Physician's Committee;
20. Long Term Fundraising and Finance Committee;

**Section 8.2 - Committee Chair**

The term of office for each Committee Chair will be one year. The Chair of each committee shall be appointed by the President Elect and approved by the Governing Body at the convention governing body meeting just preceding the year for which the appointments are made. The Chair of a standing committee shall exercise his / her discretion in appointing a Co-Chair from one of the three selected by the President.

**Section 8.3 - Committee Membership**

Members of each standing committee, except the Nomination Committee, shall be recommended by the Chair of each Committee and will be appointed by the President. Members and chairs of all standing committees shall be Voting Members of the General Body as defined under Section 5.2 D. Persons or entities not eligible for AAPI membership may be appointed as non-voting advisors to committees because of their expertise or any special value they bring to the committee.

Each standing committee consists of a "Senior Advisor", who has been a chair of that committee in the past. They will be mentoring the committee members. One YPS, one MSRF member shall be appointed in each standing comm.

#### **Section 8.4 - Quorum**

A majority of the members of any committee shall constitute a quorum for any meeting of each respective committee.

#### **Section 8.5 - Minutes of Committee Proceedings**

Each committee shall submit the minutes of its meeting to the Elected Secretary within ten (10) days after the meeting.

#### **Section 8.6 – Academic Affairs & Scientific Research Committee**

The Committee shall:

- A. Have a constituency of academic physicians, Young Physicians (YPS) and Medical Student/Residents and Fellow section (MSRF) in the United States.
- B. Promote interest in the affairs of the AAPI by its constituents and provide a forum for development and opportunities for training, and increase networking among academic physicians of Indian heritage.
- C. Consist of at least six (6) members including at least one (1) Young Physician member and one (1) Medical student / Residents and Fellow section (MSRF).
- D. Be chaired by a physician who has a background in academic medicine.
- E. Reports need to be submitted quarterly to the elected secretary.

#### **Section 8.7 – Alumni Committee**

- A. The Alumni Committee shall consist of at least seven members. The President shall appoint the Chair of the Alumni Committee.
- B. The Committee is responsible to assist the Secretary to maintain and update the membership of different Alumni group of AAPI and to recruit new members to Alumni groups and the AAPI.
- C. Help the Convention Committee in organizing different Alumni programs and meetings during the Annual Convention of AAPI.
- D. Reports need to be submitted quarterly to the elected secretary.

#### **Section 8.8 – Constitution and Bylaws Committee**

- A. The Articles of Incorporation and Bylaws Committee shall consist of at least nine (9) members. The President Elect shall be the Chair of the Articles of Incorporation and Bylaws Committee.
- B. The changes to the all the bylaws shall be done at an interval of every three years or longer, unless circumstances result from a direct financial loss of more than \$50,000 in that year with approval of governing body and general body.
- C. The Bylaws committee consists of:

1. Chair: President Elect
2. Co-chairs: President and Vice President,
3. Immediate Past YPS and Past MSRF Presidents

One member from BOT, selected by the Chair of the Bylaws Committee.

### **Section 8.9 - Awards Committee**

The Awards Committee shall:

- A. Consist of Chair and at least four (4) members;
- B. Gather information regarding outstanding work of members of the AAPI in the field of professional, charitable or leadership ventures;
- C. Recommend to the Executive Committee the names of members, by a consensus of the Committee, for receiving awards and recognition during the Annual Convention.
- D. Premium Benefactor Endowment Award

1. MOST VALUED PATRON PLUS DONOR NAMED AWARDS

\$250,000 DONOR: LIFETIME ACHIEVEMENT AWARD

\$200,000 DONOR: DISTINGUISHED PHYSICIAN AWARD

\$200,000 DONOR: DISTINGUISHED SERVICE AWARD

\$150,000 DONOR: DISTINGUISHED YOUNG PHYSICIAN AWARD

\$150,000 DONOR: DISTINGUISHED MSRF AWARD (MSRF: Medical Students, Residents, Fellows)

“DONOR NAMED AWARD”: The donor gives the award personally to the recipient during the Annual Convention every year along with other special privileges provided to the Donor as mentioned in the Diamond Benefactor level (MVP)

#### **DIAMOND Donor Benefactor/Most Valued Patron (MVP): \$100,000 Donation**

- Name on the Wall of Fame in AAPI Headquarters, Chicago
- Special Jacket engraved as “AAPI Diamond Benefactor (Most Valued Patron – MVP)”
- Name Recognition on AAPI Website, Journals/Souvenir for Life
- Complimentary Full-page Advertisement in the Convention Souvenir for Life
- Exclusive Designated Prime Seating for 2 (Spouse or designated other) at every AAPI Annual Convention and all AAPI events.
- Name Recognition Announcement at every Annual AAPI Convention as Diamond Donor Benefactor

#### **PLATINUM Donor Benefactor (VVVIP): \$50,000 Donation**

- Name on the Wall of Fame at AAPI Headquarters, Chicago
- Special Rosette Badge with designation as “Platinum Donor Benefactor”



- Name Recognition on AAPI website, Journals/ Souvenir for Life
- Complimentary Half Page Advertisement in the Souvenir for Life
- Exclusive designated seating for 2 (couple or designated other) at every Annual Convention
- Name announced at every Annual AAPI convention as Platinum Donor Benefactor

**GOLD Donor Benefactor (VVIP): \$25,000 Donation**

- Name on the Wall of Fame at AAPI Headquarters, Chicago
- Special Rosette Badge with designation as “Gold Donor Benefactor”
- Name Recognition on AAPI website/Journals/ Souvenir for Life
- Complimentary Quarter Page Advertisement in the Convention Souvenir for Life
- Exclusive designated seating for 2 (Spouse or designated other) at every Annual Convention.
- Payment may be extended over three years with first year payment above \$10,000
- Name mentioned during Convention

**SILVER Donor Benefactor (VIP): \$10,000 Donation**

- Name on the Wall of Fame at AAPI Headquarters, Chicago
- Special Rosette Badge with designation as “Silver Donor Benefactor”
- Honorable mention in the convention souvenir, website and AAPI Journal for Life
- Payable over 2 years with first year payment of over \$5,000
  - Name announced at every Annual AAPI convention as Silver Donor Benefactor

Donor Benefactors can be Individual members/ Organizations

Donor Benefactor Level can be upgraded to higher levels anytime by paying the difference for the next level.

**Section 8.10 – Charitable Foundation**

- Notwithstanding any of the provisions herein, the Charitable Foundation, hereinafter ‘Foundation’ commonly referred to as in Section 8.10 herein, is a Wholly Owned and Controlled [100%] Subsidiary of AAPI and shall be governed by the same Rules and Regulations as applicable to AAPI Standing Committees as defined in Section herein. Due to the Foundation’s unique nature of Fundraising and Supporting Charitable activities of the Association, it shall have its own Tax Identification Number including but not limited to its own Articles of Incorporation. Furthermore, since the Foundation is a wholly owned subsidiary of the Association and function in accordance with AAPI Bylaws and its Code of Conduct at all times. The Foundation will be called as the Board and the members will be called as the directors. The foundation will abide by the AAPI bylaws.

- B. In consideration of AAPI providing Administrative and Ministerial duties including other support network to the Charitable Foundation, it shall give 2% of the total fund on or before July 1st of each year to the Association's AAPI Office expense Account.

#### **ARTICLE: I. OBJECTIVES**

AAPI-Charitable Foundation shall be a non-profit foundation operated exclusively for the promotion of goals and priorities as established by Governing Body of AAPI and decided upon by the of Directors within the meaning of section 501 C (3) of the Internal Revenue Code of 1954, as amended.

- a. To raise, solicit, collect and disburse funds, for educational, cultural and humanitarian purposes, either directly or in cooperation with other registered non-profit organizations in the United States or abroad.
- b. To foster friendship and understanding between physicians in the United States and in India.
- c. To assist in promoting education and research in the field of medicine and medical care delivery in the United States and in India.
- d. To establish scholarship funds for education and research at universities or other institutions through the trust established for that purpose.
- e. To help patients or institutions with medicine and medical equipment.  
Contributions to agencies such as medical schools, hospitals, Red Cross, Lions, Rotary Clubs, or any other trusted and reputable agencies for the relief of calamities such as an epidemic of diseases or disaster created by nature or men.
- f. Making grants to the various non-profit organizations both public and private, in India and the United States, to carry out the objectives of those organizations, which are similar to the foundation's objectives.
- g. Charitable foundation may not directly or indirectly compete with the AAPI.

#### **ARTICLE II: GOVERNANCE:**

##### **Section 2.1: COMPOSITION OF THE BOARD**

The Board of the Foundation shall consist of 21 Directors and four [4] officers, namely: The Chair, Vice Chair, Secretary and The Treasurer. The President of the AAPI will appoint 11 members from its life patron membership of AAPI. Furthermore, The Chair of the CF will appoint the remaining 10 from patron trustees. Apart from the President of AAPI, the Chair of Board of Trustee, YPS and MSRF Presidents as defined in the bylaws, including the US liaison officers of clinics in India shall serve as ex-officio members without voting rights.

##### **Section 2.2.A: Qualifications for Director from General membership of the AAPI:**

1. The Candidate must be a dues paid member of AAPI for the last 5 years.
2. The candidate should become a patron trustee of the Charitable Foundation by contributing \$10,000/ in due course of time.
3. Should have demonstrated and shall have past experience in his/her ability for raise funds.

**Section 2.2.B:** Qualifications for Director from patron trustees & US liaison officers (DIRECTORS) of clinics in India

1. The Candidate must be a due paying member of AAPI for 5 years.
2. The Candidate must show interest in raising funds for the Foundation.
3. Has made a contribution of at least \$10,000.00, to the Foundation.

### **Section 3: VACANCIES**

A vacancy due to removal, resignation or death of a director(s) on the Boards, shall be filled by appointing of a new director by Chair of the Foundation and the President of AAPI. A newly appointed director shall serve the unfinished term of the outgoing director.

### **Section 3. ANNUAL MEETING**

1. Annual meeting of the Foundation shall be held at the Annual convention of AAPI with the following.
  - a. Treasurer shall present the financial report.
  - b. Chair shall present the annual report
  - c. Action on any new clinics or any new projects

### **Section 4. FEES AND COMPENSATION**

All members of the Board of the Foundation shall serve the foundation without any compensation except any approved expenses under taken by a Board member on behalf of the Foundation shall be reimbursed up on submission of the official receipts with approval of the Executive Committee and the Governing body.

## **ARTICLE III**

### **Section 1. OFFICERS**

- a. All officers of the Foundation shall serve a one-year term.
- b. The incoming President of the AAPI shall be responsible for conducting the election for the incoming Treasurer, Secretary and Vice Chair of the Foundation more than 4 weeks before the Annual Convention. The patron trustees of the foundation will elect the eligible candidates for the positions by a simple majority.
- c. Succession from Vice-Chair to Chair shall be automatic.
- d. If an officer declines to advance to a higher position, next officer in line will be promoted: Vacancy thus created will be filled in By Chair in consultation with the President of the AAPI.
- e. If vacancy arises due to resignation or removal or for any other cause, the next officer in line will be promoted for the period of unfinished term. If such period is less than a year, the officer assuming the position will finish the term and then will serve their own term.
- f. If the treasurer's position or secretary or vice chairs position becomes vacant, the Chair of the Foundation appoints eligible candidate for the remainder of the term in

consultation with the President of the AAPI. The Vice Chair in that case will not automatically succeed to the Chair position if they are just completing the term. At that time the Chair-Elect will also have to be elected by patron trustees.

- g. Chair from time to time may invite persons with certain expertise, experience, knowledge, able to raise funds or willing to undertake special tasks in capacity of advisors. They will be non-voting members and will not be eligible to run for the office of the Foundation.

#### **Section: 2 CHAIRPERSONS OF THE BOARD.**

1. Chair of the Board shall preside at all meetings of the Board of Directors and shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed in the Bylaws.
2. Chair shall be the Chief Executive Officer of the foundation and shall have general supervision, direction and control of the business and officers of the foundation. They shall see that all orders and resolutions of the Board are carried into effect.
3. They shall have authority to delegate any specific powers to any other members of the Board in consultation with the President of AAPI.

#### **Section: 3 Vice- Chair:**

1. In the absence or disability of the Chair the Vice Chair shall perform all duties of the Chairperson.
2. After the one-year term the Vice Chair will automatically ascend to the Chair Position except if they were nominated by the Chair to complete the remainder of the term of a Vice- Chair.

#### **Section 4: SECRETARY**

1. They shall be responsible for keeping records.
2. To keep the minutes of the meetings. The minutes shall be sent to all members of the Board and to the President of AAPI within 4 weeks after a meeting.
3. He/ She shall maintain contact information of all Board members.
4. He/ She shall be responsible to notify all members regarding time, place and agenda items of the meetings of the Board.
5. Secretary along with Chair will sign contractual agreements.
6. In order to maintain non-profit 501C(3) status, the Secretary shall maintain, comply and submit reports regularly.

#### **Section: 5 TREASURERS**

1. The Treasurer shall have the care and custody of all the funds and securities of the Foundation, and shall deposit said funds in such bank or trust company as the Directors may elect.
2. The Treasurer shall prepare a budget within 4 weeks after assuming the office.

3. He / She shall sign all checks, drafts, notes and orders for the Board of Trustees and All checks over \$10,000.00 shall be countersigned by another officer Chair or his/her designated officer.
4. Submit financial statement during the GB meetings.
5. The Treasurer shall submit a monthly financial statement to the AAPI Head Office and a copy to the Treasurer of the AAPI.
6. The treasurer shall arrange for an external audit as required by the state and federal laws and also upon request from the Governing Body.
7. At the end of each year, the Treasurer shall present an audited copy of accounts of the foundation to the Board.
8. Qualification of Treasurer: 5 years as Patron Trustee of the Foundation or 4 years of patron member of AAPI and one year as treasurer or secretary in national AAPI or BOT member who has completed the mandatory term of 3 years, at the time of the beginning of the term.
9. Qualification of Secretary-6 year as patron trustee of Foundation or 5 years of patron member of AAPI and one year as treasurer or secretary of National AAPI or BOT member of AAPI who has fulfilled and completed their term as BOT of AAPI.
10. Qualification of Vice Chair- Vice Chair needs to have been AAPI-CF treasurer or secretary for at least 1 year along with being a patron member of AAPI for at least 10 years or 7 years patron trustee of Charitable Foundation of AAPI along with completing the one-year term as treasurer or secretary of Charitable Foundation. They also need to have served as AAPI treasurer or secretary for at least one year or AAPI BOT member who has successfully completed their 3-year term as AAPI BOT.

#### **ARTICLE IV: OPERATION OF THE FOUNDATION:**

##### **A: Charitable Projects:**

1. Proposals and projects requesting assistance or grants from the Foundation should be submitted in writing and must meet the following criteria.
  - A. All projects must clearly define the cost, objectives and goals.
  - B. There shall be no conflict of interest or personal benefit to any officer of the Foundation, AAPI leadership or the person writing the proposal.
  - C. Project should meet the criteria of the IRS. Any project undertaken or funds disbursed should be through an organization, which meets with the IRS standards and Foreign Contribution Regulation Act (FCRA) 2010 of Indian Government as determined by the Board of Trustees.
  - D. In addition to the fund provided by the Foundation, the person or the agency who initiated the establishment of the clinic must support the clinic financially for 5 years and 50% afterwards. The commitment must be made by depositing the total cost in the bank.
2. All projects shall be presented to the Foundation Board. All the proposed projects shall fall in to one of the following categories:

- A. **Ongoing Project:** The projects that are receiving funds from the Foundation. The liaison (Director) in charge of these projects must submit a report to justify continual funding. He/she should try to make these projects self-supporting.
  - B. **New Projects:** The projects which are submitted for consideration shall be evaluated by the Board and submitted to AAPI Governing Body for approval.
  - C. **Emergency Projects:** The projects, which need immediate consideration. The Board should set aside funds for these Projects (Article III, Section 5-6)
3. The Liaison Directors in US should monitor the status of the projects (Clinics) in India and report to the Foundation periodically.

**B: Accounting:**

Board shall maintain the following separate categories of accounts to facilitate operation of the Foundation. Every effort must be made to keep all the funds at one place even though they are in different accounts. Copies of the monthly statements must also be sent to Head Quarters for record keeping.

- a. Operative Account:
  1. This account should hold all income and funds except contributions of Patron Trustees.
  2. All day-to-day expenses shall be paid through this account.
  3. Treasurer shall maintain this account and give quarterly report to the Board.
- b. Savings or Investment Account:
  1. All surplus monies from Operative Account should be transferred in to high interest bearing Savings or Investment Accounts.
  2. This account shall be monitored by the Treasurer of the Foundation.
- c. Endowment Account:
  1. This Account should hold all the funds donated by the Patron Trustees. Shall be monitored by all officers of the Board.
  2. Investment philosophy shall be conservative but with an eye for long-term investment.
  3. Transfer from this account to operative account shall need 2/3<sup>rd</sup> majority vote of the Board.
  4. Endowment funds will be used only for "On Going Projects" supported by AAPI
- d. Board should consider transferring 5 percent of funds collected for charitable causes to Operative Account of the Foundation to cover overhead cost of operation of the Foundation. Overhead expenses have to be approved at all time by majority of the Board. Charitable foundation funds cannot at any time be used for legal expenses incurred for any cause.

**ARTICLE V: DISSOLUTION**

1. The Foundation shall be dissolved in case:
  - Unable to maintain its objective and goals and refusal to operate within the boundaries of AAPI bylaw.
  - Unable to operate due to lack of funds.
2. Such an action will need affirmative vote of 2/3 members of the Governing Body.
3. In the event of dissolution of the Foundation, the residual funds of the Foundation shall, after paying of all the liabilities, be assigned to AAPI. In the event of dissolution of AAPI, the net assets of AAPI shall be disposed of as provided in the Bylaws of AAPI.

**ARTICLE VI:**

**AMENDMENTS:** to these bylaws are under the jurisdiction of the AAPI Bylaws Committee and general rules of approval.

**Section 8.11 - Continuing Medical Education Committee**

- A. The Continuing Medical Education Committee shall consist of at least seven (7) members. The Chair of the Continuing Medical Education Committee will be appointed by the President with the approval of the Governing Body during the Annual Convention.
- B. The Committee shall develop and plan for continuing medical education programs with CME Credits within or outside the United States. Its goal will be to provide opportunity for the medical education for knowledge of the AAPI Members and other health professionals.

**Section 8.12 - Ethics and Grievances Committee**

- A. The Ethics and Grievances Committee shall consist of at least five (5) members. The President will appoint the Chair with the approval of the Governing Body.
- B. The function of the Committee shall be to respond to complaints or charges of discrimination against the members of the AAPI and to respond to any questions about unethical behavior or grievances against members of the AAPI.
- C. The Committee needs to submit reports quarterly to the President.

**Section 8-13 JAAPI Committee-**

- A. The Journal of AAPI Committee Chair will be nominated by the President with approval of the governing body for a term of one year. The committee will consist of at least 5 members. The Chair in consultation with the President will appoint the Co- Chair.
- B. The function of the committee will be to handle all matters related to the Journal.
- C. Quarterly report needs to be submitted to AAPI office

**Section 8.14 – Legislative Affairs Committee**

- A. The Legislative Affairs Committee shall consist of at least five (5) members. The President

will appoint the chair with the approval of the Governing Body. The function of the committee shall be to advocate on legislative issues affecting AAPI members, to the extent legally permitted by a 501 (c) (3) organization in accordance with the Internal Revenue Code and underlying rules and regulations.

### **Section 8.15 – Liaison/Graduate Medical Education Committee**

The Liaison Committee shall:

- A. Consist of a Chair and at least four (5) members;
- B. Function as a liaison between the AAPI and other professional organizations within the United States and abroad, who have similar interests and goals;
- C. Send members to represent the AAPI at meetings of such organizations as described in subsection B of this section; and
- D. Report to the Governing Body at its regular meetings along with quarterly report to the AAPI office.

### **Section 8.16 - Membership Committee**

- A. The Membership Committee shall consist of at least seven members. The Vice President shall serve as the Chair of the Membership Committee.
- B. The Committee is responsible to assist the Vice President and President to maintain and update the membership roster and to recruit new member organizations and members to the AAPI.
- C. Quarterly reports need to be submitted to the AAPI office.

### **Section 8.17 - Nomination Committee**

- A. The Nomination Committee consists of (11) eleven members actively involved and familiar with the workings of the AAPI. The Immediate Past President, being a senior member of the Executive Committee, will be the Chair of the Committee unless otherwise determined by the Governing Body for any cause.
- B. Members of this Committee shall consist of the following:
  1. The immediate past president shall be the Chair of the Committee and the President- Elect shall act as the Co-Chair of the committee.
  2. Members of this committee include 3 Past Presidents and 2 BOT Chairs, President Elect and Past President of YPS and MSRF except for the Chair and Co-Chair, the other 5 members of this committee should have undergraduate medical degree from different states of domicile of India or USA
  3. Furthermore, no more than one member should be from the same Alumni, Regional or Specialty Chapter of AAPI.
  4. Notwithstanding the Chair and Co-chairs, and the YPS/MSRF President Elect the other 5 members shall be proposed and elected by the Executive



Committee, 6 weeks prior to the election period.

C. The Committee shall be charged with the responsibilities to:

1. Receive nominations for the following positions:
  - i. Vice President
  - ii. Secretary
  - iii. Treasurer
  - iv. Board of Trustees
  - v. Regional Directors
  - vi. YPS/MSRF- Vice President, Secretary, Treasurer, Regional Directors.
2. For the following positions each and every candidate must have completed serving, at the time of filing for nomination the following additional requirements:
  - Vice President: Refer to Section 5.4.B.b
  - Secretary: Refer to Section 5.4.B.c
  - Treasurer: Refer to Section 5.4.B.d
  - Trustee: Refer to Section -5.5
  - For YPS/MSRF Election please refer to qualifications as per their constitution or bylaws.
3. The Committee slate should consist of names of all candidates suitable for the position. A short summary of the service of each candidate to the AAPI should also be included. Legal counsel needs to be consulted in case of any disagreement.
4. The Chair and the members of the Nominating Committee shall not canvass support or solicit votes for individual candidates until the slate is announced.
5. Any claims or controversies regarding the decision of the Nomination Committee shall be dealt and handled by the Nomination Committee after consulting the legal counsel. Notwithstanding the provisions of Section 13.1 and 13.4, the Chairman of the Nomination Committee shall be entitled to participate in any proceedings and present its findings and decisions therein.
6. The Nomination Committee shall send the preliminary slate to the President on or before February 7th and subsequently send final slate at 4:00 pm CST on Feb 15th of the election year or the last date of withdrawal to the Chief Election Officer and the President.

President's Advisory Committee-

- A. Goals- To advise the President and the Executive Committee.
- B. The Chair and cochair shall be nominated by the President. The chair, cochair and all members need to be Past Presidents or Past BOT Chairs.

- C. The committee needs to be composed of at least 5 members.

#### **Section 8.18 - Publications Committee**

- A. Publications Committee shall consist of at least five (5) members. The President will appoint the Chair of the Committee with the approval of the Governing Body.
- B. The Committee will be charged with the responsibility to publicize the purpose and activities of the AAPI, as well as overseeing the designing, editing, printing and mailing of the "AAPI Journal" at least four times a year or as otherwise directed by the Executive Committee.

#### **SECTION 8.19-. The PAC or Political Action Committee.-Only on approval by legal and compliance team to be in some way associated with the AAPI.**

- A. The chair is nominated by the President with approval of Governing Body. There should be at least 5 members and the co-chair is selected by the chair in consultation with the President.
- B. The committee needs to work closely with the Legislative committee and will function as permitted by the requirements of the organization composition and regulations.

#### **Section 8.20 – IT Committee**

##### **Mission**

This committee shall research and establish a web presence for the AAPI, and subsequently establish web-based software applications to simplify and streamline administration and improve collaboration within AAPI. This committee will also help with the decision-making involved in the selection and purchase/rental of software and equipment such as LCD's, computers, audience response systems, etc.

##### **Goals:**

- Maintain the AAPI website with content provided by the Executive Committee and AAPI Office
- Explore opportunities to generate revenue for AAPI via web advertising
- Help support local chapters establish a web presence
- Develop back-office modules to help support AAPI office daily tasks.
- The Chair and co-chair are nominated by the President.

#### **Section 8.21 – Women Physician's Committee**

**Mission:** To promote networking and career development among women physicians of Indian origin.

##### **Goals:**

- Increase participation of Indian women physicians in AAPI.
- Promote women's health issues.
- Enhance women physicians' leadership skills.
- Provide resources to members on women physicians' issues

- The Chair and co- chair are nominated by the President of AAPI

### **Section 8.22: Election Committee:**

Members of this Committee will be shall consists of the following,

- i. The immediate Past BOT Chair shall be the Chair of the Committee.
- ii. Members of this committee include 2 Past Presidents and 2 BOT Chairs, and the past YPS /MSRF Presidents
- iii. Except for the Chair and the YPS/MSRF Past President the other 4 members of this committee should have undergraduate medical degree from different states of domicile of India or USA, furthermore no more than one member should be from the same Alumni, Regional or Specialty Chapter of AAPI.
- iv. Notwithstanding the Chair, and YPS/MSRF Past President the other 4 members shall be proposed and elected by the Executive Committee. The Executive Committee elects from the pool of the Past Presidents and from the pool of Past Chairs, Board of Trustees, 6 weeks prior to the election period.
- v. Members who have served the nomination committee cannot serve the election committee in the same year.

## **ARTICLE IX – DUES**

### **Section 9.1 - Determination of Annual Dues**

Annual dues for all categories of membership shall be determined by the Governing Body. The dues approved need to be within the guideline's recommendations of the AAPI bylaws .Any deviation from that will need to be modified by the bylaws.

### **Section 9.2 – Exemptions**

- Student members shall not be required to pay dues and shall not have any voting rights.
- Residents and Fellows will be assessed their dues as approved by the Governing Body with voting rights as per section 3.1A. The approval needs to follow the guidelines of the AAPI bylaws

### **Section 9.3 - Patron Members, Patron Chapter Members**

The funds generated from patron/annual membership dues shall remain in an escrow account controlled by the Board of Trustees.

### **Privileges and responsibilities of patron members:**

Patron's membership in the AAPI represents a lifelong commitment to the cause and goals of the AAPI. Members are required to update their email addresses, postal address, and phone numbers.

## **ARTICLE X – ELECTIONS**

### **Section 10.1: Eligibility Criteria for the Voters in AAPI Elections:**

- i. All patron Members of AAPI as of January 31<sup>st</sup> of the year. For YPS election they have to be paid YPS members as of January 31<sup>st</sup> of the election year. For MSRF members they have to be registered MSRF members as of January 31<sup>st</sup> of the election year.
- ii. All Annual Members as of January 31<sup>st</sup>, if they were dues paid members as of July 31 of the preceding year.
- iii. One vote per member.
- iv. Addresses need to be corrected by members by January 31<sup>st</sup> of the election year in order to receive ballots. No change of address to receive ballots for that election year will be done after January 31<sup>st</sup> of that election cycle.

### **Section 10.2: Call for Nominations**

- A. The Nomination Committee shall invite nominations from the entire voting membership via any mode such as postal-mail, e-mail, faxes, telephone or the AAPI Journal or similar publication for all open positions on the Executive Committee and Board of Trustees listed in Article V Section 5.4. and 5.5 on or before December 31 of the preceding year.
- B. Any current dues paying member of the AAPI can make nominations on behalf of a candidate to the Chair of the Nomination Committee. Nominations must be seconded by another member. Candidates shall include a written statement of acceptance and also to serve the office if elected, along with a signed disclosure form and a code of conduct form.
- C. All candidates must have fulfilled their criteria/ qualification for governing body at the time of filing.
- D. A candidate may file nomination and contest for only one position in any given election. Members are prohibited from nominating more than one candidate. No nominations will be allowed after the 4:00 PM CST on January 31 deadline date
- E. The Executive Committee may levy a Filing Fee against all the Nominees. The Governing Body shall approve the amount. Nomination fee should reach AAPI office along with completed application on or before the deadline of January 31 before 4:00 PM (CST) by check or written credit card information.
- F. All the candidates are required to have valid unrestricted license either presently or in the past to practice in USA and Sign following

- a. Attestation of questions & nominations papers
- b. Authorization & Consent for verification & release of information
- c. Statement of acceptance
- d. Candidates' agreement for binding arbitration of election disputes as approved by the Governing Body
- e. AAPI Code of Conduct and Conflict of Interest as formatted modified from time to time by the Governing body.

### **Section 10.3 - Announcement of the Slate of Candidates**

- A. The Nomination Committee shall send the slate of nominees to the President and all the officers for all positions on or before February 7<sup>th</sup> of each year.
- B. The Candidates may withdraw from the election by writing to the Chair of the Nomination Committee on or before February 15<sup>th</sup> or the last date of withdrawal of the election year by 4:00 pm CST. The candidate will not be refunded the filing fee if they withdraw after January 31<sup>st</sup> 4 PM, CST.
- C. The Nomination Committee shall send the final slate of nominees for all positions to the Chief Election Officer and the President by 4:00pm CST on Feb 15th or the last date of withdrawal of the election year.
- D. The Nomination Chair shall send the slate to the President and general membership by February 15<sup>th</sup> or the last date of withdrawal of the election year.
- E. The certified list of voting members needs to be sent directly by the Vice President and President to the Election Company.

### **Section 10.4 - The Election Process**

- A. The Immediate Past Chair of the Board of Trustees will serve as Chief Election Officer to conduct the election unless otherwise determined by two-thirds of the Governing Body in attendance at a duly constituted meeting. Four Election Officers: two from Past President and two from Past Chair, Board of Trustees shall be appointed with approval of majority of Executive Committee members to help conduct the elections. The immediate past Chief Election Officer shall serve as an ex-officio member.
- B. The voting members as provided in Section 10.1 shall have the right to vote. No proxy vote is permitted.
- C. Each member shall have one vote for each vacant office.
- D. Voters must select Five Board of Trustee candidates out of the total number of contestants for BOT election. The ballot will be valid only if Five candidates are chosen. If one or two candidates are chosen, the Board of Trustees portion of the ballot will be disqualified
- E. The Vice President along with the President shall prepare and certify the list of voting members, as defined in Section 10.1, on or before February 15<sup>th</sup> of each year.

- F. The elections shall be conducted by a postal mail or electronic email ballot or both as considered necessary by the ballot agency to conduct fair elections. Ballots shall be mailed or emailed on or before March 7th of each year to qualified voting members as provided in Article X, Section 10.1. Prior to mailing or emailing the ballots, debate will be organized in zoom and general members will be invited to witness the debate which will enable them to make decisions for the different positions. The moderator for the debate will be appointed by the President and Chief Election Officer after approval from the Executive Committee. The moderator cannot be a voting member of AAPI and must be from an outside agency not related to the AAPI. These debates need to be completed before the last day in February of the election year.
- G. Only the ballots received via mail to the specified address or electronic process by fourth Friday of March of each election year will be eligible for counting. Counting of the ballots will be done within 24 hours after the closing of the election.
- H. The Executive Committee shall engage the services of an independent agency to conduct the election process under the supervision of the Chief Election Officer.
- I. The results of the election shall be communicated by the Election Officer to the President immediately after counting the ballots. The President will call the candidates personally about the results. The President will also inform the results to the membership which will also be posted on the AAPI website. This process must be accomplished by fourth Saturday of March each year. All ballots should be stored until the next Election.
- J. The Chief Election Officer will cast his/her vote but that vote will only be counted in case of a tie.
- K. If the spouse or parent or children of an Office bearer inclusive of Executive committee or Board of Trustee is running for any election, that particular office bearer shall mandatorily recuse himself/ herself from the nomination committee, election committee and any other decision-making procedures during the Election period

**Section 10.5: - Recount of Election Ballots:**

- A. Any Candidate contesting the ballot count may request a recount by writing to the Chief Election Officer. The request must be sent within 5 working days after election results are announced.
- B. The candidate requesting the recount shall bear the cost of the recount.
- C. Only one recount for any one position shall be permitted. One representative of each candidate for the contested position shall be permitted to observe the count.
- D. The recount result shall be announced by April 15 th and shall be binding on all parties.

**Section 10.6 – Resignation or Death or Removal or Vacancy created by any situation of**

### **Elected or Nominated Officials; Lack of nominee or unqualified nominee for any position**

- A. In the event of a vacancy of position of the President-Elect, vice president will ascend to position of the president elect and a special election for vice president as per Section 5.4.B shall be conducted by mail ballot within 60 days thereof.
- B. Vacancies due to death or resignation or removal of any other elected official, shall be filled by the President with prior approval of the Executive Committee and its effectiveness shall be immediately confirmed by the Governing Body at its next meeting, however, if such an event occurs after nomination, or if the nominee declines before election; then the Nominating Committee will propose another candidate if no other timely filed, eligible nomination exists for that position.
- C. In the event that there is no eligible nominee for a vacant position, President shall ask the members of the executive committee to propose nominations for the position and the executive committee shall select a candidate from these nominations by majority vote and the President shall appoint that candidate to the position pending approval by the Governing Body at its next meeting. The candidate nominated and voted on must have fulfilled all the qualifications for that particular position as specified by the AAPI bylaw.

## **ARTICLE XI - AMENDMENTS AND ADOPTION**

### **Section 11.1 – Amendments**

All or any amendments to these Bylaws can only be amended by following procedures described in these articles by simple majority of mail in ballots or electronic ballots.

- A. The proposed amendment, duly initiated, shall be referred to the Bylaws Committee for consideration and recommendation to the Governing Body as provided in these Bylaws.
- B. The recommendations of any amendments by the Bylaws Committee along with the recommendation as approved by the Governing Body shall be submitted to the General Body for consideration and approval. On approval by the General Body by a simple majority of returned ballots or electronic ballots, the amendments shall be incorporated into these Bylaws with immediate effect.
- C. Notwithstanding anything to the contrary provided in these Bylaws, in the event of a conflict between and provision in the AAPI's Articles of Incorporation which were filed with the State of Michigan on April 7, 1989 and these Bylaws, the provision contained in the Articles of Incorporation shall be given precedence and priority over the conflicting provision in these Bylaws. The Articles of Incorporation and any amendments thereto, are available for viewing on the following State of Michigan website:  
[http://www.dleg.state.mi.us/bcs\\_corp/sr\\_corp.asp](http://www.dleg.state.mi.us/bcs_corp/sr_corp.asp). AAPI shall have its principal place of business and incorporation in the State of Illinois and shall make all efforts to transfer its Non-Profit status to the State of Illinois from the State of Michigan.
- D. These Bylaws have been duly adopted in accordance with the Articles of Incorporation

and the applicable laws.

#### **Article XII: INDEMNIFICATION**

AAPI shall, to the fullest extent authorized or permitted by the Michigan Non-Profit Corporation Act (the "Act") or other applicable law, as the same presently exists or may hereafter be amended, indemnify a member of the Governing Body, Board of Trustees, Executive Committee, director or officer (the "Indemnitee") who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of AAPI, by reason of the fact that he or she is or was a member of the Governing Body, Board of Trustees, Executive Committee, officer, director, employee, non-director volunteer or agent of AAPI, or is or was serving at the request of AAPI as was a member of the Governing Body, Board of Trustees, Executive Committee, officer, director, employee, non-director volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonable incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the AAPI. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of AAPI, and with respect to any action or proceeding, had reasonable cause to believe that the conduct was lawful.

#### **SECTION 12.2 INDEMNIFICATION OF GOVERNING BODY, BOARD OF TRUSTEES, AND EXECUTIVE COMMITTEE: CLAIMS BROUGHT BY OR IN THE RIGHT OF AAPI.**

AAPI shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify an Indemnitee who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action, or suit by or in the right of AAPI to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a member of the Governing Body, Board of Trustees, Executive Committee, officer, director, employee, non-director volunteer or agent of AAPI, or is or was serving at the request of AAPI as a member of the Governing Body, Board of Trustees, Executive Committee, officer, director, partner, trustee, employee, non-director volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee



reasonably believed to be in or not opposed to the best interests of AAPI. However, indemnification under this Section shall not be made by a claim, issue, or matter in which the Indemnatee has been found liable to AAPI unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnatee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

### **SECTION 12.3 ACTIONS BROUGHT BY THE INDEMNITEE.**

Notwithstanding the provisions of Sections 12.1 and 12.2 of this Article, AAPI shall not indemnify an Indemnatee or any member in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnatee; unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the Governing Board of the AAPI.

### **SECTION 12.4 APPROVAL OF INDEMNIFICATION.**

An indemnification under Sections 12.1 or 12.1 of the Article, unless ordered by a court, shall be made by the AAPI as authorized in the specific case upon a determination that indemnification of the Indemnatee is proper in the circumstances because the Indemnatee has met the applicable standard of conduct as set forth in Sections 12.1 or 12.2 of this Article. This determination shall be made promptly in any of the following ways:

- A. By a majority vote of a quorum of the Governing Body who were not parties to the action suit, or proceeding.
- B. By independent legal counsel in a written opinion.

### **SECTION 12.5 ADVANCEMENT OF EXPENSES.**

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 12.1 or 12.2 of this Article shall be paid by AAPI in advance of the final disposition of the action, suit or proceeding upon receipt of any undertaking by or on behalf of the Indemnatee to repay the expenses if it is ultimately determined that the Indemnatee is not entitled to be indemnified by AAPI. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

### **SECTION 12.6 PARTIAL INDEMNIFICATION.**

If an Indemnatee is entitled to indemnification under Sections 12.1 or 12.2 of this Article for a portion of expenses including attorney's fees, judgments, penalties, fines and amounts paid in settlement for which the Indemnatee is entitled to be indemnified.

### **SECTION 12.7 INDEMNIFICATION OF EMPLOYEES, NON-DIRECTOR VOLUNTEERS AND AGENTS.**

Any person who is not covered by the foregoing provisions of this Article and who is or was an

employee, non-director volunteer or agent of AAPI, or is or was serving at the request of AAPI as a trustee, director, officer, employee, non-director volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exist or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits AAPI to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the Governing Body.

#### **SECTION 12.8 OTHER RIGHTS OF INDEMNIFICATION.**

The indemnification or advancement of expenses provided under Sections 12.1 to 12.7 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, these bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 12.1 to 12.7 of this Article continues as to a person who ceases to be a Member of the Governing Body, Board of Trustees, Executive Committee, Director, officer, employee, non-director volunteer or agent and shall inure to the benefit of the heirs, executors, and administrators of the Indemnitee.

#### **SECTION 12.9 LIABILITY INSURANCE.**

AAPI shall have the power to purchase and maintain insurance on behalf of any person who is or was a Member of the Governing Body, Board of Trustees, Executive Committee, director, officer, employee, non-director volunteer or agent of AAPI, or is or was serving at the request of AAPI as a trustee, director, officer, employee, non-director volunteer or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not AAPI would have the power to indemnify the person against such liability under the provisions of the Act.

#### **SECTION 12.10 CONTRACT WITH AAPI.**

The right to indemnification conferred in this Article shall be deemed to be a contract between AAPI and each Member of the Governing Body, Board of Trustees, Executive Committee, director, officer, employee, non-director volunteer or agent who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is

repealed or modified, AAPI shall give written notice thereof to the Members of the Governing Body, Board of Trustees, Executive Committee, director, officer, employee, non-director volunteer or agent directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.”

**SECTION 12.11** This Amendment shall be governed by and construed in accordance with the laws of the State of Michigan.

### **Article XIII: ARBITRATION**

#### **Section 13.1**

Any controversy or claim arising out of or related to the Bylaws, including but not limited to claims as a result of any election provided for in these Bylaws, will be settled by binding arbitration conducted in AAPI Head Office in Oak Brook, Illinois, before one arbitrator in accordance with the Commercial Rules of Arbitration with JAMS commonly known as Judicial Arbitration and Mediation Services (JAMS) [www.jams.com](http://www.jams.com). Arbitration may only be commenced after exhaustion of the mediation process set forth in Section 13.4 and any other internal dispute procedures that may be adopted from time to time by the Governing Body. The arbitration award may be entered as a final judgment in any court of competent jurisdiction and shall be enforceable by such court. Notwithstanding the applicability of other laws or any other provision of these Bylaws the Federal Arbitration Act will apply to the construction and interpretation of this arbitration provision. The arbitrator may award recovery of all costs and fees (including attorney fees, administrative fees, arbitrator fees and court costs) to the prevailing party such as, for example, injunctive relief. By virtue of being a member of AAPI, each member waives any and all rights to bring action for judicial or injunctive relief with respect to any provision of the Bylaws or the conduct of the activities by AAPI by its Officers, Members of the Executive Committees, Members of the Board of Trustees or the Governing Body. Upon demand by AAPI, any action commenced in the court of law shall be immediately dismissed by a member and failure to do so shall result in the member paying all fees and cost for such actions to AAPI.

#### **Section 13.2**

Prior to commencing any process to arbitration, a person must tender to the President or President Elect their written resignation as a member of AAPI and must resign from any offices or other positions they hold within AAPI. At the time of commencement of any such arbitration, the person so commencing such action must pay to AAPI a nonrefundable fee of \$30,000 to help defray AAPI's time and costs, even if AAPI is not a named party in such action. Failure to pay such fees at the time of the Notice of the Claim, shall be summary dismissal of the claim for Arbitration with JAMS.

### **Section 13.3**

Any candidate for any elected position provided for in these Bylaws, as a condition of being recognized as a candidate, must sign the AAPI Code of Conduct and Affidavit for AAPI Election Candidate as may be adopted from time to time.

### **Section 13.4**

Any controversy or claim arising out of or relating to these Bylaws or any related agreement or any of the transactions or elections contemplated by these Bylaws will be subject to the following procedure before arbitration may be commenced: (1) a representative of each of the parties, including the complainant, AAPI and any other party affected by the controversy or claim will meet to discuss and attempt to resolve the controversy or claim as per bylaw specifications and such meeting shall occur in person at AAPI Head Office in Oak Brook, Illinois, within thirty days of any party giving written notice of a controversy or claim to another party; (2) if the controversy or claim is not resolved as contemplated by clause (1), within ten days or a reasonable time therein after such meeting, each party will, by mutual consent, select a qualified mediator from Chicago Bar Association, Attorney Mediation Panel to mediate such controversy or claim, provided that this mediation will not be binding on any of the parties; If the parties fail to reach a consensus as to the neutral mediator, than the parties shall ask the Director of Chicago Bar Panel to appoint the most qualified mediator in the subject area. Each party shall share the cost and the fees of mediator equally; and (3) if the controversy or claim is not resolved as contemplated by clauses (1) and (2), the parties will have such rights and remedies as are available under these Bylaws or, if and to the extent not provided for in these Bylaws, are otherwise available.

### **Article XIV: DISSOLUTION OF THE ASSOCIATION**

If the Association ceases to function or if the Executive Committee and the Board of Trustees feel that the Association is no longer able to fulfill its original ideals and objectives as outlined in this constitution, then the Association may be dissolved as follows:

- i) The Executive Committee shall circulate a notice of the intent of the dissolution of the Association to all dues paying members of the Association.
- ii) Not more than Sixty days after such a notice is circulated, a special General Body Meeting shall be called and the motion for the dissolution of the Association shall be placed before the General Body. If the motion is passed by a two-third (2/3) majority vote of all

dues paying members of the Association present at the meeting, then the Association shall be dissolved.

- iii) Immediately following the dissolution of the Association, the Executive Committee as well as the General Body shall be dissolved. The Board of Trustees, however, shall continue to function for a period of not more than 180 days. During this period, it shall payoff all liabilities of the Association from the Association's assets and shall disburse any remaining assets to AAPI Charitable Foundation.