



PROPOSED

AMENDMENTS
TO
APPNA BYLAWS

Constitution & Bylaws Committee 2018

Arif H. Agha, M.D. (Chair)

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Approved by APPNA Council
APRIL 28, 2018
Spring Meeting Chicago

TIMELINE & PROCESS

APPNA STRATEGY MEETING, JANUARY 27, 2018

PANEL DISCUSSION: APPNA LEGISLATION AND GOVERNANCE

Panel proposed a new BOT structure with increased number, open elections and enhanced role of BOT with more duties and powers. Panel also proposed a balanced and stable transition model whereby all existing trustees will continue to serve till December 31st, 2020 while new trustees will join in a staggered manner.

COUNCIL PROPOSAL: FEBRUARY 9, 2018

Overwhelming majority of the Council Members submitted proposal to amend bylaws to the CABL Committee (*Article 26.1*) to accommodate an increased number, better representation and clarification of duties of BOT of APPNA.

CABL RECOMMENDATIONS:

Constitution & Bylaws Committee makes the attached recommendations to the Council 30 days before the Council Meeting. These are thoroughly reviewed, line by line, and are **unanimously approved**.

COUNCIL ACTION, SPRING MEETING, APRIL 28, 2018

- 1: Adoption of the amendments
2. Authorize CABL Committee to process the transition

GENERAL BODY

Council approved amendments shall be circulated to the general membership thirty (30) days before the next annual meeting and presented to the general body for a vote (*Article 26.4*). An amendment will be approved by simple majority provided at least 50% of the total active membership is present (*Article 26.6*).

If an amendment fails to be acted upon in the general body meeting, a ballot shall be sent using all means within four weeks to the general membership. The amendment shall be approved with a simple majority provided at least 50% of the total active membership has responded prior to the set deadline. The amendment shall become effective immediately upon adoption (*Article 26.7*).

SALIENT FEATURES OF AMENDMENTS

- Eight (8) Trustees will be elected from 4 regions of North America
- Trustees will be elected by the General Membership of respective regions
- Each trustee will serve for 4 years in staggered terms
- Election will be held every 2 years, (Resume's only; No Campaigning)
- At each election, one (1) trustee will be elected from each region
- There will be 3 Ex-officio Members of the BOT: President, President-Elect and Immediate Past-President

- BOT will appoint the following Standing Committees, each for 2-year terms.
 - Ethics and Grievance Committee.
 - Long-Range Planning Committee (LRPC)
 - Asset Management Committee
 - Compliance and Implementation Committee

- BOT will have independent authority to act on the recommendation of the above committees

- Council can overturn BOT decisions with a 2/3 majority

PROPOSED AMENDMENTS TO BYLAWS

Legend: Original text of the bylaws is in black. Deletions are in red. New text is in blue

16. BOARD OF TRUSTEES (BOT)

16.1 Composition: The Board shall be composed of ~~five (5)~~ **eleven (11)** members of the Association including 8 “elected members” and 3 ex-officio voting members comprising of the current President, President-Elect and Immediate Past President of APPNA.

16.1.1 All trustees shall reside in North America during their term of office.

16.1.2 No **elected** trustee shall hold any office or represent any component society in the Council during his/her trusteeship.

16.1.3 Any trustee may, however, be involved in any committee of the Association and may chair only a special committee at the request of the **Executive Committee**, Council and/or the Board.

16.2 Qualifications:

16.2.1 Should have been an active member for five (5) consecutive years or total of at least eight (8) years.

16.2.2 ~~Should have held an office in a component society, APPNA or chaired an APPNA standing committee.~~

Should have been President of an APPNA component society, served on APPNA Executive Committee, chaired an APPNA standing committee for 2 years, chaired APPNA annual summer meeting, served as chair/president of a Professional Medical Society or served as chair/president of Medical Staff of a Hospital.

Other members could be eligible if they have served as President of an APPNA affiliated Subspecialty Society conducting its business as defined in APPNA bylaws or chaired APPNA spring or fall meeting provided such members have also served as the chair of a standing committee of APPNA for at least one year at another time.

16.2.3 An **elected** trustee will not be eligible to hold office in APPNA for one year after finishing the term of trusteeship.

16.2.4 **A member will be deemed ineligible if removed from an office, trustee or leadership position on grounds of dishonesty or if a person has been convicted and/or imprisoned.**

16.3 Term of Office:

16.3.1 Each member of the Board shall act as a trustee for ~~five (5)~~ four (4) years.

16.3.2 The terms of the trustees will be staggered so that ~~one~~ four (4) Senior Trustee's terms expire ~~each~~ every 2 years and are replaced by four (4) new Junior Trustees .

16.3.3 No elected trustee shall be re-elected to the Board ~~at the end of second term~~ for two consecutive terms. A Trustee could be re-elected for one additional nonconsecutive term.

16.4 Election: ~~At least one month before the Annual Session of the Association each year, the Executive Council shall submit three (3) names to the Board for consideration for election to the Board. The Board shall elect from amongst these three (3) members to fill any vacancies on the Board that year.~~

16.4.1 The board will appoint a three-member Ad hoc Nominations Committee from their own members in the election year, at least 180 days before the elections. This committee will seek nominations and select candidates after reviewing the predefined eligibility criteria as stated in 16.2. All eligible candidates will be included on ballot. Final list of candidates will be approved by Board within 15 days before the fall meeting of the Association. APPNA Nomination and Elections Committee (NEC) will then conduct elections after the EC elections have been held. The election must be completed by NEC within 45 days or sooner after EC election.

16.4.2 The elected Trustees shall consist of active members of the Association representing four (4) regions of North America. The Regions are depicted in Appendix E. The regions shall be established by the Council every ten (10) years in such manner to reflect a balanced geographic and numeric distribution of the membership.

16.4.3 There will be two (2) board members from each region

16.4.4 Each board member will be elected by the members of the association of their respective region

16.4.5 Board elections will take place every 2 years.

16.4.6 At each election, there will be one member elected from each region to replace an outgoing board member of the respective region. There shall be no more than one board member from one Alumni Association at any given time from one region.

16.4.7 There shall be no electioneering allowed and will be grounds for disqualification. Election Code of conduct developed by the Board will be uniformly applied to all candidates.

16.4.8 The BOT elections will be conducted by electronic ballots

16.4.9 Candidate will win by simple plurality. In case of a tie, the election will be conducted again within 30 days.

16.5 Officers:

16.5.1 The officers of the Board shall be a chairman and a secretary. Ex-officio members of Board may vote to elect the officers but will not be eligible to hold these offices.

16.5.2 Each shall be elected for one (1) calendar year from amongst the trustees at the annual meeting from the four senior trustees with a secret ballot by all the trustees.

16.5.3 Each of these two officers may be re-elected for as many terms as the Board may desire.

16.5.4 The Chairman shall be the spokesman and the presiding officer of the Board and the secretary shall act as the recording officer.

16.5.5 The Chair will only vote if there is a tie.

16.6 Meetings:

16.6.1 The Board shall meet at least ~~twice~~ three (3) times and one of them at the time and place of the annual session of the Association. The other two meeting will be held in the first and the last quarter of calendar year by any method.

16.6.2 It may hold any number of such meetings as the trustees may determine.

16.6.3 The Board may be called into session by the ~~Chairman on his/her own~~ chairperson or upon the request of the 3 other trustees for any matter deemed necessary or when a petition is filed or appears to be filed for dissolution of the Association.

16.6.3.1 The purpose of such special session shall be stated in the notice of call and no other business shall be transacted.

16.6.4 A resolution shall be introduced to the Board by a Trustee.

16.6.5 Quorum of BOT will consist of at least 7 members including at least one officer of the board.

16.6.6 BOT Meetings will be attended by APPNA administrator or assignee.

16.7 Powers and Duties

16.7.1 As the overseers of the Association, the Board shall be the only authority to receive and discuss a proposal of dissolution of the Association.

16.7.1.1 The recommendation of the Board, both the majority and minority views in case of dissent are presented by the Chairman or the Secretary of the Board at the next annual or emergency meeting of the Association.

16.7.1.2 In the event of dissolution as prescribed under Article 11.0 of the Constitution, the Board shall be the sole body to disperse the assets of the Association.

16.7.1.3 If ~~four (4)~~ eight (8) trustees dissent with the majority decision of the general membership, they may, after dispersing the assets retain the papers of incorporation and may revive the Association.

16.7.2 The Board of Trustees shall oversee long-range and strategic planning for the Association.

16.7.3 The Board of Trustees shall receive quarterly reports of the Association's accounts.

16.7.4 BOT shall receive council approved budget no later than council's spring meeting. Any expenses over ten thousand (10,000) dollars, which has not been budgeted has to be approved by the BOT.

16.7.5 The BOT ~~should present the report of the asset management committee~~ shall oversee and manage the assets of the Association.

16.7.6 The Board of Trustees shall cause an annual audit of APPNA's accounts to be made by a certified public accountant.

16.7.7 BOT will have independent authority to receive, approve and act on reports from BOT appointed committees. BOT decisions in such matters will be binding.

16.7.8 BOT decisions can be challenged within 15 days by a majority vote of executive committee to bring the matter to council. The council shall take no more than 30 days from the time of EC challenge to vote on the matter in a regular or special council meeting. A 2/3 majority of total council members can reverse a BOT decision. Electronic or written council vote may be sought after such meeting, if necessary. If such majority is not reached within 30 days of the EC challenge, the BOT decision will stand and become effective immediately.

16.8 Committees of BOT

BOT will appoint the following standing committees of the Associations, each for 2-year terms, renewed after each election of BOT. These committees will report to BOT for approval unless otherwise specified herein. These committees may present reports to the council on behalf of the BOT if required.

16.8.1 Ethics & Grievance Committee

- a. The committee will be composed of at least 5 members or more.
- b. The Committee will receive, review and give opinion on all grievances brought forward by any members of the organization.
- c. The Committee will review and make recommendations to the Council and the Board regarding ethical conduct of a member if questioned.
- d. The Committee will develop guidelines, policies, due processes and procedures for above to ensure rights of each member unless such is already provided in the bylaws.
- e. The committee will address grievances related to elections, when necessary, according to the Election Code of Conduct of APPNA.
- f. For matters other than the elections, a member may bring a written complaint/s against another member or a group with evidence to the Ethics and Grievance committee (EGC) with a copy to the President of APPNA within 60 days of the incident. The EGC shall issue a written decision to the member within 30 days of filing of appeal with copies or direction to other parties involved, as appropriate. If the complainant believes that the issue is still unresolved, he/she may appeal to the Board of Trustees. The written decision of the Board of Trustees will be rendered within 30 days of receipt of the appeal. These decisions shall be binding and shall not be subject to judicial or extra judicial review or recourse.
- g. The committee may discipline a member, if found guilty, by a warning, fine ranging from \$1000 to \$5000 and/or suspension of some or all membership privileges from 1 to 5 years and/or

refer the matter to law enforcement if necessary. If a member does not comply with the disciplinary action within 30 days, it will be made public record at APPNA website.

- h. Any matter not resolved by the committee by the end of its term shall be reported to the Board of Trustees which may act on the matter then or forward the matter the next committee

16.8.2 Asset Management Committee

- a. The committee will develop and maintain inventory of APPNA assets including fixed, tangible and intangible assets.
- b. The committee shall oversee the investments of the Lifetime Dues Endowment Fund and any other investment funds and will make recommendations.
- c. The committee will make recommendations on acquisition and/or disposition of fixed assets.
- d. The committee will present reports BOT for action.
- e. The chairman of Finance committee will be ex-officio voting member of Asset Management Committee

16.8.3 Compliance and Implementation Committee

- a. The committee will ensure compliance with the Association's Constitution, Bylaws, policies as well as the State and Federal laws.
- b. It will keep record of all resolutions and decisions made by the Council and BOT
- c. Findings and recommendations of the committee shall be presented to BOT for action.

16.8.4 Long Range Planning Committee (LRPC)

- a. The Committee will be composed of seven (7) members. The President, President Elect, and Immediate Past-President will be ex-officio voting members. However, any one of ex-officio members may choose to nominate their replacements in the committee. The other four (4) members including the chair will be appointed by the Board
- b. LRPC may perform critical appraisal of current and future APPNA Projects that have long-range impacts.
- c. LRPC provides longitudinal oversight on APPNA long-range projects to ensure implementation.
- d. LRPC may appoint a Task Force that focuses on any issue.
- e. Long-range project approved by LRPC cannot be cancelled other than by BOT.

16.9 Vacancies of Board

16.9.1 A trustee's position shall be declared vacant by the Board when a trustee resigns, or leaves North America for a period longer than four (4) months without prearrangement with the Board or becomes unable to carry out the duties of the trustee for reasons of health or otherwise.

16.9.2 Should the position of trustee become vacant less than 12 months of the term of the office, no replacement will be required for the un-expired term.

16.9.3 Should the position of trustee become vacant more than 12 months of the term of the office, The Board may fill that position by nomination and election from the respective region.

APPENDIX E

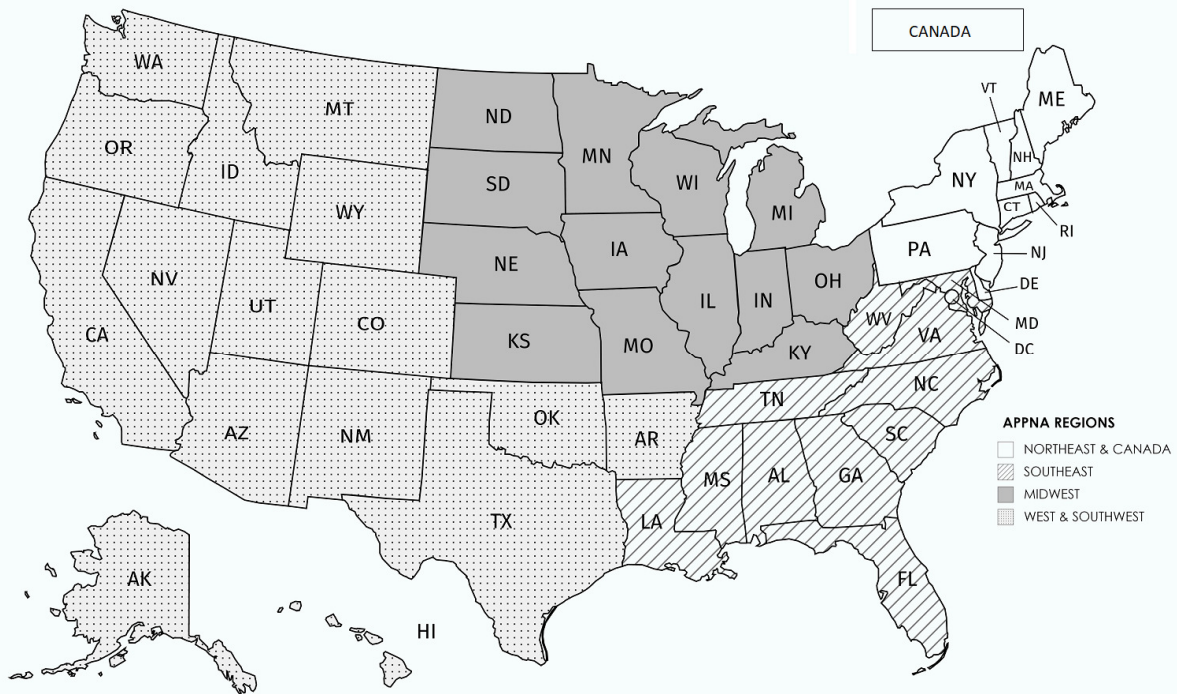
REGIONS of APPNA:

Northeast and Canada

Southeast

Midwest

West and Southwest



Addendum:

Following committees will be removed from section 19.0 and Appendix C of the bylaws and the order of remaining will be rearranged.

H. Ethics and Grievance Committee

L. Lifetime Dues Investments Advisory Committee

N. Long Range Planning Committee