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In the name of Allah – the most Beneficent, the Most Merciful

PREAMBLE

We the physicians of Pakistan, out of our conviction for our profession and motherland, do hereby proclaim the establishment of the Association of Physicians of Pakistani Physicians so that collectively we all can: uphold ethical and moral values, engage in social and professional activities, support educational and intellectual pursuits, upgrade medical care, and thus glorify our Association.

To this effect, we hereby set forth and enact the following laws governing the Association, which shall be binding on each and all of us in totality, until and unless properly amended by the provisions herein. So, help us, God. Amen*.

*This is the original preamble from the authors of APPNA Constitution and Bylaws enacted on June 12, 1982. It is posted here to honor the work of our founding fathers. While we are totally upgrading the Bylaws to meet the needs of the present-day and future aspirations of our membership, our guiding principle remains the same as written in this preamble.

Constitution and Bylaws Committee 2020-2021.

BYLAWS

ARTICLE I: NAME AND INCORPORATION

SECTION 1. NAME

The name of this organization shall be the Association of Physicians of Pakistani descent of North America (APPNA). Hereafter, it will be referred to as "The Association."

SECTION 2. NATURE

The Association shall be an independent, not-for-profit, professional, and educational organization incorporated in the United States of America and shall have no substantial political affiliations or activities.

SECTION 3. LOCATION

The principal offices of the Association shall be determined by the Board of Directors (BOD).

SECTION 4. SEAL

The seal of the Association shall be a common seal. The power to change or renew the seal shall rest jointly with the BOD and Council.

SECTION 5. VISION

To become the premier organization of physicians of Pakistani Descent in North America that best promotes and serves healthcare, educational, social, and charitable activities in North America, Pakistan, and worldwide.

SECTION 6. MISSION

APPNA is a professional, non-political, equal opportunity organization, which promotes excellence in healthcare, research, education, social justice, and humanitarian activities. It facilitates the transfer of healthcare expertise and resources to deserving communities. It also provides advocacy, caters to cultural and social needs, is a vehicle for charitable projects, and seeks to nurture young physicians.

SECTION 7. AIMS AND OBJECTIVES

APPNA aspires:

To bring together physicians of Pakistani heritage under one banner.

- a. To provide advocacy for humanitarian causes, and, in doing so, support the collective and mutual interests of physicians and patients.
- b. To facilitates the transfer of healthcare expertise and resources to deserving communities.
- c. To be a vehicle for charitable projects to enhance health, end disease and overcome hardship.
- d. To assist and nurture students of the human sciences and physicians to obtain scientific training in the United States.
- e. To cater to cultural and social needs of the membership.
- f. To inspire, engage and challenge the Pakistani Diaspora to become more productive citizens, ethical leaders and positive contributors to our communities, our country, and the globe.

SECTION 8. CORE VALUES

Integrity: We engage in social and professional activities while upholding ethical and moral values. Transparency in organizational conduct and financial management is our top priority.

Compassion: We are compassionate about the society we serve without regard to race, color, religion, sex, or national origin. We take pride in philanthropy to help the less fortunate and seek social justice for the marginalized. We serve disaster struck and socially disadvantaged individuals and families.

Accountability: We are accountable for our actions, decisions, policies, and conduct. Accountability promotes discipline that strengthens the Association to achieve our goals.

Respect: We value the passion, strength, and generosity of every member of our Association. Mutual respect is a virtue that radiates enthusiasm and promotes the unity of purpose.

Excellence: We strive for excellence in healthcare, education, and intellectual pursuits. We aspire to be a high-performance organization.

ARTICLE II: MEMBERS OF THE ASSOCIATION

SECTION 1: General

- a. The term "physician" means a person who graduated from a recognized medical, dental, podiatry, or osteopathic school.
- b. There shall be no discrimination on the basis of religion, gender, race, sexual orientation, or ethnic origin.
- c. Any eligible individual can apply for APPNA membership.
- d. Membership shall be confirmed by the BOD/designee at the recommendation of the Membership Committee of the Association.
- e. The Board of Directors of the Association shall set up policies and procedures for application and approval of the membership in all categories.
- f. The membership year for all categories shall be from January 1 to December 31.

SECTION 2: MEMBERSHIP CATEGORIES

The membership of the Association shall be of following categories: Active, Associate, Physicians-in-training, Students, Emeritus, Honorary, Affiliate, and Alliance members.

I. Active Members

- a. Active membership in APPNA shall be open to anyone who has graduated from a recognized medical, podiatry, or dental school in Pakistan or anyone of Pakistani Descent who has graduated from a recognized medical, dental, podiatry, or osteopathic school anywhere in the world. The physicians who identify themselves as Pakistani Descent will be eligible for active membership in the Association.
- b. Unless otherwise specified in these Bylaws, to be eligible for active membership in the Association or in any of its component societies, a physician must hold an unrevoked license to practice medicine anywhere in North America.
- c. Non-licensed physicians who have completed their medical school training (MD, DO, DDS, DPM, or MBBS) and are currently involved in

University/Hospital-based Medical Research, Academia, or Health Administration in North America shall be eligible to become Active Members with written proof of their involvement.

- d. Similarly, graduates from recognized medical institutions in Pakistan who have completed their Master's or Doctoral program and are involved in a medical-related field in North America or North American international health organizations shall be eligible for Active membership in the Association with written proof of their involvement.
- e. Active members shall be (a) Annual dues-paying members residing in North America or (b) Lifetime members (regardless of their place of residence).
- f. Any Active member of the Association, on payment of fifteen (15) years of current annual dues paid in total or in installments or making full payment within one year may apply for Lifetime membership in the Association.
- g. Lifetime members will be exempt from paying registration fees at Association meetings held in North America.
- h. The BOD of the Association may exempt or reduce annual dues of any member when in their opinion, payment of such dues is a hardship upon a member.
- i. Any Active annual dues-paying member who has an uninterrupted membership for 15 years or more will be eligible for Lifetime member status without additional dues.

II. Associate Members:

- a. Persons engaged in professions or careers in the human sciences or healthcare-related services not eligible for Active membership may become Associate members. Some examples of Associate Member, although not all inclusive, are physician assistants (PA), nurses (RN, LNP, LNA), Dieticians, Optometrist, Pharmacist, and Medical Technicians who have not previously graduated from a medical school.
- b. Annual dues of the Associate members shall be determined by the Board of Directors of the Association.
- c. Associate members may be appointed to Committees/Taskforces commensurate with their professional expertise.
- d. They shall be eligible for benefits and services which are offered by APPNA to its membership.

- e. Associate members shall not hold voting privileges in the Association.

III. Physicians-in-Training and Student Members:

- a. Graduates from Pakistan medical and dental institutions who are applying for or are in an approved training program in North America shall be eligible for membership of APPNA.
- b. Pakistani descent graduates from a medical, osteopathic, dental, or podiatry school in North America or anywhere in the world who are in an approved training program in North America shall be eligible for membership of APPNA.
- c. Any student of Pakistani Descent enrolled in a medical, dental, podiatry, or osteopathic college in North America may be admitted to the Association as a Student member of the Association.
- d. Physicians in Training and the Medical Student members shall be exempt from paying annual dues. They shall not vote or hold office in the Association.
- e. APPNA may hold elections among this category for representative and leadership roles. They shall have the right of their own assembly and hold elections for their office bearers, hold their own events and functions with the approval of the BOD.

IV. Emeritus Members:

- a. Retired physicians who previously held annual APPNA membership or are new to APPNA may apply for emeritus membership to the BOD.
- b. Emeritus members shall be dues exempt, shall have no vote, and shall hold no office. They may, however, be appointed as members of committees or task forces, etc.

V. Honorary Members:

- a. The Association may elect as an honorary member any persons who have achieved distinguished services or attainments in medicine or in the allied sciences, or who have rendered other services of unusual value to the Association or humanity.

- b. Honorary members shall be dues exempt, shall have no vote, and shall hold no elected office in the Association. They may, however, be appointed as members of committees or task forces, etc.

VI. Affiliate Membership:

- a. Physicians who are not of Pakistani Descent and reside in North America may apply for affiliate membership.
- b. The annual dues are determined by the BOD. Affiliate members shall have no vote and shall hold no office. They may, however, be appointed as members of committees or task forces.

VII. Alliance Family Members:

- a. Spouses of APPNA Members and their adult children shall be eligible for the Alliance family member category. Annual dues shall be determined by the Board of Directors of the Association.
- b. Widow/Widower/divorcee of an APPNA Member may continue to be an Alliance Family member for life.
- c. Alliance Family members shall have no right to vote or hold office in APPNA. They shall have the right of their own assembly and hold elections for their office bearers, hold their own events and functions with the approval of BOD.
- d. Alliance Family shall adopt bylaws and governing articles as approved by the Board of Directors of the Association under the guidance of the APPNA CABL committee.

SECTION 3: Voting Rights:

- a. The Lifetime members and the Annual full dues-paying members are eligible to vote.
- b. Each Active member shall be entitled to one vote.
- c. The members in the categories other than Lifetime members and Active annual members are not eligible to vote or hold office in the Association.
- d. The manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, a show of hands, or by a ballot, as determined by the presiding officer of the meeting.

SECTION 4: Suspension of Membership:

- a. Membership in the Association in all categories shall be suspended for a criminal conviction by a court of law or disciplinary action by the Licensing Authority, resulting in revocation of medical licensure.
- b. Suspended membership may be reinstated upon dismissal of charges and/or disciplinary action, at the request of the applicant and on the recommendation of the membership committee with final approval by the Board of Directors of the Association.
- c. The Board of Directors may retroactively suspend a membership in any category if the member has provided false or evasive information to APPNA to obtain membership.

SECTION 5: DUES AND ASSESSMENTS:

Annual Dues:

- a. Shall be determined by majority vote of BOD and approved by majority of the Council.
- b. The term of annual dues shall be the calendar year.
- c. Any member whose dues are not received by the central office by the last day of the APPNA annual summer meeting shall be considered in arrears and shall not be eligible to vote in the elections that year.

Assessments:

The BOD may, from time to time, make recommendations for special assessments and send them to the Council for final approval.

SECTION 6: GENERAL BODY (GB):

- a. The General Body shall consist of Active Members of the Association, according to the provisions provided herein. The GB shall be the supreme authority of the Association, wielding absolute power on the conduct of the affairs of the Association. It may delegate this authority

to various components of APPNA for the smoother running of its affairs of the Association.

- b. All actions that are taken by the Board of Directors (BOD), Council, or a Committee of the Association may be approved, rejected, or amended by this body.

SECTION 7: GENERAL BODY MEETINGS:

There shall be an Annual Summer General Body meeting. Additional General Body meetings may be called by 10% of the General Body members, or the President of the Association, or the majority of the Board of Directors. A written notice of the annual meeting, with agenda items, shall be provided to the members thirty (30) days prior to the meeting in electronic or print form. For a special meeting of the GB, a notice of fifteen (15) days will be deemed necessary. The purpose of the meeting shall be stated in the notice.

SECTION 8: QUORUM:

The quorum for any General Body Meeting shall be 10% of the total dues paying Annual and Lifetime membership which existed at the end of preceding year.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1: STRUCTURE:

The Board of Directors shall consist of six (6) Directors At Large, the President, the President-Elect, and the Immediate Past President for a total of nine (9) BOD members.

SECTION 2. POWER & DUTIES:

- a. The BOD shall manage the business and affairs of the Association.
- b. The BOD shall approve all component societies.
- c. The President shall chair all BOD meetings.

- d. Each BOD member shall be sworn in after signing the Code of Conduct assuming the office.
- e. The BOD shall develop a Code of Conduct for its own governance.
- f. BOD shall also develop Standard Operative Procedures (SOPs) for the smooth running of the Association. The BOD shall have Standard Operating Procedures (SOPs) for the employees and the Committees of the Association.
- g. The BOD shall ensure effective and adequate resources to run the Association and to enhance its public image.
- h. The BOD shall hire, appoint, and manage any number of employees, including but not limited to an Executive Director, Accountant, Legal Counsel, and Advisors.
- i. The BOD shall approve all standing, special, and ad hoc committees, except as outlined in these bylaws.
- j. The members of the BOD can be a member or Chair of any of the standing or ad hoc committees.
- k. The BOD shall control the fixed assets and properties of the Association.

SECTION 3: BOD MEETINGS:

- a. The BOD shall meet at least once a month.
- b. Additional meetings may be called whenever deemed necessary by the President or by the majority of BOD. Any such meeting shall require a notice of 48 hours and includes the agenda of the meeting.
- c. The meetings shall be chaired by the President; in the absence of President, the President-Elect shall chair the meeting.
- d. The Secretary shall keep the minutes of all the meetings. BOD may assign minutes-taking to an employee of the Association by a majority vote.
- e. The BOD may meet in-person, virtually, or via a telephonic conference call that ensures effective communication between all the board members.
- f. Any BOD meeting may be open to membership by majority approval of BOD.
- g. BOD can go in the executive session by a 2/3 vote.

- h. The minutes of the BOD meetings shall be available to the membership on the website within ten (10) days of the meeting.

SECTION 4: QUORUM.

- a. A simple majority of the Directors shall constitute a quorum.
- b. In the absence of the President, the quorum shall be seven (7) members, including the President-elect.

SECTION 5: VOTE.

- a. Each Director shall have one vote.
- b. No proxy vote is allowed.

SECTION 6: Unanimous Consent:

- a. Any decision made without a meeting shall require unanimous written consent.
- b. The President may use unanimous consent to act without the formality of a motion during a meeting. The President may also choose unanimous consent without a meeting if all the Directors have approved the procedures of a unanimous consent in a prior meeting and a resolution is on file.

SECTION 7: ELECTIONS of BOD:

I. Eligibility Criteria for BOD:

All the contestants for the BOD position shall meet the following qualifications:

- a. They reside in North America.
- b. The contestants shall be an active member of the Association in good standing for at least the past five (5) years.
- c. The contestants shall have served the Association as President of an APPNA Component Society; or have served as the Chair of an APPNA standing Committee for at least one year.

- d. All contestants are required to sign the election code of conduct a disclaimer as part of the vetting process.
- e. The contestants have not been subject to any form of sanction, suspension, or disciplinary censure by a State Medical Board, DEA, Medicare, Medicaid, or regulatory agencies.
- f. The contestants have not been involved in any illegal or fraudulent activities.
- g. The contestants have not taken part in any lawsuits against APPNA or its officers without going through the internal due process as determined by the Nomination and Election Committee (NEC).

II. Nominations and Voting: Directors At Large:

- a. The active members of the Association shall elect Directors At Large for a staggered term of two years. No Director shall serve more than two (2) consecutive terms.
- b. Each year, the Nominating and Election Committee shall seek nominations for three (3) Directors At Large for Election to the Board of Directors from among the active members of the Association at least three (3) months prior to the Annual Summer Meeting of the Association.
- c. The Nominating and Election Committee shall nominate a slate of all eligible candidates who have received a minimum of 15 nominations by the Active Members of the Association. Only one (1) candidate shall be elected from one Alumni. In the event of more than one candidate from the same Alumni contesting the Election, the person obtaining the highest votes will be declared elected as long as that candidate is among the top three vote-getter amongst all the candidates in each election cycle.
- d. The membership shall vote for three (3) candidates on the slate of nominees. The three BOD At Large candidates securing the highest votes from the entire membership shall be declared the winners.

III. Resignation of a Director:

- a. A Director may resign at any time by written notice delivered to the President or Secretary of the Association.
- b. A resignation is effective when the notice is delivered unless the notice specifies a future date.

- c. The resignation of a director for any cause may be accepted by a majority vote of the Board of Directors.
- d. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

ARTICLE IV: OFFICERS

SECTION 1: ENUMIRATION

The officers of the Association shall be the President, the President-elect, the immediate past President, Secretary and Treasurer, and Directors at Large.

SECTION 2: PRESIDENT

- a. The President shall be the Chief Executive Officer of the Association.
- b. The President acts as the spokesperson of the Association and represents the Association in all forums.
- c. The President shall have a one-year term of office that starts on January 1.
- d. The President shall hold the office of Immediate-Past President at the conclusion of his/her term as President.
- e. The President shall preside at all meetings of the Association, including but not limited to General Body, BOD, and Council, with the right to vote therein.
- f. The President shall deliver the Presidential Address at the meetings of the Association.
- g. The President shall appoint necessary standing and special committees, Ad-hoc committees, and Task Force chairs in a manner explained in these Bylaws. The BOD with a 2/3rd majority may reject President's choice and request him/her to choose a different chairperson.
- h. The President shall fill all vacancies of BOD-appointed committees.
- i. The President may discontinue any special or Ad-hoc committees when its purpose has been served, or its purpose is no longer desirable or attainable with Approval of BOD.

SECTION 3: PRESIDENT-ELECT:

- a. The President-elect shall be elected by the general membership for a one-year term and assumes the responsibility of President the following year.
- b. The President-elect shall be responsible for the verification of APPNA Component Societies.
- c. The President-elect shall perform any other duties assigned to him or her by the President of the Board of Directors.
- d. The President-elect shall act as President of the Association in the absence or disability of the President.
- e. The President-elect shall be a non-voting member of the Council.

SECTION 3A: Eligibility Criteria for President-Elect:

- a. The Active members of APPNA shall elect President-Elect of the Association each year for a term of one year.
- b. Any Active member of the Association can contest for President-Elect who has served the Association either (a) as a member of BOD for at least one year or (b) as President of an APPNA Component Society and has also served as Chair of an APPNA Standing Committee. The past officers of the Association are eligible for the position of President-Elect.
- c. The contestants have not taken part in any lawsuits against APPNA or its officers without going through the internal due process as determined by NEC.
- d. Eligibility criteria for BOD as outlined in clauses under Article III, Section 7, I. a, b, d, e, and f of these Bylaws shall also apply to contestants for President Elect.

SECTION 4: IMMEDIATE PAST PRESIDENT:

- a. The Immediate Past President shall serve as an officer the BOD for one year.
- b. The Immediate Past President shall perform such duties and have such other powers as shall be assigned to him or her by the President of the Board of Directors.

SECTION 5: SECRETARY:

The BOD shall elect one of the Directors, during their second year on the Board, as Secretary for a one-year term. The Election shall be held by a secret ballot.

- a. The Secretary shall be the recording officer of the BOD, Council, and the General Body meetings.
- b. The Secretary shall keep membership records and issue membership certificates.
- c. The Secretary shall work with the President to prepare the agenda of the meetings.
- d. The Secretary shall supervise arrangements for the holding of each meeting of the Association under the instructions of BOD and in compliance with the Bylaws.
- e. The Secretary shall send all official notices of meetings and committee assignments.
- f. The Secretary shall be the custodian of the Association Seal and record of the Association.
- g. The President or BOD may assign any duties to the Secretary as deemed necessary from time to time.

SECTION 6: TREASURER:

The BOD shall elect one of the Directors as Treasurer for a one-year term. The Election shall be held by a secret ballot.

- a. The Treasurer shall obtain the knowledge and skills necessary to perform the duties as assigned to the role of Treasurer.
- b. The Treasurer shall serve as Chair of the Finance Committee.
- c. The Treasurer shall prepare an annual budget at the beginning of the fiscal year in consultation with the President and with Approval of BOD. The Treasurer shall also prepare an end-of-year report of total receipts and expenditures and may delegate specified duties to other persons for the effective conduct of the affairs of the Association.
- d. The Treasurer shall be the manager of all recurring funds of the Association.
- e. The Treasurer shall collect all annual membership dues, assessments, donations, and such monies as may be due to the Association.

- f. The Treasurer shall be responsible for APPNAs financial management, keeping an accurate, timely account of all revenues and expenditure, including collecting fees/donations at APPNA events and processing payments to vendors.
- g. The Treasurer shall deposit all funds received in an approved depository and disburse them upon order of the BOD.
- h. The Treasurer shall be accountable, through the BOD, to the Association.

ARTICLE V – ELECTIONS

SECTION 1: Nominations

NEC shall seek nominations from among the qualified members of the Association as described elsewhere in these Bylaws.

SECTION 2: Voter Eligibility and list of Voters:

All Lifetime members are eligible to vote in the annual elections. All Annual members who have dues paid prior to or on the last day of the summer meeting are eligible to vote. All annual Physicians in training members are eligible to vote after they complete their training and have paid their membership dues. The final voters' list of active members verified by the Membership Committee and approved by the BOD shall be provided to the Nominating and Election Committee at least three (3) weeks before balloting.

SECTION 3: Election Process:

- a. The election period shall begin on the first day of the Summer Meeting.
- b. The Nomination and Election Committee (NEC) shall not provide any voting membership list to the candidates. Candidates shall not be allowed to make calls, send faxes, emails, or texts to membership.
- c. The NEC shall establish ground rules and best practices to initiate communications between the candidates and the voting members.

- d. Ballots shall be sent electronically four (4) weeks after the end of the Summer Meeting. The voting period shall be a minimum of two (2) weeks.
- e. The members of the Association shall cast their votes by a ballot conducted by an authentic election agency approved by the BOD.
- f. NEC shall announce the results of the Election to the membership in a manner of its choosing, including electronic or social media.

ARTICLE VI - COUNCIL

SECTION 1: Composition of APPNA Council:

- a. The APPNA Council shall be composed of the President of the Association and representatives of recognized Component Societies.
- b. To be eligible to vote at an APPNA Council meeting, the Council members shall be active members of the Association and the Component Society they represent. The Component Societies they are representing must have at least forty (40) active APPNA members in the Association.
- c. Any Component Societies with Active Members less than forty (40) at the initiation of these Bylaws shall be granted voting privileges for a grace period of six (6) years.
- d. Newly certified Component Societies with membership under forty (40) shall be granted voting privileges on the Council for grace period of six (6) years.
- e. Under special circumstances, BOD with 2/3rd majority may waive the Component Society voting requirement of 40 members for a specified period.

SECTION 2: Officers of the Council:

- a. The President of the Association shall be the President of the APPNA Council.
- b. The President-elect shall be a non-voting member of the Council.
- c. The Secretary elected by the BOD shall act as the Secretary of the APPNA Council. The Secretary shall be a non-voting member of the Council, shall keep a record of all proceedings of the Council, prepare minutes, and perform all duties incident to the office of Secretary and such other duties that may be assigned to him or her by the Council.

SECTION 3: Powers and Duties of Council:

The following Committees shall be appointed by and report to the Council:

- a. Ethics and Grievance Committee (E&GC).
- b. Nominations and Election Committee (NEC).
- c. Financial Compliance Committee (FCC).

SECTION 4: Council Meetings:

- a. All members of the Council shall be mandated to familiarize themselves with the workings of the Association, rules, and regulations of not-for-profit organizations, and the Bylaws of APPNA.
- b. All Council members shall be required to sign a code of conduct.
- c. The APPNA Council shall meet at least three (3) times a year. A notice of fifteen (15) business days with agenda items shall be provided to each member of the Council in writing for all regular meetings.
- d. A special meeting may be called by the President or by a written petition of 1/3rd of the Council members and shall require a minimum notice of seven (7) days. At special meetings, the only agenda item(s) discussed shall be the one(s) for which the meeting was called.
- e. All items, including any resolutions or motions on which the Council shall act at a regular or special meeting, shall be specifically set forth in an agenda circulated at least 96 hours before the beginning of the meeting at which action is to be taken. The APPNA Council shall not pass any resolution in a regular or special meeting, until the proposed resolutions have been sent in writing to all Council members at least 48 hours prior to a meeting.

SECTION 5: The Quorum of Council Meetings:

- a. A quorum of the Council shall consist of at least 50% of the Council members eligible to vote provided that such a quorum does include the President of the Association. If the President is unable to attend, then the quorum shall be two-thirds of the Council members eligible to vote.

SECTION 6: Vote of Council Members:

Each eligible council member shall be entitled to one vote. No proxies are allowed.

ARTICLE VII: COMPONENT SOCIETIES

SECTION 1: GENERAL RULES:

- a. APPNA recognized Alumni Associations and Chapters shall constitute Component Societies of the Association.
- b. Twenty-Five (25) or more active members in good standing of the Association may form a Component Society as outlined in these Bylaws. For its initial recognition, each Component Society shall be approved by the Council. Annual certification is determined by the BOD at the recommendation of the President-Elect, who performs the vetting process.
- c. The Component Societies shall operate under its Bylaws after a review by the APPNA CABL Committee and subsequent Approval of the Component Society Bylaws by the BOD.
- d. All Component societies shall hold elections for officers from among its members following their Bylaws.
- e. President and President-Elect of a component society shall be Active Members of the Association in good standing.
- f. Each Component Society shall be represented by its President, or in his/her absence, by the President-Elect in APPNA Council. No proxies are allowed.
- g. An individual shall not represent more than one Component Society at one time in the Council.
- h. An individual shall not represent a Component Society in the Council for more than two consecutive years. However, after a gap of one year, he/she may represent the Component Society for another two consecutive years.
- i. In order to vote in a council meeting, the component society shall have at least forty (40) active APPNA members, subject to the exceptions specified in Article VI, Section 1e.
- j. Each Component Society shall submit an annual report to the APPNA BOD no later than December 31 of each year. This report shall include a list of all the members of the Component Society, names and addresses of its elected officers, its activities including minutes of general body meetings,

and a year-end Financial Report including income /expenses. The APPNA BOD may provide a grace period of eight weeks for submission of the financial part of the annual report. The Component Society with its own 501c3 status shall not be required to submit the financial part of the annual report. In addition, the Component Societies with greater than fifty (50) APPNA Lifetime members shall not be required to submit membership names.

- k. All Component Societies are required to follow the BOD-approved standard operating procedures (SOPs) for their affiliation with APPNA. A Component Society may not be allowed to vote in a Council meeting if it fails to comply with its SOPs.
- l. APPNA shall not be held liable for any acts of the component societies.
- m. APPNA BOD may withdraw recognition of any component society if such component society has materially breached any of the provisions of the Bylaws of this Association or has failed to function within the expressed spirit and purpose of this Association to such an extent that withdrawal of recognition is in the best interest of this Association. The Component society shall have the right to appeal the BOD decision to the Council within thirty (30) days. The action taken by Council shall be final.

SECTION 2: Alumni Associations:

- a. Only one alumni association shall be recognized from any one recognized medical institution in Pakistan.
- b. North American graduates may join to form an Alumni association from one or more medical and osteopathic institutions.
- c. Graduates of recognized dental institutions from Pakistan and North America may join to form an Alumni.
- d. International medical graduates (from recognized medical institutions other than Pakistan and North America) and graduates of recognized Podiatry institutions with an unrestricted license to practice in the USA or Canada may also join hands to form an Alumni Association.

SECTION 3: Regional Chapters:

- a. There shall be one chapter from one given state/province except when the state/province has more than one hundred (100) active members of APPNA; then each additional 25 active members from another geographic area shall be allowed to have an additional chapter following Approval by the Council. Any additional chapter shall represent its contiguous counties.
- b. Only one regional chapter shall be recognized from one geographic (contiguous counties) area.
- c. Only one chapter shall be recognized from one given metropolitan area.
- d. Regional chapters may represent contiguous counties across state lines, and these chapters shall not be counted as representing those entire states.
- e. For purposes of chapter certification, a member cannot be counted in more than one chapter at any given time.

ARTICLE VIII: AUXILIARY AND AFFILIATE ORGANIATIONS

SECTION 1: Auxiliary Organizations:

- a. Any organization, which wishes to be considered an auxiliary organization, shall apply to the Secretary of APPNA.
- b. They shall function under the APPNA Bylaws.
- c. They shall use the APPNA tax ID number and are required to report their activities and finances to APPNA BOD on a quarterly basis. They are also required to submit an annual financial report to BOD by the latest March 31 of the following year. They may adopt rules and regulations for their governance consistent with APPNA Bylaws, subject to Approval by the APPNA BOD.

SECTION 2: Affiliate Organizations:

- a. These organizations will have their independent charter and legal status.
- b. They may hold their functions in collaboration with APPNA.

- c. They shall be required to have the APPNA President or his/her designee from the BOD as a voting member of their decision-making board.
- d. Their affiliation shall be by application, which shall be time-limited and renewable.
- e. They shall submit their annual financial and audit reports and shall answer all queries related to these matters.
- f. The affiliation fees shall be charged as assessed by the Council on a yearly basis.

ARTICLE IX: FINANCES

SECTION 1: General Funds of the Association:

- a. The Association's activities shall be financed by annual dues, special assessments, voluntary contributions, grants, and gifts.
- b. No part of the net earnings of the Association shall inure to the benefit or be distributed to its members, officers, or private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 1A: Deposits and Withdrawals:

- a. The funds of the Association shall be deposited as received to the credit of the Association in such banks, trust companies, or other depositories as may be designated from time to time by the Board of Directors.
- b. The BOD, by resolution, shall authorize the Association to open and maintain such checking or other forms of accounts as deemed appropriate by the BOD.
- c. All checks and drafts drawn on the Association accounts shall be signed: (a) by the Treasurer or duly authorized designee approved by BOD, and countersigned by the President, or duly authorized designee approved by BOD. Any decision made by BOD by a

supermajority of seven (7) votes will not be overturned by the President or Treasurer.

SECTION 1B: Annual Report:

The Treasurer shall oversee the accounts of the Association in such form as shall be deemed advisable and shall submit an annual financial report to the members at the Annual Meeting, as well as such other reports as may be required by the Board of Directors.

SECTION 1C: Budget and Operating Finances:

- a. An annual budget shall be prepared by the Treasurer of the Association, with input from the Finance and Investment Committee as appropriate, prior to submission to the Board of Directors and then submitted to the APPNA Council for authorization and Approval.
- b. The President, with the approval of the Board of Directors, shall make all purchases and contractual expenditures for the Association, in accord with the budget as approved.

SECTION 2: FUNDS AND INVESTMENTS

SECTION 2A: Investments:

- a. The funds of the Association shall be invested in accordance with the Investment Policy statement adopted by the Board of Directors and based on the recommendations of the Finance and Investment Committee.
- b. There may be additional investment policy statements which shall be reviewed and approved by the Finance and Investment Committee.
- c. The BOD shall draft an Investment Policy Statement and delegate to the Treasurer all such duties and responsibilities as it deems necessary to successfully oversee its implementation of the investment policy of the Association, including but not limited to the hiring and firing of external investment managers,

consultants, and advisors, as well as the day-to-day management of the investments.

- d. The Treasurer shall report on a regular basis orally and/or in writing to the Board as to the actions taken and their results within the various investment pools or funds and make recommendations on those strategic issues as described in the Investment Policy Statement.

SECTION 2B: Safekeeping of Securities:

All securities owned by the Association or held under its control shall be deposited with banks, trust companies, or other depositories as authorized by the Board of Directors. Securities shall be registered in the name of the Association.

SECTION 2C: Securities or Commodities Received as Gifts:

- a. The Association may accept grants, gifts, and awards in the form of property, securities, and commodities.
- b. For gifts greater than \$250,000, the President, with approval of BOD, may make special accommodations for investment and management by the donor.

SECTION 2d: Withdrawal from Investment Funds:

The Association may withdraw funds from Lifetime Investment dues funds pursuant to authorization by resolution of the Board of Directors. Such withdraws shall not exceed 50% of the annual increase in investment values of the previous year and shall be approved by the Council.

ARTICLE X: COUNCIL APPOINTED COMMITTEES

SECTION 1: Financial Compliance Committee (FCC)

SECTION 1A: Composition:

- a. The Financial Compliance Committee shall consist of six (6) members to be appointed by the Council on a staggered basis for a three-year term.

- Two new members shall be appointed by the Council each year to replace the retiring members.
- b. Chair and Secretary of FCC shall be elected annually by the members of the FCC among the members serving their third-year term in the Committee at its first meeting of the year. If the members in their third-year term are not available, members in their second-year term shall be elected.

SECTION 1B: Qualifications of members:

- a. Lifetime or-Annual-membership of APPNA for at least five (5) years.
- b. All members of the Committee shall be current members of the Association in good standing. They shall also be members in good standing for the previous five (5) consecutive years.
- c. Must have served as a member of the Council, or of APPNA Executive Committee, Board of Directors, Board of Trustees, or APPNA Finance Committee in the past.
- d. There shall not be more than two (2) members from the same Alumni at the same time on this Committee.

SECTION 1C: Manner of Appointment:

- a. APPNA Council shall select a nomination subcommittee of three (3) members at its Summer Meeting. The subcommittee shall request nominations from the general membership. Any APPNA member may submit a maximum of two nominations.
- b. The subcommittee shall vet all prospective candidates and present a slate with a brief biodata of each candidate at the Fall Meeting of the Council.
- c. Each council member shall submit up to two (2) choices in writing to the APPNA Director of Operations within fifteen (15) days after the Fall Meeting. The APPNA Director of Operations shall send the tabulated results to the BOD.
- d. The top two (2) nominees receiving the highest votes shall be elected as FCC members. The President of APPNA shall announce the results to the membership.

- e. The tenure of the Committee shall begin on January 1, of the following year.

SECTION 1D: Duties and responsibilities:

- a. Financial Compliance Committee shall perform all such duties and responsibilities as it deems necessary to implement oversight of all APPNA finances to ensure compliance with APPNA bylaws and budgetary requirements.
- b. Financial Compliance Committee shall receive financial reports of all APPNA accounts and transactions at least every quarter.
- c. The Financial Compliance Committee shall conduct and supervise an annual audit of APPNA's accounts to be made by a certified public accountant.
- d. Financial Compliance Committee shall approve a non-budgeted item/project over \$20,000 at the request of the Board of Directors.
- e. The members of the Financial Compliance Committee may inspect all books, records, and documents of every kind related to the financial records of APPNA. This inspection may be made in person and the right of inspection includes the right to copy and make extracts of documents.
- f. Financial Compliance Committee may ask for recovery of any funds if spent inappropriately by any member of the BOD or Committee Chairs or Co-chairs.

SECTION 1E: Meetings:

- a. All tasks and affairs of the Financial Compliance Committee shall be conducted through a duly convened meeting.
- b. A meeting may be called by the Chair or by a majority of the members. A written notice of 72 hours shall be required for all regular meetings. The Chair may call a meeting with 24-hour notice for an urgent matter. The matter of urgency shall be approved by a majority of members present at the said meeting prior to any further proceedings.
- c. The presence of a majority of committee members shall constitute a quorum for the transaction of business at any meeting provided that such a quorum does include the Chair of the FCC.

- d. All decisions shall be made by an affirmative vote of at least four (4) members. For matters involving the recovery of funds or any punitive actions against a member for fiduciary misconduct shall require a minimum affirmative vote of five (5) members.

SECTION 1F: REPORTING TO BOD:

The Financial Compliance Committee shall present its reports, findings, and recommendations to the APPNA Board of Directors for action. The BOD shall implement all the actionable items. However, the BOD may reject all or parts of recommendations of the FCC by a vote of seven (7) members of the Board of Directors on each matter. The matter shall then be presented to the Council for a vote. An affirmative vote by at least 50% of total Council members eligible to vote shall make it mandatory for the BOD to act.

SECTION 2: ETHICS & GRIEVANCE COMMITTEE (EGC)

SECTION 2A: GENERAL:

- a. Ethics and Grievance Committee shall hear any written complaint brought by any member(s) of APPNA who believes that he/she has been wronged by the actions of others.
- b. Ethics and Grievance Committee may provide advisory opinions to APPNA members and officers on questions concerning ethical standards and practices, and to otherwise help educate the membership about their ethical obligations and provide professional guidance around ethical conduct.

SECTION 2B: Composition:

- a. Ethics and Grievance Committee (EGC) shall compose of nine (9) members, including its Chair.
- b. Three (3) members shall be elected each year by the APPNA Council for a three-year term on a staggered basis.
- c. The Chair shall be elected annually by the members of the EGC among the members serving their third-year term in the Committee in the first 30 days of the year.

- d. The Chair shall be responsible for keeping the Council, and the BOD informed of their committee's activities by way of reports, as needed.

SECTION 2C: Qualifications of members:

- a. The Committee members shall be members of the Association in good standing for the previous five (5) consecutive years.
- b. There shall not be more than two (2) members from the same Alumni simultaneously on the Committee.
- c. The EGC appointee should have served the Association in the following capacity; as an officer (EC) of a Component Society, or a former member of the APPNA BOT, BOD, or EGC. The member should have completed the above-mentioned positions two (2) years prior to the appointment as an EGC member.
- d. A member of the EGC shall not be eligible to contest for any elected position in APPNA for three (3) years after their tenure as a member of EGC.
- e. No member of the EGC shall serve two consecutive 3-year terms.
- f. The Board of Directors may object to any appointee by seven (7) out of nine (9) votes and request the APPNA Council for an alternative appointee.

SECTION 2D: Manner of Appointment:

- a. APPNA Council shall select a nomination subcommittee of three (3) members for appointment to the EGC at its Summer Meeting. The subcommittee shall request nominations from the general membership. Any APPNA member may submit a maximum of two (2) nominations.
- b. The subcommittee shall vet all prospective candidates and present a slate with a brief biodata of each candidate at the Fall Meeting of the Council.
- c. Each council member shall submit up to three (3) choices in writing to the APPNA Director of Operations within fifteen (15) days after the Fall Meeting. The APPNA Director of Operations shall send the tabulated results to the BOD.

- d. The top three (3) nominees receiving the highest votes shall be elected as EGC members. The President of APPNA shall announce the results to the membership.
- e. The tenure of the Committee shall begin on January 1, of the following year.

SECTION 2E: Meetings:

- a. All tasks and affairs of the Ethics and Grievance Committee shall be conducted through a duly convened meeting.
- b. A meeting may be called by the Chair or the majority of its members. A written notice of 72 hours shall be required for all regular meetings. The Chair may call an urgent meeting within less than 72 hours for an urgent matter. The matter of urgency shall be approved by most members present at the said meeting prior to any further proceedings.
- c. The presence of a majority of the members shall constitute a quorum of any meeting if the Chair is present. All decisions shall be made by the affirmative vote of at least five (5) members. For matters involving any recommendation for punitive action(s) against a member for ethical misconduct shall require a minimum affirmative vote of seven (7) members.

SECTION 2F: Duties and responsibilities:

- a. The Committee may receive and review and give a decision on all ethical conduct and grievances brought forward by any member, Committee, component society, affiliate or allied or auxiliary organization, Council, and BOD.
- b. The Committee shall develop guidelines, policies, and procedures regarding the performance of its duties, which ensure each member's rights and the due process. The EGC policies shall include mandatory training to be completed by the new appointees to the Committee within thirty (30) days. The EGC shall present these SOPs to the BOD for approval.
- c. A written complaint(s) may be filed with the Committee within thirty (30) days of the incident. In some instances, the EGC may appoint a mediator to resolve the conflict as described elsewhere in these Bylaws.

- If the mediation is not successful, the EGC shall issue a written decision to the concerned parties within forty-five (45) days of the filing of the complaint(s).
- d. The EGC shall present its decision to the BOD for action. The decision may include monetary fines not to exceed \$2000 or temporary suspension of membership. The BOD shall implement all the actionable items. However, an appeal to the decision may be made to the Council within fourteen (14) days. The Council shall act on the appeal within fourteen (14) days. The Council may overturn the decision of the EGC by 2/3 majority of total council members eligible to vote, and no further actions can be taken by the EGC or Council.
 - e. If necessary, the BOD by majority vote may appoint an arbitration panel as described elsewhere in these Bylaws to resolve the conflict.
 - f. If above process is not successful, any party may seek external mediation and, if needed, legal arbitration on the ruling of EGC or the Council at their own expense. The decision of the arbitration panel shall be final. No judicial or extrajudicial recourse is allowed by the Association.
 - g. EGC may consider some items confidential. All matters that are strictly confidential shall not be shared with others outside the EGC. Minutes of these meetings, which are not confidential, may be released to the BOD/membership pursuant to Illinois Law.

SECTION 3: NOMINATIONS AND ELECTION COMMITTEE (NEC)

SECTION 3A: Composition:

- a. Nomination and Election Committee (NEC) shall compose of nine (9) members, including its Chair.
- b. Three (3) members shall be elected each year by the APPNA Council for a three-year term on a staggered basis.
- c. The Chair shall be elected each year by the members of the NEC from among the members serving their third-year term.
- d. The Chair shall be responsible for all correspondence with the Board of Directors, the APPNA Council, and the general membership.

SECTION 3B: Qualification of members:

- a. All members of the Committee shall be current members of the Association in good standing. They shall also be members in good standing for the previous five (5) consecutive years.
- b. There shall not be more than one (1) member from the same Alumni at the same time on the Committee.
- c. BOD may object to any member with at least seven (7) votes. If there is such an objection, Council will propose another name.
- d. A member of the NEC shall not be eligible to contest for any elected position in APPNA for three (3) years after their tenure as NEC member.

SECTION 3C: Manner of Appointment:

- a. APPNA Council shall select a nomination subcommittee of three (3) members for appointment to the NEC at its Summer Meeting. The subcommittee shall request nominations from the general membership. Any APPNA member may submit a maximum of two (2) nominations.
- b. The subcommittee shall vet all prospective candidates and present a slate with a brief biodata of each candidate at the Fall Meeting of the Council.
- c. Each council member shall submit up to three (3) choices in writing to the APPNA Director of Operations within 15 days after the Fall Meeting. The APPNA Director of Operations shall send the tabulated results to the BOD.
- d. The top three (3) nominees receiving the highest votes shall be elected as NEC members. The President of APPNA shall announce the results to the membership.
- e. The tenure of the Committee shall begin on January 1, of the following year.

SECTION 3D: Meetings:

- a. All tasks and affairs of the Nomination and Election Committee shall be conducted through a duly convened meeting.
- b. A meeting may be called by the Chair or by a majority of the members. A written notice of 72 hours shall be required for all regular meetings. The Chair may call a meeting with 24 hours' notice for an urgent matter. The

- matter of urgency shall be approved by a majority of members present at the said meeting prior to any further proceedings.
- c. The presence of a majority of the members shall constitute a quorum of any meeting if the Chair is present. All decisions shall be made by an affirmative vote of five (5) members. For matters involving any punitive actions against a candidate for violation of the code of Election, conduct shall require a minimum affirmative vote of seven (7) members.

SECTION 3E: Duties and responsibilities:

- a. The Committee shall formulate an election code of conduct within the first six (6) weeks of the calendar year. Any change in the code of conduct shall have to be approved by the BOD.
- b. The Committee shall recommend an authentic election agency to conduct the Election. Any change in election agency shall be approved by the APPNA BOD.
- c. For the position of Board of Directors, the Nomination and Election Committee (NEC) shall seek nominations of the eligible members of the Association, who have received a minimum of fifteen (15) nominations by the Active members of the Association at least four (4) weeks before the Summer Annual Meeting. After considering the nominations so received, the NEC shall submit a slate of candidates for the Directors of the Association to all members with a short resume of each candidate. There shall be at least three (3) nominees for directors. No member of the Nomination and Election Committee will be eligible for any post on the ballot.
- d. For a nomination of the President-Elect of Association, the Nomination and Election Committee shall seek nominees among the eligible members of the Association, who have received a minimum of fifteen (15) nominations by the Active members of the Association. Upon completion of term as a Director, a minimum period of one (1) calendar year must elapse prior to Election for President-Elect.
- e. The candidate nomination fee shall be determined by the Committee every year.
- f. All election-related communication by the candidates, postal and digital, shall be approved and dissemination by the NEC.

- g. NEC shall specify allowable methods of campaigning by the candidates and establish a code of conduct. There shall be no social media campaign.
- h. NEC shall be authorized to implement the election code of conduct in accordance with these Bylaws. The NEC shall approve and authorize the rules and regulations for a fair election, and all candidates must sign a pledge to abide by it. Failure to strictly follow these rules could result in disqualification and/or fines by the NEC.
- i. A candidate may file a grievance with the NEC, and the NEC shall deliberate within a reasonable time as defined by the Code of Conduct. The decision of the NEC may be appealed to the Ethics and Grievance Committee.

ARTICLE XI - BOD APPOINTED COMMITTEES

SECTION 1: GENERAL:

- a. Unless specified in these Bylaws, all standing committees shall be approved by the BOD.
- b. The APPNA BOD shall develop criteria for the selection of nominees to all standing committees.
- c. Each committee member shall be an active member of APPNA.
- d. The tasks and scope of each standing Committee shall be under the guidance of the BOD of APPNA.
- e. All committees shall report their proceedings and any action items to the BOD.

SECTION 2: Manner of Appointment:

- a. Each committee member shall be appointed for a staggered term of two (2) years but maybe reappointed again for a total of two terms. Four (4) members shall be added annually to replace the retiring members.
- b. There shall be a total of nine (9) members, including the Chair of each Standing Committee unless specified differently in these Bylaws. By a vote of the two-thirds majority, the Board of Directors (BOD) may add additional members.

- c. The President shall appoint members of the committees as specified in Article X, Section 2a of these Bylaws with the approval of majority of BOD.
- d. The President shall appoint Chair and Co-Chair of all standing committees.
- e. The BOD, with a seven (7) member majority vote, may reject the choice of a Chair or Co-Chair and request the President to choose a different chair/Co-Chair. The second nominee shall be the final appointment.
- f. The Chair of a committee shall not serve for more than two (2) consecutive terms. However, they can serve for another two (2) years after a gap of one year.
- g. The President shall fill any vacancies with the Approval of a majority vote of the BOD.
- h. The President may appoint an advisor of the Committee as a non-voting member.

SECTION 3: Meetings:

- a. The task of each Committee shall be conducted through a duly convened meeting.
- b. All committee meetings shall be conducted according to Robert's rules.
- c. All meeting notifications shall be sent through the APPNA office.
- d. Meetings of any committee may be called by the Chairperson of the Committee or a majority of the committee members by notification to all members as long as the Chair is present. If the Chair is absent, the Co-chair shall chair the meeting.
- e. A majority of committee members shall constitute a quorum for the transaction of business at any meeting provided that such a quorum does include the Chair or Co-chair of the Committee.
- f. The acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the standing Committee, unless a greater number is required by these Bylaws.
- g. Any action items brought to the BOD by the Committee shall be approved by the majority vote of BOD at a duly convened meeting. An electronic approval shall need unanimous consent.

SECTION 4: Term:

- a. The term of office for all standing committee members shall be two (2) years, staggered, beginning January 1.
- b. The Committee shall remain in effect in the subsequent year until the new Committee is formed.

SECTION 5: Resignation and Removal:

- a. Any member of a committee may resign at any time by giving written notice to the chairperson of the Committee.
- b. Any member of a committee may be removed at any time by a resolution adopted by a supermajority of seven (7) Board of Directors. The President shall then fill the vacancy.

SECTION 6: Special Committees:

- a. President with Approval of BOD may appoint an Ad-hoc Committee and/or Taskforce.
- b. The Committee may continue into next year with the Approval of next year's President.
- c. The President, with Approval of BOD, may appoint a new APPNA standing committee with provisional status for three years. After three years, it may be changed to the permanent standing Committee with Approval of the Council.

SECTION 7: STANDING COMMITTEES:

- 1. APPNA Committee on Advocacy, Legislative and Government Affairs.
- 2. APPNA Awards Committee
- 3. APPNA Medical Corps
- 4. APPNA Qatra Fund
- 5. Constitution and Bylaws Committee
- 6. Committee for Liaison with Professional Organizations
- 7. Committee on Young Physicians
- 8. Communications Committee
- 9. Finance and Investment Committee
- 10. Local Host Committees

11. Medical Education & Research, International Training & Transfer-of-Technology (MERIT) Committee
12. Membership Committee.
13. Office Management and Oversight Committee
14. Publication Committee
15. Research, Education and Scientific Affairs Committee (RESA)
16. Scholarship Committee
17. Social Welfare & Disaster Relief Committee
18. Young Professionals Network

ARTICLE XII: VACANCIES

SECTION 1: BOD:

- a. The BOD member position shall be declared vacant by the Council when the BOD member resigns or leaves North America for a period longer than three months without prearrangement with the BOD or becomes unable to carry out the duties of the office for reasons of health or otherwise.
- b. Any vacancy of less than one year occurring in BOD shall be filled by a two-thirds majority vote of the remaining Board of Directors and by Approval of the majority of the APPNA Council members. A Director so appointed to fill a vacancy shall be appointed for the remainder of the year. If a vacancy is more than one year, Election and nomination committee shall conduct a special election to fill the vacant seat.

SECTION 2: PRESIDENT:

Should the office of the President become vacant, the President-elect shall succeed to the Presidency for the unexpired term in office.

- a. Should the office of President thereafter again become vacant, if the unexpired term is less than six (6) months, the Immediate Past President shall succeed to the Presidency.
- b. In case the unexpired term is longer than six (6) months, the Council, at a regular or a special meeting, shall elect a new President from amongst the senior members of the BOD to serve until the completion of the unexpired term.

SECTION 3: PRESIDENT-ELECT:

- a. Should the office of the President-elect fall vacant, the Council, within 30 days, shall designate one of the senior BOD members to fulfill responsibilities of the President-elect till the new President-elect is elected.
- b. The Election and Nomination Committee shall conduct an election within 30 days for the position of President-elect for the current year. The person elected shall assume the office of the President-elect for the remainder of the calendar year.

SECTIONS 4: IMMEDIATE PAST PRESIDENT:

The vacant office of Past-President shall remain vacant until the end of that term.

SECTIONS 5: SECRETARY/TREASURER:

Any vacancy of less than one year of Secretary or Treasurer shall be filled by a two-thirds majority vote of the remaining Board of Directors. Secretary or Treasurer so appointed to fill a vacancy shall be appointed for the remainder of the year.

SECTIONS 6: COUNCIL:

If the position of member of Council becomes vacant for any reason, the new officer shall be elected by the Component Societies themselves to fill the vacancies, within 60 days of the vacancy.

ARTICLE XIII: REFERENDUM

SECTION 1: DECISION TO CALL A REFERANDUM:

Any of the following bodies may call for a general referendum by using all means within 60 days upon any question pertinent to the purpose and objectives of the Association:

- a) President with Approval of BOD
- b) Majority of Council members
- c) Ten percent (10%) of Active Members may petition BOD to conduct a referendum.

SECTION 2: VOTING OF REFERANDUM:

The matter in question in the referendum shall be approved with a simple majority provided at least 50% of the total active membership as determined on December 31 of the preceding year has responded prior to the set deadline within the same year.

ARTICLE XIV: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall carry and maintain insurance from reputable carriers for indemnification of all office bearers. The directors and officers, whether or not currently in office, and by their heirs, executors, administrators and assigns, shall be indemnified by the Association against all costs, expenses, judgments, fines and awards (collectively "Costs") reasonably incurred by or imposed upon them or their estates in connection with or resulting from any action, suit or proceedings, whether civil, criminal, administrative or investigative, or any settlement thereof, to which they or their estates shall or may be made a party, or with which they shall or may be threatened by reason, directly or indirectly, of their being or having been a director, officer or committee chair/co-chair of the Association, to the fullest extent permitted by applicable law or public policy of the State of Illinois, if such persons acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The Costs against which any director, officer or committee chair/co-chair shall be so indemnified shall be those actually paid or for which liability is actually incurred, irrespective of whether such Costs are taxable, costs as defined or allowed by statute or rule of court. Said rights of indemnification shall be in addition to any other rights with respect to any such Costs to which such director or officer may otherwise be entitled against the Association or any other persons. By accepting the position of director or officer of the Association, the indemnification shall be considered and treated as a contractual commitment between the individual officer or director, and the Association.

ARTICLE XV: APPNA CONFLICT RESOLUTION POLICY

In the event, a dispute may arise between two or more persons operating under the authority of these Bylaws, and except as provided in Article X of these Bylaws, the parties to the dispute shall submit the circumstances and issues in dispute for mediation and if needed for arbitration as follows:

Section 1: Internal Process

- A. The EGC shall by mutual consent appoint a mediator to mediate the conflict.
- B. The goal of the mediation process and the mediator is to bring about an amicable, voluntary resolution of the dispute, and the parties shall make a good faith effort to work with one another and the mediator to affect such a resolution of their dispute.
- C. The mediator shall have sole discretion to make the determination that the parties have reached an impasse, and no voluntary resolution will be forthcoming.
- D. If the mediation is not successful, the EGC will render their decision which could be appealed to the Council as mentioned elsewhere in these Bylaws.
- E. If the Council decision is not acceptable to either party, they can request BOD for internal arbitration.
- F. BOD by majority vote shall appoint a 3-member arbitration panel to resolve the conflict.
- G. When the arbitration panel is assembled, the parties in conflict shall be permitted to present evidence and arguments in support of their position, and the panel shall deliberate as necessary to resolve the problems. In all matters, the panel shall first seek to reconcile the conflicting parties. If reconciliation is not possible, then the panel shall arbitrate a solution.
- H. If above process is not successful, any party may seek external mediation and, if needed, legal arbitration

Section 2: External Process

All costs of mediation and arbitration shall be paid by the parties to the dispute as described in section 2a and 2b. APPNA shall not be responsible for any costs associated with external mediation or arbitration.

Section 2a – Mediation

- A. Each party to the dispute shall, by mutual consent, select a qualified mediator from Chicago Bar Association, Attorney Mediation Panel to mediate

such controversy or claim; If the parties fail to reach a consensus within ten business days as to the neutral mediator, then the BOD shall ask the Director of Chicago Bar Panel to appoint the most qualified mediator in the subject area.

B. The goal of the mediation process and the mediator is to bring about an amicable, voluntary resolution of the dispute, and the parties shall make a good faith effort to work with one another and the mediator to affect such a resolution of their dispute.

C. The mediator may hold joint and separate conferences with the parties. Such conferences shall be private, and all communications therein confidential unless the parties otherwise agree.

D. Information disclosed by a party to a mediator in the performance of mediation functions shall not be disclosed voluntarily outside of mediation, except as required by law and otherwise agreed by the parties. All files, records, reports, documents, or other papers prepared by a mediator shall be considered confidential. The mediator shall not willingly produce any such confidential records of or testify regarding any mediation conducted by him, on behalf of any party to any cause pending in any type of proceeding.

E. Compensation for the mediator, if any, shall be paid equally by the parties in dispute.

F. The mediator shall have sole discretion to make the determination that the parties have reached an impasse, and no voluntary resolution will be forthcoming.

Section 2b – Arbitration

A. If the controversy or claim is not resolved as contemplated in Article I of this policy, any disputes will be settled by binding arbitration conducted before one arbitrator in accordance with the Commercial Rules of Arbitration with JAMS, commonly known as Judicial Arbitration and Mediation Services.

B. When the arbitration panel is assembled, the parties in conflict shall be permitted to present evidence and arguments in support of their position, and the panel shall deliberate as necessary to resolve the problems. In all matters, the panel shall first seek to reconcile the conflicting parties. If reconciliation is not possible, then the panel shall arbitrate a solution, and such a solution shall be binding upon all parties.

C. 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.

D. The arbitrator may award recovery of all costs and fees (including attorney fees, administrative fees, arbitrator fees, and court costs) to the prevailing party.

E. By virtue of being a member of APPNA, each member waives any and all rights to bring an action for judicial or injunctive relief with respect to any provision of the Bylaws or the conduct of the activities by APPNA by its Board of Directors, Council, or any of its committees. Upon demand by APPNA, 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 costs for such actions to APPNA.

ARTICLE XVI: AMENDMENTS

SECTION 1: PROCEDURE

These Bylaws may be amended in accordance with the following procedure:

An amendment may be proposed by:

- a. 5% of active members by submitting such a proposal to the CABL Committee, or
- b. A majority of the members of the Board of Directors, or
- c. A majority of the members of the Council or
- d. a majority of the CABL committee
- e. The Constitution and Bylaws Committee shall submit its recommendations to the Council at least fifteen (15) days before the Council meeting.
- f. Approval of the amendments shall require an affirmative vote of at least 50% of total Council members eligible (as determined by Article VI, section 1) to vote, as long as quorum requirements to conduct the meeting are met.
- g. The amendments rejected by the Council shall be returned to the proposer who may resubmit it with signatures of 5% new signatures of active members of the Association in good standing, in addition to any previously submitted signatures. In such a case, these amendments shall be circulated to the general membership fifteen (15) days before the next meeting and shall be presented to the General Body for a vote.

- h. The amendment(s) approved by the Council shall be circulated to the general membership at least fifteen (15) days before the next General Body meeting.
- i. After the General Body meeting, a ballot shall be sent using all means within four (4) 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 within the same year.
- j. If 50% of the active membership does not respond within the same year, a new ballot for the same amendments may be sent to the membership in the subsequent year. However, for majority approval, it shall still require a response by at least 50% of active membership for that year.
- k. The amendment shall become effective immediately upon adoption.

ARTICLE XVII: RECALL OF AN APPNA OFFICER

SECTION 1: BASIS FOR RECALL

APPNA Officers, elected by the general membership, are endowed with the high office of great authority and immense responsibility. They are expected to conduct themselves at all times in a manner commensurate with their office. If the conduct of an officer is deemed in contravention to the highest ideals of APPNA, willfully and maliciously against its Constitution, Bylaws, policies, and procedures, or significantly detrimental to the organization, the officer may be recalled in the following manner.

SECTION 2: RECALL PROCESS

- a. A petition for recall of any officer of APPNA shall only be initiated by a three-fourth majority vote of total Council members eligible to vote.
- b. The petition with verifiable signatures of the petitioners in conjunction with the facts of the infraction shall be submitted in writing to the Secretary of APPNA.
- c. The Secretary shall provide a copy of the petition to the concerned officer within seven (7) days of receipt of the petition.

- d. The officer shall submit a written response to the Secretary within fourteen (14) days of the receipt of the petition.
- e. The petition shall be submitted to the general membership within seven (7) days, along with the response from the officer and the recommendations of the Council.
- f. The vote of the general membership shall have to be received in the APPNA office within fifteen (15) days of the mailing/ posting of the ballot (Electronic or mail). The last date of the receipt of the vote at the APPNA office shall be clearly marked on the ballot.
- g. The Secretary shall count the votes within seven (7) days of the last date for the receipt of votes at the APPNA office. The resolution of recall shall be considered operative, and the officer in question recalled on receiving a majority vote of greater than 50% of the total Active membership of the Association as determined on the day the petition is received at the APPNA office.
- h. The vacancy thus created shall be filled as described in the APPNA Bylaws,
- i. The President-Elect shall substitute for the President in any proceedings against the President. The President-Elect shall also perform the duties of the Secretary in these proceedings if the petition is directed against the Secretary.

ARTICLE XVIII: DISSOLUTION

SECTION 1: PROCEDURE

No proposal for the dissolution of the Association shall be considered unless recommended by a two-thirds majority of Board of Directors and a two-thirds majority of the total Council members eligible to vote and only after four (4) weeks notices in writing has been given to each member of the Association. The Association shall not be dissolved if 5% or more of the voting member's dissent.

SECTION 2: ALLOCATION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of

the Association in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

APPENDICES

- The Appendices are not part of Bylaws and any changes in the contents does not need to follow the Bylaws Amendment process.
- The contents in the Appendices may be changed by the approval of BOD and affirmative vote of at least 50% of Council members eligible to vote.

APPENDIX A

BOD Appointed Committees

APPNA COMMITTEE ON ADVOCACY, LEGISLATIVE AND GOVERNMENTAL AFFAIRS

1. This Committee shall serve to provide APPNA and its membership guidelines concerning the advocacy, legislative, and government affairs in the United States on the issues that may impact the organizational mission and its membership.
2. This Committee will address issues concerning APPNA members, such as
 - a) Preservation of Civil rights and liberties.
 - b) Immigration-related issues, especially concerning new physicians coming to the United States.
 - c) Advocacy for issues related to the practice of medicine
 - d) Collaborating with other organizations to promote common causes
 - e) Other relevant issues.

APPNA Awards Committee

Committee Appointment:

APPNA BOD appoints Awards Committee.

The APPNA President shall appoint one of the members to serve as committee chairperson.

Committee Composition:

The Committee should comprise seven (7) members. All committee members shall be APPNA members for at least ten years and include:

1. One past President of APPNA.
2. One past member of Board of Directors or Board of Trustees
3. One former recipient of Gold Medal and or Lifetime Achievement Award
4. One-lifetime member of APPNA at large

Committee Members Terms:

1. The committee members shall serve staggered terms.
2. Each member shall be appointed for a 2-year term.
3. No member shall serve more than one consecutive term.

Committee Members Code of Conduct:

1. Members shall sign an affidavit declaring their agreement with the code of conduct and committee rules and regulations.
2. Members shall disclose all conflicts of interest to the BOD in reference to potential award recipients.
3. Members shall maintain the confidentiality of all discussions regarding individual candidates.
4. Any violation of the code of conduct shall be considered grounds for termination of committee membership and disqualification for future appointments to the Committee.

Rules and Regulations:

1. The Committee shall operate under the APPNA Bylaws and its standard operating procedures.
2. The Committee may adopt rules and operating procedures for its own functions in compliance with the above.

Awards Categories:

A. Individual Awards of Excellence

B. Group Awards for Organizational Excellence

A. Individual Awards of Excellence:

1. APPNA Gold Medal.
2. APPNA Lifetime Achievement Award.
3. APPNA Dost/Friend of APPNA
4. APPNA Award for Humanitarian Services.
5. APPNA Award for Literary Excellence

A. Individual Awards of Excellence

APPNA Gold Medal:

1. Purpose:

The APPNA Gold Medal is the highest Award given by the Association to any member in recognition of his/her exceptional services rendered to APPNA.

2. Qualifications and Eligibility:

- a. The nominee shall be an APPNA member for at least 10-years.
- b. The medal will be awarded in recognition of services that advance the mission of APPNA, enhance APPNA's image, improve organizational performance, and/or benefit APPNA membership.
- c. Current officers of APPNA, members of the Board of Directors, and members of the Awards Committee are not eligible for the medal.

APPNA Lifetime Achievement Award:

1. Purpose:

The APPNA Lifetime Achievement Award will be awarded to an APPNA member in recognition of the member's lifelong services to the profession, community, or Association.

2. Qualifications and Eligibility:

- a. The nominee shall be an APPNA member for at least ten years.
- b. Award will be bestowed in recognition of a lifelong body of work by an APPNA member demonstrating dedication, commitment, and outstanding achievements in fostering the finest ideals of the profession, community service, or other endeavors.
- c. Current officers of APPNA, members of the Board of Directors, and members of the Awards Committee are not eligible for the Award.

APPNA Dost/Friend of APPNA

1. Purpose

The APPNA Dost/Friend of APPNA Award is given to an individual, group of individuals, or organization who contributed to or aided APPNA in fulfilling its mission.

2. Qualifications and Eligibility

- a. Award shall be given to a non-APPNA member or organization in North America or Pakistan who has provided substantial assistance to APPNA in the field of medical education, promotion of healthcare, advocacy, philanthropy, and services to benefit APPNA membership.
- b. Family members of current officers of APPNA, Board of Directors, contractors of APPNA Committee shall not be eligible for this Award.

APPNA Award for Humanitarian Services:

1. Purpose:

The APPNA Award for Humanitarian Services will be awarded to an individual for a lifelong commitment and outstanding achievements in community service and/or humanitarian endeavors.

2. Qualifications and Eligibility:

- a. The Award may be bestowed on any individual, irrespective of their affiliation with APPNA.

APPNA Award for Literary Excellence:

APPNA Award for Literary Excellence will be awarded to recognize and acknowledge the contributions of an APPNA member in the field of literature.

Composition:

It will be an independent sub-committee of the Awards Committee.

It will be announced at least three months before the APPNA Summer Meeting.

The Chair and the co-chair of the Committee will not be eligible for the Award in their tenure. The Committee would be composed of:

- Chairman Publication Committee
- Chairman Mushaira Committee
- Chief Editor, APPNA Journal (English)
- Editor, APPNA Journal (Urdu)
- APPNA member who has rendered editorial services for APPNA Journal.

Qualifications and Eligibility:

- j. Active dues-paying member.
- k. Award will be given in recognition of excellent contributions of original work in any of the languages spoken and understood by a sizable number of APPNA membership.

B. Group Awards for Organizational Excellence

1. Chapter of the Year
2. Alumnus of the Year.

1. Purpose:

The purpose of these awards is to recognize outstanding performance by a chapter or Alumni for their participation in and contributions to advancing the mission of APPNA, improving the performance of the Association, and enhancing its image.

2. Nomination and Selection Procedure:

- The Awards Committee will be responsible for coordinating the nomination and selection process.

- The performance during the preceding calendar year will be used to evaluate the nominees.
- APPNA Board of Directors will be asked to submit three nominations in each category to be considered for Award by the Award Committee.

APPNA MEDICAL CORPS

1. The Committee shall arrange the deployment of healthcare professionals to areas of need in peacetime and disaster.
2. The Committee shall develop a robust program to develop healthcare expertise.
3. The Committee may collaborate with other philanthropic entities as a joint venture to promote its mission.
4. The Committee may provide medical expertise to other partner organizations.

APPNA QATRA FUND

1. The Committee shall aim to provide financial stability to APPNA by requesting donors to contribute on a monthly basis.
2. The composition of the Committee would be as specified elsewhere in these Bylaws. However, members of the Committee shall include the current President-Elect and Treasurer of APPNA.
3. The Chair of the Committee shall also be the Director of APPNA Qatar Fund and shall be appointed by the President to serve a term of 3 years.
4. The Director of The APPNA *Qatar* Fund shall keep tabs on the incoming monthly donations and pursue those donors that have stopped contributing.
5. The APPNA *Qatar* Fund may be used for covering administrative expenses and/or worthy projects of APPNA.
6. The maximum withdrawal from the APPNA *Qatar* Fund per calendar year shall be no more than 20% of its balance on December 31 of the preceding year.
7. Disbursement of The APPNA *Qatar* Fund monies shall require a majority vote of the Committee.

Communications Committee

1. The Committee shall assist the President and the BOD with all official electronic communications, including but not limited to electronic newsletters, maintaining social media pages, and APPNA website.
2. The Committee shall be responsible for disseminating information regarding APPNA work to social media, news outlets, and other public or private agencies as directed by the BOD.

C. COMMITTEE FOR LIAISON WITH PROFESSIONAL ORGANIZATIONS

1. The Committee shall coordinate APPNA's relationships with all other professional organizations and report the activities of these organizations to President and BOD and make recommendations regarding APPNA's involvement with these organizations.
2. The Committee shall develop networks of APPNA members involved in other professional organizations to coordinate their activities.
3. The Committee shall develop programs to help APPNA members in the various professional organizations, acquire and refine leadership skills so that they may be able to play a positive role in their respective professional organizations

COMMITTEE ON YOUNG PHYSICIANS

1. The Committee shall develop and maintain a database and information system regarding all Physicians-in-Training in North America.
2. The Committee shall provide support for the physicians-in-training to develop a Physicians-in-Training Section within the organization.
3. The Committee shall serve as a resource to Physicians-in-training in providing them guidance and counseling, assist in professional development, other pertinent needs.
4. The Committee, in collaboration with the Research, Education, and Scientific Affairs Committee, shall provide guidance to the physicians in training.
5. The Committee, in collaboration with Membership Committee, shall develop a package to welcome Physicians in training to APPNA.
6. The Committee, in collaboration with Advocacy Committee, will address visa issues concerning new physicians coming to United States
7. The Committee shall organize a mentor's group for career development.

CONSTITUTION AND BYLAWS COMMITTEE

1. The Committee may itself propose and shall review any proposal for amendments and make its recommendations as outlined elsewhere in the Bylaws.
2. The Chairman or his/her designee shall serve as a resource person to the organization for the parliamentary procedure(s).
3. The Committee shall organize educational programs for the Association regarding parliamentary procedure and conduct of its meetings.

FINANCE AND INVESTMENT COMMITTEE

1. The Treasurer shall chair the Committee
2. The Committee shall develop policies and procedures regarding the financial affairs of the Association and present those for Approval by the BOD.
3. The Committee shall oversee all the Association's financial activities, including office expenses and various committee expenses
4. The Committee shall oversee the long-term investments of the Association.
5. The Committee shall present a financial report to FCC every 60 days.

LOCAL HOST COMMITTEES.

1. Local Host committees, including the Chair, shall be appointed by the President.
2. The Committee shall assist the BOD in the local arrangements for the APPNA annual and regional meetings. This assistance will include hotel selection with Approval of the President, budget development for all meeting expenses, and fundraising.
3. The Chair shall be required to provide a budget of all expected income and expenses of the meetings at least sixty days before a meeting. The budget shall be approved by the BOD no later than 30 days prior to the meeting.

MEMBERSHIP COMMITTEE

1. The Membership Committee shall develop programs for enrollment and retention of members.
2. The Committee shall develop and organize a membership benefits package to make the organization's membership attractive for potential members.
3. The Committee shall look into the needs of the Pakistani descent physicians in general, and the membership in particular, and make appropriate recommendations to the BOD.

4. The Committee shall assist BOD in maintaining the membership roster
5. The Committee shall verify membership eligibility of new applicants and recommend membership approval to BOD
6. The Committee shall send a welcome package including free membership to the Physicians-in-training of Pakistani Descent.

MEDICAL EDUCATION & RESEARCH INTERNATIONAL TRAINING & TRANSFER-OF-TECHNOLOGY (MERIT) COMMITTEE

1. Develop distance learning programs in medical education, including telemedicine and telehealth.
2. Develop and promote Continuing Medical Education (CME) programs in Pakistan.
3. Develop and oversee Visiting Faculty Program and Post Graduate Teaching assignments in Pakistan.
4. Promote the Palliative Care initiative, APPNA *Sukoon*, in Pakistan.

OFFICE MANAGEMENT AND OVERSIGHT COMMITTEE

1. The Committee shall develop policies and procedures for all the operations at the central office.
2. The Committee shall oversee the management and day-to-day workings of the office under the direction of BOD.
3. The Committee shall propose a budget for the office to the Finance Committee.
4. The Committee shall provide monthly reports to the BOD.

Publication Committee

- a. The Committee shall be responsible for all the print communication, including APPNA Journal, Newsletter, APPNA directory, and other publications that Association decides to publish.
- b. The Committee shall develop strategies to raise funds to cover the Association's publication expenses.

Research, Education, AND Scientific Affairs Committee (RESA)

1. This Committee shall oversee all research, educational, and scientific affairs activities of the Association. It will include, but not be limited to:
2. Organization of the scientific sessions and educational programs at the time of the annual and the regional fall and spring meetings.
3. It will serve as a resource organization to the various chapters for organizing their scientific, educational programs.
4. It will be responsible for overseeing and developing the scientific sessions of the Association's meeting(s) in Pakistan.
5. The Committee will develop a network of Pakistani physicians involved in academic activities.
6. The Committee will also develop policies and procedures to honor physicians of Pakistani origin who have achieved academic excellence in medical sciences and technology.

SCHOLARSHIP COMMITTEE

Mission: The Committee shall oversee the grant of scholarships to students from Pakistan medical institutions who do not have the means to continue their education.

Composition:

1. Each Alumni who has donated greater than \$100,000 for the APPNA Scholarship fund shall have representation in the APPNA scholarship committee.
2. Alumni who have greater than \$500,000 in the Scholarship Endowment fund shall have up to 2 members, and over \$100 million shall have up to 3 members in the Committee.

Duties:

1. The Committee shall oversee investments of the Scholarship Endowment funds.
2. The Committee may do fundraising for the Scholarship fund. The donations shall be deposited into respective Scholarship fund subaccounts as directed by the donor.
3. The Committee shall develop criteria for the selection of candidates and distribution of funds by participating Alumni.

SOCIAL WELFARE AND DISASTER RELIEF COMMITTEE

1. The Committee shall raise funds and in-kind goods for charitable purposes.
2. The Committee will disburse the funds or in-kind goods to people in need.

3. The Committee may collaborate with other appropriate institutions or other organizations with BOD approval.
4. It shall develop rules and regulations for its governance.

YOUNG PROFESSIONALS NETWORK (YPN)

1. YPN shall provide opportunities for singles for social networking.
2. YPN shall strive to maintain a friendly, casual, no-pressure environment where successful singles can meet and connect with participants.
3. YPN shall hold a zero-tolerance policy towards inappropriate and unacceptable behavior.

APPENDIX B

Conflict of Interest Policy

Article I. Purpose

The purpose of this Conflict-of-Interest policy is to protect the interests of the Association of Physicians of Pakistani-Descent of North America (the "Association") when it is contemplating entering into any transaction or arrangement that might benefit the private interest of an officer or Director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II. Definitions

Section 1. Interested Person: Any Director, Officer, member of the Council, or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

A. An ownership or investment interest in any entity with which the Association has a transaction or arrangement.

B. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement.

C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement. Compensation includes direct and indirect

remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or Committee decides that a conflict of interest exists.

Article III. Procedures

Section 1. Duty to Disclose- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of the Council or the committees with Board delegated powers considering the proposed transaction or arrangement.

Section 2. Determining whether a conflict of interest exists after disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board, Council, or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board, Council, or committee members shall decide if a conflict of interest exists.

Section 3. Procedures of Addressing the Conflict of Interest:

A. An interested person may make a presentation at the Board, Council, or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

B. The President or the chairperson of the Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.

C. After exercising due diligence, the Board, Council, or Committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

D. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board, Council, or Committee shall determine by a majority vote of the disinterested Directors or Council members whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above

determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflicts of Interest Policy:

A. If the Board, Council, or a committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board, Council, or Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV. Records of Proceedings

The minutes of the meetings of the Board, the Council, and all committees with Board delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with any actual or possible conflict of interest, the nature of the financial interest, any action is taken to determine whether a conflict of interest was present, and the Board's, Council's, or Committee's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V. Compensation

A. A voting member of the Board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

B. A voting member of the Council or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

C. No voting member of the Board, the Council, or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is

prohibited from providing information to the Board, the Council, or to any committee regarding compensation.

Article VI. Annual Statements

Each Director, Officer, member of the Council, and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Association is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII. Periodic Reviews

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII. Use of Outside Experts

When conducting the periodic reviews provided for in Article VII, the Association may, but need not, use outside experts to advise it. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

APPENDIX C APPNA ANTI HARRASSMENT POLICY

APPNA strives to create and maintain an environment in which people are treated with dignity, decency, and respect. The environment of APPNA should be

characterized by mutual trust and the absence of intimidation, oppression, and exploitation. APPNA will not tolerate unlawful discrimination or harassment of any kind. Through enforcement of this policy of and by education of employees and members APPNA will seek to prevent, correct, and discipline behavior that violates this policy. This policy holds true for all social media platforms as well.

APPENDIX D

TRANSITION DOCUMENT FOR IMPLEMENTATION OF BYLAWS 2021 PASSED BY GENERAL MEMBERSHIP ON DECEMBER 15, 2021

1. This document amends the APPENDIX D attached to the approved amendments 2021
2. Notwithstanding anything contained in the bylaws 2021, the following shall apply for a smooth and efficient transition of APPNA from the previous CABL to the bylaws adopted on December 15, 2021.
3. Unless otherwise specifically noted below, this document indemnifies decisions taken by the Board of Directors and Council December 15, 2021 and onwards.
4. Elections of Officers held in 2021 shall remain valid.
5. The Secretary and Treasurer for 2022 shall serve a one-year term, ending December 31, 2022, on the Board of Directors.
6. The Secretary and Treasurer for 2022 shall be eligible to run for the office of President-elect and/or BOD for 2023.
7. Ethics and Grievance Committee (EGC)
 - a. Before the final approval from the BOD and list of names of members will be shared with council for their input electronically and Council's input will be considered by BOD for incorporation. The members shall otherwise fulfill criteria as laid down in the bylaws Article X, Section 2C (b, d, e & f). The committee appointed thus shall elect its own chair and co-chair from amongst itself. The President shall preside over the first meeting of the committee after its formation.
 - b. The term of the E&GC for 2022 shall end on December 31, 2022. Any unfinished business before the committee shall automatically carry over to the incoming committee for the year 2023.
 - c. Notwithstanding anything in the bylaws Article X, the members of the E&GC appointed as per Clause #7 above shall be eligible for consideration for future election to the E&GC by the Council.
 - d. The E&GC for the year 2023 and onwards shall be elected by the Council as per Article X, Section 2D.
 - e. The nomination subcommittee formed by the Council 2022 shall seek nominations from the general membership for EGC for 2023-25. Three (3) nominees who receive the highest votes from the Council shall serve a (3) year term ending on December 31, 2025. Three (3) nominees who receive the second highest votes from the Council shall serve a two (2) year term ending on December 31, 2024. Three (3) nominees who receive the third highest votes from the Council shall serve a one (1) year term ending on December 31, 2023. Any members with same number of votes shall be chosen by luck of draw.
 - f. EGC 2023 shall elect its own chair and co-chair from amongst itself. The President shall preside over the first meeting of the committee after its formation. Chair EGC 2024 shall be elected from among its members serving the second year of their term.
8. Nomination and Election Committee (NEC)
 - a. Before the final approval from the BOD and list of names of members will be shared with council for their input electronically and Council's input will be considered by BOD for incorporation. The members shall otherwise fulfill all criteria as laid down in the bylaws Article X, section 3B. The committee appointed thus shall elect its own chair and

APPENDIX D

- co-chair from amongst itself. The President shall preside over the first meeting of the committee after its formation.
- b. The term for the NEC 2022 shall end on December 31, 2022.
 - c. The NEC for the year 2023 and onwards shall be elected by the Council as laid down in the bylaws Article X, section 3C.
 - d. Notwithstanding anything in the bylaws Article X, the members of the NEC appointed as per Clause #7 above shall be eligible for consideration for future election to the NEC by the Council.
 - e. The nomination subcommittee formed by the Council 2022 shall seek nominations from the general membership for NEC for 2023-25. Three (3) nominees who receive the highest votes from the Council shall serve a (3) year term ending on December 31, 2025. Three (3) nominees who receive the second highest votes from the Council shall serve a two (2) year term ending on December 31, 2024. Three (3) nominees who receive the third highest votes from the Council shall serve a one (1) year term ending on December 31, 2023. Any members with same number of votes shall be chosen by luck of draw.
 - f. NEC 2023 shall elect its own chair and co-chair from amongst itself. The President shall preside over the first meeting of the committee after its formation. Chair NEC 2024 shall be elected from among its members serving the second year of their term.
9. Notwithstanding anything contained in Section V, 3-b of the bylaws, the NEC 2022 shall establish rules and guidelines for efficiently conducting elections of the officers of the organization during the year 2022. These rules shall apply before final approval from the BOD and COC will be shared with council for their input electronically. Council's input will be considered by BOD for incorporation in COC.
 10. The Board of Trustee members, working or otherwise nominated by the BOT, as on December 31, 2021, shall become members of the Financial Compliance Committee and complete their remaining term as members of the erstwhile BOT as members of the FCC. The Council in 2022 shall elect two members to the FCC for a three-year term starting January 1, 2023. The Council in 2023 will elect one (1) member to the FCC to assume membership on Jan 1st, 2024, for a three-year term. The Council in 2024 will elect one (1) member to the FCC to assume membership on Jan 1st, 2025, for a two-year term. The Council in 2025 will elect two (2) members to the FCC to assume membership on Jan 1st, 2026, for a two years' term. After which the council will elect members as per the bylaws.
 11. The NEC shall arrange for elections of four members-at-large of the BOD. Three members thus elected shall have their term end on December 31, 2023, and the fourth member elected, with the lowest margin of votes amongst the successful candidates, shall have his/her term end on December 31, 2022.
 12. The President 2022 shall appoint four (4) members of each 2022 BOD appointed committee for a two (2) year term ending on December 31, 2023. These members with a two (2) year term shall need to be approved by the BOD.
 13. The host committees for 2022 shall finish their term on December 31, 2022.
 14. Notwithstanding anything in the bylaws, Article X, Section 1C(a), Section 2D(a) and Section 3C(a), the President in consultation with the BOD shall recommend a three-member committee to the Council from amongst the Council members to request nominations from the membership for Council appointed committees for 2023.

APPENDIX D

15. Article III, section 7 (g) and Article IV, section 3a (c) will only be applicable to lawsuits filed after approval of Bylaws 2021.