

# **CONSTITUTION**

## **Table of Contents**

<b>Preamble</b>		<b>3</b>
<b><u>Constitution</u></b>		<b>4-7</b>
<b>Article 1</b>	<b>Name</b>	<b>4</b>
<b>Article 2</b>	<b>Affiliations</b>	<b>4</b>
<b>Article 3</b>	<b>Aims and Objectives</b>	<b>4</b>
<b>Article 4</b>	<b>Membership</b>	<b>4</b>
<b>Article 5</b>	<b>Internal Structure and Organizations</b>	<b>4-5</b>
<b>Article 6</b>	<b>Officers and Elected Representatives</b>	<b>5</b>
<b>Article 7</b>	<b>Finances</b>	<b>5-6</b>
<b>Article 8</b>	<b>Bylaws</b>	<b>6</b>
<b>Article 9</b>	<b>Amendments</b>	<b>6-7</b>
<b>Article 10</b>	<b>Dissolution</b>	<b>7</b>

**As adopted from Central APPNA bylaws, modified per STC requirements, August 16, 2018.**

# **Bylaws**

## **Table of Contents**

### **Bylaws**

<b>Chapter 11</b>	<b>Address</b>	<b>8</b>
<b>Chapter 12</b>	<b>Membership</b>	<b>8-9</b>
<b>Chapter 13</b>	<b>Dues and Assessments</b>	<b>9-10</b>
<b>Chapter 14</b>	<b>General Body (GB) Meetings</b>	<b>10</b>
<b>Chapter 15</b>	<b>Board of Trustees (BOT)</b>	<b>10-13</b>
<b>Chapter 16</b>	<b>Legislation</b>	<b>13</b>
<b>Chapter 17</b>	<b>Executive Committee (EC)</b>	<b>13 - 15</b>
<b>Chapter 18</b>	<b>Committees of the Association</b>	<b>16</b>
<b>Chapter 19</b>	<b>Election</b>	<b>17</b>
<b>Chapter 20</b>	<b>Vacancies</b>	<b>17</b>
<b>Chapter 21</b>	<b>Referendum</b>	<b>18</b>
<b>Chapter 22</b>	<b>Seal</b>	<b>18</b>
<b>Chapter 23</b>	<b>Emergency</b>	<b>18</b>
<b>Chapter 24</b>	<b>Definition of Session and Meeting</b>	<b>18</b>
<b>Chapter 25</b>	<b>Conflict and Harassment</b>	<b>19</b>
<b>Chapter 26</b>	<b>Amendments</b>	<b>19-20</b>
<b>Appendix A</b>	<b>Recall of an Officer</b>	<b>22-23</b>
<b>Appendix B</b>	<b>Conflict of Interest Policy</b>	<b>24-26</b>
<b>Appendix C</b>	<b>Committees of the Organization</b>	<b>27-32</b>
<b>Appendix D</b>	<b>APPNA Foundation</b>	<b>33</b>

As adopted from Central APPNA bylaws, modified per STC requirements, August 16, 2018.

**PREAMBLE**

We the physicians of Pakistani descent, out of our conviction for our profession and motherland, do hereby proclaim the establishment of the Association of Physicians of Pakistani descent North America, The South Texas Chapter, 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 revision of the laws governing the Association, which shall immediately be binding on each and all of us in totality, until and unless further amended in accordance with the proper provisions herein. So help us God. Ameen.

**Signed by the Board of Trustees on September 16, 2018.**

---

**Zaki Moin**  
*Chairman of the Board*  
APPNA- STC

---

**Shagufta Naqvi**  
*Secretary, Board Member*  
APPNA- STC

---

**Muhammad T. Aziz**  
*Board Member*  
APPNA- STC

---

**Syed Ali Gardezi**  
*Board Member*  
APPNA- STC

---

**Asim Shah**  
*Board Member*  
APPNA- STC

**Signed by the Executive Committee on September 16, 2018.**

---

**Najma Tasneem Aijaz**  
*President*  
APPNA- STC

---

**Tanveer Khan**  
*General Secretary*  
APPNA- STC

---

**Ghous Khan**  
*Treasurer*  
APPNA- STC

---

**Haider Afzal**  
*President-Elect 2018-19*  
APPNA- STC

## THE CONSTITUTION

### **1. NAME**

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

### **2. AFFILIATIONS**

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.

### **3. AIMS AND OBJECTIVES**

This Association is organized for educational and scientific purposes, including for such purposes, the making of distributions to organizations, which qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Service Law). The other aims shall be:

- 3.1. To foster scientific development and education in the field of medicine and delivery of better health care, without regard to race, color, creed, gender or age;
- 3.2. To assist newly arriving Pakistani physicians in orientation and adjustment;
- 3.3. To institute ways and means to cooperate with other medical organizations in South Texas Chapter region;
- 3.4. To encourage medical education and delivery of better health care in Pakistan specifically by arranging donations of medical literature, medical supplies, and by arranging lecture tours, medical conferences, and seminars in Pakistan;
- 3.5. To participate in medical relief and other charitable activities especially in Pakistan and in South Texas Chapter region; and
- 3.6. To inform and educate decision makers and opinion making leaders in problems confronted by the medical community in general and Pakistani-American physicians in particular.

### **4. MEMBERSHIP**

The membership of the Association shall be of the following categories: Active, Associate, Honorary, Emeritus, Affiliate, Physician-in-Training and Student. Unless otherwise specified in the Bylaws, Active members shall be entitled to all the privileges of the Association including the right to vote and hold office.

### **5. INTERNAL STRUCTURE AND ORGANIZATION**

#### ***5.1 General Body (GB)***

- 5.1.1 It shall consist of duly registered members of the Association, according to the provisions provided herein.
- 5.1.2 This will be the supreme authority of the Association wielding absolute power on the conduct of the affairs of the Association. It, however, for the smoother running of its affairs, will delegate this authority to various components as outlined herein.

- a. All actions taken by an officer or a committee of the Association may be approved, rejected, or amended by this body.

**5.2 Board of Trustees (BOT)**

- 5.2.1 It shall act as the overseer and custodian of the Association.
- 5.2.2 It shall consist of active members of the Association elected as prescribed in the Bylaws.
- 5.2.3 It shall have control of all fixed assets and property of the Association.

**5.3 Executive Committee (EC)**

- 5.3.1 It shall consist of the President, President-elect, General Secretary, and Treasurer.
- 5.3.2 It shall keep an up-to-date directory of members.
- 5.3.3 It shall be responsible for management of the affairs of the Association.
- 5.3.4 It shall propose the annual budget and presents to the Board of Trustees for approval by January 31st.
- 5.3.5 It shall fix the date and place of meetings.
- 5.3.6 It shall create and authorize the standing committees, as recommended by the President of APPNA-STC.
- 5.3.7 It shall create and authorize special and Ad Hoc committees as and when needed.
- 5.3.8 All EC members shall be active members of APPNA-STC.

**5.4 Auxiliary Organizations:**

Working under APPNA-STC Constitution and Bylaws.

**5.5 Affiliate Organizations:**

These organizations will have their own charter and independent legal status, however, may have APPNA-STC representation in their governing body or executive body.

**5.6 Allied Organizations:**

These will be the other established organizations that work in partnership or in alliance with APPNA-STC.

**6. OFFICERS AND ELECTED REPRESENTATIVES**

- 6.1 The officers of this Association shall be the President, the President-elect, the General Secretary, and the Treasurer.
- 6.2 The President-elect, the General Secretary, and the Treasurer shall be elected by the GB, except as otherwise provided by the Bylaws with respect to the filling of vacancies.
- 6.3 Each officer of the Association shall maintain a physical residence in South Texas Chapter region during his/her tenure.

**7. FINANCES**

- 7.1 Funds for meeting and expenses of the Association activities shall be financed by annual dues, special assessments, and voluntary contributions.
- 7.2 Annual membership dues and assessments shall be proposed by the EC and approved by a majority (51%) of the GB.
- 7.3 The financial status of the Association shall be presented by the Treasurer to the GB at its annual meeting.
- 7.4 No part of the net earnings of the Association shall inure to the benefit or be distributed to its members, trustees, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not campaign on behalf of any candidate for public office. However, APPNA-STC can lobby for the issues pertaining to the membership.
- 7.5 Notwithstanding any other provision of these activities, the Association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code or (b) by an association whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code.

## **8. BYLAWS**

- 8.1 The Association shall adopt Bylaws for the conduct of its affairs in harmony with this Constitution.
- 8.2 The Bylaws may not restrict or alter any provision defined in this Constitution, except as described in Article 9\*\*\*, below.
- 8.3 Robert's Rules of Order shall be adopted for the conduct of the meetings.

## **9. AMENDMENTS**

### **9.1 Permanent Amendments to this Constitution may be initiated by either –**

- 9.1.1 Fifty one percent (51%) of the active members in good standing by submitting such a proposal to the Constitution and Bylaws Committee.
- 9.1.2 Majority of BOT.
- 9.1.3 Majority of the EC
- 9.1.4 The proposed amendments thus initiated shall be referred to-
  - (a) the Constitution and Bylaws Committee, which shall report their recommendations to the GB within 120-days and at least 30-days before the next GB meeting, if possible; or
  - (b) If no Constitution and Bylaws Committee is established at the time of the proposal then the proposal shall be referred to the BOT, which shall report their recommendations to the GB within 120-days and at least 30-days before the next GB meeting, if possible.
- 9.1.5 Each Member will accept or reject these proposals through their registered emails or at the first meeting after receiving the proposed amendment. A majority (51%) of the GB must approve an amendment for it to be implemented.
- 9.1.6 These proposed amendments *may* be circulated to the GB via email to each Member's email address that is registered on the STC Master Email Directory.
  - (a) A Member's response via email must be made from the Member's registered email address.

- (b) A Member's response must be addressed to the same email address from which the proposal was received, unless otherwise instructed by the email containing the proposal.
- (c) A Member's failure to respond to a proposal within 30-days of receiving the proposal shall thus constitute a "rejection" of the proposal, which means that member's vote is not counted.

- 9.1.7 A proposed amendment rejected by a majority (51%) of the GB shall be returned to the proposer who may then resubmit it with additional signatures from 5% of the active members or 25 members of the Association in good standing. In such a case, these amendment(s) shall be reconsidered through the same process as described in subsections 9.1.4 – 9.1.6, above.
- 9.1.8 An amendment shall be approved only when it receives a majority (51%) of votes from the total active Members in good standing with APPNA-STC.
- 9.1.9 If a proposed amendment fails to be acted upon as described in section 9.1.6 (via email) and in a GB meeting for lack of quorum, then a ballot shall be sent using all means within four-weeks to the Members of the GB. The Members shall respond prior to the set deadline.
- 9.1.10 The amendment shall become effective immediately upon adoption, unless otherwise indicated by clear language contained in the proposed amendment.

## **9.2 Temporary Amendments to the Constitution**

- (a) Temporary amendments shall be reserved exclusively for emergency circumstances which require the EC and/or the BOT to act immediately in a manner that is unauthorized by the then-current Constitution of the Association.
- (b) For a proposed temporary amendment to become effective, a majority (51%) of the BOT must approve the proposed temporary amendment.
  - (i) The EC or the Constitution and Bylaws Committee may propose a temporary amendment to the BOT for approval.
- (j) A temporary amendment may be effective for a period not lasting longer than 90-days from the date of approval by a majority of the BOT.

## **10. DISSOLUTION**

- 10.1. No proposal for dissolution of the Association shall be considered unless- (a) a majority of the BOT recommends a proposal for dissolution;
  - (b) written notice of the proposal has been provided to each Member of the association; and
  - (c) the proposal for dissolution is discussed at the next a GB meeting at least four (4) weeks after each Member is provided with the written notice regarding the proposal for dissolution.
- 10.2. Notwithstanding the above, the Association shall not be dissolved if at least 51% of the Members in good standing or a majority of the Trustees dissent.
- 10.3. Upon dissolution of the Association, the Board of Trustees 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 a Court of appropriate jurisdiction in 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.

## **BYLAWS**

### **11. ADDRESS**

The Executive Committee shall fix the address of the Association.

### **12. MEMBERSHIP**

- 12.1. As used in these Bylaws, except as otherwise herein expressly qualified, the term "physician" means a person who has graduated from a recognized medical, dental, or osteopathic school.
- 12.2. There shall be no discrimination on the basis of religion, gender, race, age, or ethnic origin.
- 12.3. Membership will be confirmed by the Executive Committee at the recommendation of the Membership Committee of the Association.
- 12.4. Membership year shall be from January 1st to December 31st.
- 12.5. Membership in the Association will be suspended for a criminal conviction by a court of law or a disciplinary action by the Licensing Authority resulting in revocation of medical licensure.
  - (a) A suspended membership may be reinstated by a majority (51%) vote from the BOT at the recommendation of the Ethics and Grievance Committee upon dismissal of charges and/or the disciplinary action.
  - (b) All rights of an active member can be revoked if disciplinary action committee finds member guilty of his/her actions.

#### **12.6 Active Members –**

- 1) Subject to section other provisions of these Bylaws and Constitution, active membership in APPNA South Texas Chapter is open to –
  - (i) anyone who has graduated from a recognized medical, osteopathic or dental school in Pakistan; or
  - (ii) anyone of Pakistani descent who has graduated from a recognized medical, dental, or osteopathic school anywhere in the world.
- 2) To be eligible for active membership in the Association, a physician must hold an unrevoked license in North America and/or be involved in Academics, Medical Research, **OR** management in any field of Health care in STC Chapter Region and comply with all provisions of the Bylaws of this Association.
- 3) To remain active, Members shall pay either the annual dues and reside in the region of the South Texas Chapter, or be Lifetime Members.
- 4) Members of the Association may apply for Lifetime Membership upon making payment of \$100.
- 5) Lifetime members are exempt from paying registration fees at meetings held by the Association in North America.
- 6) Executive Committee may exempt or reduce dues of any active member, for reasons of retirement, sickness, 30 years of continued and uninterrupted membership or when in their opinion payment of such dues is hardship upon a member.

#### **12.7 Physicians-in-Training Members –**

- (a) These members are exempt from paying annual dues.
- (b) Candidates for Physicians-In-Training membership shall provide written proof of being in an approved training program in North America.

- (c) These members do not have the right to vote or hold office in the Association.
- (d) Physicians-In-Training may become voting members by paying the full annual dues.

**12.8 Emeritus Members –**

- (a) Retired physicians may apply for emeritus membership.
- (b) These members are exempt from paying annual dues.
- (c) These members do not have the right to vote or hold office in the Association, except that such members may be appointed as members of a committees or task forces, etc.

**12.9 Honorary Members –**

- (a) The GB may elect, by a 66% vote, to designate a person as an honorary member distinguished for services or attainments in medicine or the allied sciences, or who has rendered other services of extraordinary value to the Association or humanity.
- (b) These members are exempt from paying annual dues.
- (c) These members do not have the right to vote or hold office in the Association, except that such members may be appointed as members of a committees or task forces, etc.

**12.10 Associate Members –**

- (a) The GB may elect, by a 66% vote, to designate Associate Member status on a person who is engaged in human sciences and/or healthcare related services other than medicine.
- (b) These members shall pay lifetime membership dues.
- (c) These members do not have the right to vote or hold office in the Association.
- (d) With the exception to (c), Associate Members may participate in other activities of the Association, including serving on committees or task forces of the Association.

**12.11 Student Members –**

- (a) Any student of Pakistani descent enrolled in a medical or osteopathic college in STC Region may be admitted to the Association as a Student Member.
- (b) These members are exempt from paying annual dues.
- (c) Candidates for election to Student membership shall provide written proof of being in an approved institution in STC Region.
- (d) These members do not have the right to vote or hold office in the Association.

**12.12 Affiliate Members –**

- (a) Physicians who are not of Pakistani descent and reside in STC Region may apply for affiliate membership.
- (b) They shall pay lifetime membership dues.
- (c) These members do not have the right to vote or hold office in the Association.
- (d) With the exception to (c), Affiliate Members may participate in all other activities of the Association, including serving on committees or task forces of the Association.

**13. DUES AND ASSESSMENTS**

**13.1 Annual Dues:**

- (a) Annual membership dues will be determined by the EC and approved by a majority (51%) of the General Body.
- (b) The term of annual dues will be the calendar year.

**13.2 Arrears:**

- (a) Any member whose dues are not received by the central office by July 7 will be considered in arrears and will not be eligible to vote in the elections that year.

**13.3 Special Assessments:**

- (a) The EC may propose to make special assessments to the GB for approval.
- (b) A majority (51%) of the GB must approve the special assessments in order for them to become enforceable.

**14. GB MEETINGS**

**14.1 Determination of Time and Place:**

- (a) During each annual session the Association must hold at least one GB meeting.
- (b) The number and times of these GB meetings shall be determined by the EC.
- (c) Such meeting shall be presided over by the President, or in his/her absence, the President-elect.

**14.2 Actions**

- (a) At any GB meeting of this Association, the membership may direct the EC to appoint committees or commissions for scientific, cultural, and social investigations of special interest and importance to the profession and the public.
- (b) Such investigations and reports shall not become official actions or expressions of this Association until so approved by the EC.

**14.3 Quorum**

- (a) Twenty five (25%) percent of the voting members registered by the time of the annual meeting constitutes the quorum for that meeting. Once the quorum is established the business of the meeting shall continue and all action at the meeting shall be binding, even if the quorum for that session is not present at later times in the meeting.
- (b) Once quorum requirements are met, a simple majority of those present will be required for adoption of a resolution.
- (c) Notwithstanding sections 14.3(a) and (b), presence of at least 50% of the voting membership registered at the annual meeting will constitute the required quorum to reject an action taken by the EC or the BOT.
- (d) In cases of overriding an action taken by the EC or BOT when a referendum is being conducted, a 2/3 majority of those voting will be considered affirmative.

**15. BOARD OF TRUSTEES (BOT)**

**15.1 Composition**

- (a) The BOT will be composed of Five (5) members of the Association.

- (b) In the event that one or more seat(s) on the BOT become vacant as defined in Chapter 20 of these Bylaws, the then-current members of the BOT shall hold an emergency meeting to vote on filling the vacant seat with a temporary trustee, as outlined in section 15.8 below.
- (c) All trustees shall reside in South Texas Chapter region during their term of office.
- (d) No trustee shall hold any office or represent any Alumni during his/her trusteeship.
- (e) Any trustee may, however, be involved in any committee of the Association and may chair only a special committee at the request of the EC and/or the BOT.

**15.2 Qualifications**

- (a) Must have been an active member for two (2) consecutive years;
- (b) A BOT member can run for APPNA STC EC one year after completing his/her term.
- (c) A member is limited to serving a maximum of five (5) year terms on the BOT. No member shall serve for more than five (5) years total on the BOT.

**15.3 Term of Office**

- (a) Each member of the BOT shall act as a trustee for five (5) years.

**15.4 Officers**

- (a) The officers of the BOT shall be a chairman and a secretary.
- (b) Each shall be elected for one (1) year from amongst the trustees at the annual meeting.
- (c) Each may be re-elected for as many terms as the BOT may desire.
- (d) The Chairman shall be the spokesman and the presiding officer of the BOT.
- (e) The Secretary shall be the recording officer.
- (f) The Chairman of the BOT shall only vote if there is a tie amongst the BOT.
- (g) Only current-serving trustees may be elected as officers of the BOT.

**15.5 Meetings**

- (a) The BOT shall meet at least twice per year, including once at the time and place of the annual session of the Association.
- (b) The BOT may hold any number of such meetings as the trustees may determine.
- (c) The BOT may be called into session by the Chairman on his/her own or upon the request of the other trustees or when a petition is filed or appears to be filed for dissolution of the Association.
  - (i) The purpose of such special session shall be stated in the notice of call and no other business shall be transacted.
- (d) A resolution shall be introduced to the BOT by a trustee.

**15.6 Powers and Duties**

- (a) Dissolution of the Association: As the overseers of the Association, the BOT shall be the only authority to receive and discuss a proposal of dissolution of the Association.
  - (i) The recommendation(s) of the BOT, both the majority and minority views in case of dissent, must be presented by the Chairman and/or the Secretary of the BOT at the next annual or emergency meeting of the Association.
  - (ii) In the event of dissolution as defined under Article 10 of the Constitution, the BOT shall be the sole body to disperse the assets of the Association.
  - (iii) If at least four (4) trustees dissent with the majority decision of the GB, they may, after dispersing the assets, retain the papers of incorporation and revive the Association.
  - (iv) The Association may only be dissolved by the BOT when at least 66% of the active members of the GB have voted in favor of dissolving the association.
- (b) The BOT shall oversee long-range and strategic planning for the Association.
- (c) The BOT shall receive quarterly reports of the Association's accounts.
- (d) Any expenses over five thousand (\$5,000) dollars (USD) which has not been budgeted before, must be approved by the BOT.
- (e) The BOT should present the report of the asset management committee.
- (f) The BOT shall cause an annual audit of the Association's accounts by a certified public accountant.
- (g) The BOT will appoint the Ethics and Grievance Committee.
- (h) The BOT, as a unit, supervises and oversees the EC elected by the GB. The BOT has the power to dictate the actions of the EC only when a majority (51%) of the BOT directs or votes to direct such action. At no time may any individual trustee dictate the actions of an EC officer.
  - i. For the purposes of this section, an email from a trustee's registered email to an EC officer's registered email shall constitute as a direction to act. If a majority of the BOT emails similar or identical instructions to a specific EC officer, that EC officer shall act as commanded by the majority of the BOT.
  - ii. A single email from one trustee's registered email address shall count only as one trustee's direction to act, even if it is purported to contain the signatures of other trustees.

#### **15.7 Temporary Trustees**

- (a) In the event that a seat on the BOT becomes vacant as defined in Chapter 20 of these Bylaws, the EC shall recommend three (3) nominees to the BOT, within 7-days, for consideration for appointment to the BOT. The BOT shall hold an emergency meeting to vote on filling the vacant seat with a temporary trustee.
- (b) Once a seat has become vacant, the BOT shall meet within 15-days to vote on appointing a temporary trustee to occupy the vacant seat until the GB elects a permanent trustee.
  - (i) In lieu of holding a physical meeting, the BOT may vote via email voting process to appoint a temporary trustee. Emailed votes will only be honored if made via the trustee's email address that is registered with the Association and listed in Appendix \*\*\*.
- (c) Once a seat has become vacant, the GB shall vote within 60-days to elect a member to permanently occupy the vacant seat until the next term pursuant to the regularly scheduled general elections.
  - (i) The election procedures in the event that the GB must vote to permanently fill a vacated position on the BOT are governed by section \*\*\*19.3 of these Bylaws.

- (ii) In lieu of holding a physical meeting, the GB may vote via email voting process to appoint a permanent trustee to occupy the vacated seat. Emailed votes will only be honored if made via the member's email address that is registered with the Association and listed in Appendix \*\*\*
- (d) A majority (51%) of the BOT must vote in favor of a candidate for temporary trustee status.
  - (i) In the event that no candidate receives a majority vote, the candidate with the largest percentage of the votes shall be appointed as temporary trustee.
  - (ii) In the event that there is a deadlock of votes (50% – 50%) between two candidates, the President shall provide the tie-breaking vote.
- (e) Any time served as a temporary trustee will be disregarded when considering term limits.

### **15.8 Dissolution of the Board of Trustees**

- (a) A Petition of No-Confidence signed by one-third (33%) of the GB will cause a special meeting of the GB to discuss the proposal to dissolve the current BOT and elect new trustees to complete the un-expired terms, without regard to the timing of the regularly scheduled elections.
- (b) The BOT shall be dissolved immediately if two-thirds (66%) of the GB votes in favor of dissolution.
- (c) Immediately following an affirmative vote to dissolve the BOT, the GB shall hold an emergency election to appoint new trustees to the board, including naming the new Chairman and Secretary.
- (d) Upon dissolution, the then-former trustees must immediately turnover to the newly elected trustees any sensitive information, passcodes, documents, or other items that belong to the Association and which are essential to the role of trustee.

## **16. LEGISLATION**

- (a) As the legislative body of this Association, the Executive Committee shall have the power and authority to adopt, institute, and carry out such methods and measures as it may deem to be in the best interest of the Association including but not limited to following:
- (b) It shall adopt rules and regulations for its own governance and for the administration of the affairs of the Association.
- (c) The newly elected Executive Committee shall have the authority to approve the appointment of committees, regular or special, from among its members or those not members of the Executive Committee.
- (d) All such committees shall report to the Executive Committee and their members may participate in debate upon their committees' reports, whether or not members of the Executive Committee.
- (e) Resolutions –
  - (i) Each resolution introduced in the Executive Committee shall be introduced by a member of the Executive Committee.
  - (ii) It may be referred to the proper reference committee before action is taken thereon.

## **17. EXECUTIVE COMMITTEE**

### **17.1 Qualifications of EC Officers**

- (a) All EC officers of the Association shall be members in good standing for two (2) consecutive years prior to being considered for an office.
- (b) All officers shall reside in South Texas Region during their term of office.

- (c) Any past officer of Central APPNA is NOT eligible to run for any office in future.
- (d) Notwithstanding the above, no former trustee of the Association may serve as an EC officer within twelve (12) months since the termination of his/her term as trustee.

### **17.2 President**

- (a) The President shall be the General Executive Officer of the Association.
- (b) He/she shall preside at all meetings of the Association.
- (c) He/she shall deliver the President's Address.
- (d) He/she shall appoint necessary standing and special committee chairs with the consultation of other members of the Executive Committee.
- (e) He/she will fill vacancies thereon.
- (f) He/she shall be the presiding officer of the Council with the right to vote therein.
- (g) He/she shall perform such other duties as are imposed upon him/her by the Constitution and Bylaws of this Association. 18.2.8 The President will serve a term of office for one (1) year.
- (h) Upon conclusion of his/her term as President he/she will automatically hold the office, as member of BOT for next five years with the exception of last and 5<sup>th</sup> year as the Chairman of BOT.
- (i) Except as provided in Chapter 20 of these Bylaws, no person shall serve as President for more than one-term.

### **17.3 President-elect**

- (a) The President-elect shall act as "President" for the President in his/her absence or disability.
- (b) In the event that the office of President becomes vacant, the President-elect shall succeed to the Presidency for the unexpired term.
- (c) The President-elect shall be considered a member of the EC with the right to vote therein.

### **17.4 Secretary**

- (a) The Secretary shall be an active member of the Association.
- (b) He/she shall be the recording officer of the EC and the GB.
- (c) He/she shall also discharge the following duties –
  - i. Supervise all arrangements for the holding of each meeting in compliance with these Constitution and Bylaws and instructions of the EC.
  - ii. Send out all official notices of meetings, committee appointments, certificates of election to office and special committee assignments.
  - iii. Receive and transmit to the EC the annual and other reports of officers and committees.
  - iv. Institute and correlate each new activity of the Association under the supervision of the EC.
  - v. Perform such other duties as are imposed upon him/her by the Constitution and Bylaws of the Association.

### **17.5 Treasurer**

- (a) The Treasurer shall be the manager of all recurring funds of the Association.

- (c) He/she shall also discharge the following duties –
- i. Collect all annual membership dues, assessments, donations and such monies as may be due to the Association.
  - ii. Keep membership records and issue membership certificates.
  - iii. Deposit all funds received in an approved depository and disburse them upon order of the EC.
  - iv. Render a report to the EC reviewing the Association funds and imparting recommendations for the advancement of the Association’s interest at each meeting of the EC.
  - v. Present the annual report at the annual general meeting of the Association.
  - vi. Perform such other duties as are imposed upon him/her by the Constitution and Bylaws of the Association.

**17.6 Terms of Office**

- (a) Except as herein provided, EC officers shall take office on January 1 of each year and serve until December 31 if that year.

**17.7 Temporary Officers of the Executive Committee**

- (a) In the event that an Office of the EC becomes vacant as defined in Chapter 20 of these Bylaws, the EC shall recommend three (3) nominees to the BOT for consideration of appointment to the vacated office as a temporary EC officer.
- (i) For the purposes of this chapter, “vacant” refers to an EC office that has become permanently unoccupied by the officer due to resignation, termination, death, and/or relocation of primary residence.
- (b) Once an office is vacated, the BOT shall meet within seven (7) days to vote on appointing a temporary EC officer to occupy the vacant office until the GB elects a permanent EC officer.
- (c)
- (i) In lieu of holding a physical meeting, the BOT may vote via email to appoint a temporary EC officer. \*\*\*
- (d) Once a seat has become vacant, the GB shall vote within 60-days to elect a member to permanently occupy the vacant office until the next term pursuant to the regularly scheduled general elections.
- (i) The election procedures in the event that the GB must vote to permanently fill a vacated EC office are governed by section \*\*\*19.3 of these Bylaws.
  - (ii) In lieu of holding a physical meeting, the GB may vote via email to appoint a permanent EC officer to occupy the vacated office. \*\*\*
- (e) A majority (51%) of the BOT must vote in favor of a candidate for temporary EC officer status.
- (i) In the event that no candidate receives a majority vote, the candidate with the largest percentage of the votes shall be appointed as temporary EC officer.
  - (ii) In the event that there is a deadlock of votes (50% – 50%) between two candidates, the President shall provide the tie-breaking vote.
- (f) Notwithstanding the above, in the event that the President’s office has been vacated, the President-elect shall succeed to the office of the President for the duration of the unexpired term.
- (g) Any time served as a temporary EC officer will be disregarded when considering term limits.

## 18. COMMITTEES OF THE ASSOCIATION

### 18.1 Creation of Committees

- (a) All committees of the Association shall be created by EC with the exception of Bylaws, Election and Ethics and Grievance committee with the recommendation of BOT.
- (b) The BOT shall determine by a majority (51%) vote who will head the new committee. If a majority vote is unattainable for any candidate, then the candidate with the most votes from the BOT shall be named the head of the committee. The head of a committee need not be a trustee.
- (c) At least one trustee must serve on each committee.
- (d) Members of the committees shall have staggered terms.
- (e) All voting members of a committee must be active members of the Association.
- (f) The BOT shall NOT define the composition, term limits, purpose, functionalities, and limits of power for any created committees by EC, except the committees formed by BOT itself including Ethics & Grievance, Constitution and Bylaws, and Election and Nomination Committees.
  - (i) Such details shall be annexed to Appendix C to this Constitution & Bylaws, unless Appendix C is amended to reflect such details of the created committees.

### 18.2 Current Committees

- (g) *Appendix C* defines the composition and functions of the committees.
- (h) The committees are as follows (in alphabetical order) –
  - (1) Constitution and Bylaws Committee
  - (2) Continuing Medical Education Committee
  - (3) Election and Nomination Committee
  - (4) Entertainment Committee
  - (5) Ethics and Grievance Committee
  - (6) Membership Committee
  - (7) National Healthcare Committee
  - (8) Sports Committee
  - (9) Young Physicians Committee

## 19. ELECTION

### 19.1 Nominations

- (a) The Election and Nomination Committee shall seek nominations from the GB by September 15<sup>th</sup>.
- (b) After considering the nominations so received, the Election and Nomination Committee will submit a slate of candidates for various offices of the Association to all members at least thirty (30) days before the Fall meeting along with a short resume of each candidate.
- (c) There shall be at least one nominee for each position or office.

- (d) For an office of the Association, other candidates who receive at least five (5) nominations from those members who have been in good standing for at least two (2) consecutive years shall be included on the ballot in addition to the nominees of the Election and Nomination Committee.
- (e) No member of the Election and Nomination Committee will be eligible for any post on the ballot composed by the Election and Nomination Committee.
- (f) No person may concurrently hold an elected position with the Association and another chapter of APPNA Central. However, a member of the Association may concurrently hold an elected position with the Association and APPNA. In the event this subsection conflicts with any language throughout these Constitutions & Bylaws, this subsection controls.
- (f) Except as provided by 19.3(b) of these Bylaws, no candidate may be elected to the same office of the Association for more than two (2) consecutive terms. No previously elected president may be a candidate for another full-term as President.

**19.2 Voter Eligibility**

- (a) All lifetime members are eligible to vote in the annual elections for the officers of the Association.
- (b) All annual dues paying members are also eligible to vote, provided they are current members by June 30 preceding the election.
- (c) The final voters list of active members will be verified by the Membership Committee and approved by the EC. Once approved by the EC, the list will be provided to the Election and Nomination Committee at least two (2) weeks before the ballots are circulated.
- (d) Notwithstanding the above, new members may only vote in the election if they were members of the Association on or before June 30<sup>th</sup> of that calendar year.
- (e) Notwithstanding the above, no member may vote in an election of the Association if that member casts or has casted a vote in another election held by another chapter of APPNA in the same calendar year.

**19.3 Election Process**

- (a) Election of officers of the Association will be held by secret ballot with a simple plurality required for election.
- (b) Regarding section 19.1(f) of these Bylaws, the GB may waive these limits by an affirmative vote of two-thirds (66%) of those voting.
- (c) The members of the Association shall cast their votes by secret ballot either by electronic media conducted by an authentic third-party election agency approved by the EC & BOT.
  - i. (i) The electronic ballots will be mailed by the third-party agency conducting the elections authorized by the EC & BOT.
  - ii. (ii) The deadline for the receipt of the electronic ballot at the email address provided before the fall of each year.
  - iii. (iii) The Chairman of the Election and Nomination Committee will announce the results of the election during the business session.

**20. VACANCIES**

- (a) An office of the Association shall be declared vacant by the EC when an officer resigns or leaves STC region for a period longer than two (2) months without pre-arrangement with the EC, becomes unable to carry out the duties of the office for reasons of health or otherwise, or is terminated.
- (b) If the office of the President is vacated, the President-elect shall succeed to the Presidency for the duration of the un-expired term.

- i. If the office of President thereafter again becomes vacant, if the un-expired term is less than six (6) months, the Immediate Past President will succeed to the Presidency, regardless of any other provision in these Bylaws which limits the terms of presidency held by any person.
  - ii. If the un-expired term is longer than six (6) months, the EC, at a regular or a special meeting, shall elect a new President to serve for the remainder of the un-expired term.
- (c) The vacancy of the office of President-elect will be filled in the following manner –
  - (i) If the office of President-elect is vacated within the first six (6) months of the term of this office, the vacancy will be filled by a special election to be directed by the President.
  - (ii) If the duration of vacancy is less than six (6) months, the vacancy shall remain vacant.
    - (A) The Election and Nomination Committee in this case will be chartered at the time of the scheduled election to seek nominations for both the President and President-elect for the next term.
    - (B) Should the position of President-elect fall vacant after the prescribed election process has begun, the candidate so elected shall assume the office of President on completion of the term of the incumbent President.
- (d) The vacant office of Past-President shall remain vacant until the end of that term.
- (e) Should the offices of Secretary and Treasurer become vacant, the EC shall fill these offices by electing from amongst the members of the GB.
- (f) If a position on the BOT or EC is vacated, then temporary trustees or officers must be installed as prescribed in sections 15.7 and 17.7 of these Bylaws.

## **21. REFERENDUM**

### **21.1 Referendum at Association Meeting**

- (a) At any general or special meeting of this Association, the GB shall, by a two-thirds (66%) vote of the voting members present, order a general referendum upon any question pertinent to the purposes and objectives of the Association, provided, however, that a quorum at such general or special meeting shall consist of not less than one-third (1/3) of the voting members of the Association who are in good standing.
- (b) The GB meeting of this Association can be called for a specific purpose by a petition to the EC signed by one-fourth (1/4) of the active members in good standing.

## **22. SEAL**

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

## **23. EMERGENCY**

When prompt speech or action is imperative, authority to speak or act in the name of this Association is vested in the Executive body.

## **24. DEFINITION OF SESSION AND MEETING**

“*Session*” means all meetings at any one call.

“*Meeting*” means each separate convention at any one session.

## 25. CONFLICT AND HARASSMENT

- (a) All complaints for harassment among members shall first be referred to the Ethics and Grievance Committee. The committee shall investigate the complaint and file a conflict report with the EC.
  - i. If no such committee exists at the time a complaint is made, that complaint must be referred directly to the EC. The EC shall then investigate the matter and draft a conflict report.
- (b) The conflict report must contain recommendations on how the Association should proceed in order to resolve the dispute with minimal negative impact, otherwise the report must contain a statement that no sufficient resolution exists other than the termination of one or more memberships.
- (c) The investigation into the conflict and/or harassment must be initiated within five (5) days from the date the complaint is first made. The report must be completed and delivered to the BOT within fifteen (15) days from the date the complaint is first made.
- (d) Once a report has been being filed with the BOT, the BOT shall determine by majority (51%) vote, within fifteen (15) days, the appropriate response to the conflict and/or harassment, including whether any disciplinary action will be taken by the Association against any party.
  - i. If a majority vote by the BOT is unattainable, then the course of action with the most votes by the BOT shall be carried out.
- (e) The BOT may refer the conflict to APPNA Central, if voted upon.
- (f) The actions taken by the Association in response to a complaint of harassment and/or conflict are limited to those that merely affect the members status within the Association, including positions held through election or appointment.
- (g) The Association will take no action against any member who pursues legal recourse against another member in a court of law, unless a court finds that those pursuits were frivolous in nature.
- (h) “*Harassment*” means a course of conduct directed at a specific person that causes substantial emotional distress in such person and serves no legitimate purpose, including words, gestures, and actions which tend to annoy, alarm and abuse another person. Harassment is done verbally, physically, electronically (via text, email, social media), legibly, or in other manners.

## 26. AMENDMENTS

### 26.1 Permanent Amendments to these Bylaws may be initiated by either –

- (a) Fifty one percent (51%) of the active members in good standing by submitting such a proposal to the Constitution and Bylaws Committee.
- (b) Majority of the BOT.
- (c) Majority of the EC.
- (d) The proposed amendments thus initiated shall be referred to –
  - (i) the Constitution and Bylaws Committee, which shall report their recommendations to the GB within 120-days and at least 30-days before the next GB meeting, if possible; or
  - (ii) If no Constitution and Bylaws Committee is established at the time of the proposal then the proposal shall be referred to the BOT, which shall report their recommendations to the GB within 120-days and at least 30-days before the next GB meeting, if possible.
- (e) Each Member will accept or reject these proposals through their registered emails or at the first meeting after receiving the proposed amendment. A majority (51%) of the GB must approve an amendment for it to be implemented.

- (f) These proposed amendments *may* be circulated to the GB via email to each Member’s email address that is registered on the STC Master Email Directory.
  - (i) A Member’s response via email must be made from the Member’s registered email address.
  - (ii) A Member’s response must be addressed to the same email address from which the proposal was received, unless otherwise instructed by the email containing the proposal.
  - (iii) A Member’s failure to respond to a proposal within 30-days of receiving the proposal shall thus constitute a “rejection” of the proposal.
- (g) A proposed amendment rejected by a majority (51%) of the GB shall be returned to the proposer who may then resubmit it with additional signatures from 50 active members of the Association in good standing. In such a case, these amendment(s) shall be reconsidered through the same process as described in sections 25(d) – 25(f), above.
- (h) An amendment shall be approved only when it receives a majority (51%) of votes from the total active Members in good standing with APPNA-STC.
- (i) If a proposed amendment fails to be acted upon as described in section 9.1.5 (via email) and in a GB meeting for lack of quorum, then a ballot shall be sent using all means within four-weeks to the Members of the GB. The Members shall respond prior to the set deadline.
- (j) The amendment shall become effective immediately upon adoption, unless otherwise indicated by clear language contained in the proposed amendment.

**26.2 Temporary Amendments to the Bylaws**

- (a) Temporary amendments shall be reserved exclusively for emergency circumstances which require the EC and/or the BOT to act immediately in a manner that is unauthorized by the then-current Constitution and Bylaws of the Association.
- (b) For a proposed temporary amendment to become effective, a majority (51%) of the BOT must approve the proposed temporary amendment.
  - (i) The EC or the Constitution and Bylaws Committee may propose a temporary amendment to the BOT for approval.
- (c) A temporary amendment may be effective for a period not lasting longer than 90-days from the date of approval by a majority of the BOT.