

PROPOSED AMENDMENTS TO AAPI CONSTITUTION & BYLAWS

BLACK – Previous Language

RED (Strike off) – Delete

BLUE – New language

Section 5.2 - General Body

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

- A. The General Body shall consist of voting members as defined on section 10.1.
- B. The General Body meetings will be held in conjunction with the Annual Convention and notice shall be posted on the AAPI website. Member organizations and voting members shall be notified via mail, email or fax at least ~~30 days~~ 4 weeks before each General Body meeting. It shall be the responsibility of the member organizations and voting members to keep the email and postal address current at the AAPI office.

Section 5.3 – Governing Body

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

- A. The Governing Body shall be composed of the Executive Committee, Members of the Board of Trustees, Chairs of all the Standing Committees, Chair of the Convention Committee as defined in Section 4.3 and the Presidents of all dues paid/paying member organizations. President of a dues paying member organization may designate a duly qualified (Section 5.2 D) representative to attend a specific Governing Body meeting by informing the secretary in writing at least two weeks before the scheduled date. This alternate representative must be from the same member organization and must be present in the meeting to vote. In absence of Chair of Standing committee, vice chair of standing committee can act as an alternate representative with voting rights. Immediate Past YPS President and Immediate Past MSRF President members are members of the Governing body with voting rights. One person – One vote rule must be followed during all voting procedures. Only active voting members of the AAPI may be voting members of the Governing Body.
- G. Any member of the Governing Body who wishes to bring new business matters before the Governing Body meeting shall submit this business in writing to the Secretary, at least ~~30 days~~ 4 weeks prior to the meeting of the Governing Body, for consideration by the Executive Committee as to include such new business on the agenda.

- L. ~~All Past Presidents and Past BOT chairs who are not members of the Governing body may only participate in the discussions but shall not vote or initiate any motion.~~ All Past Presidents and Past BOT chairs are ex-officio members of the Governing body and may only participate in the discussions but shall not vote or initiate any motion.

Section 5.4 - Executive Committee

B. b. Vice President: Shall be active member of AAPI for at least 5 years, shall have at least three years on the Governing Body, of which two year must have been on the Executive Committee or has mandatorily completed a committed term of 3 years consecutively as a Board of Trustee and at least one year experience must be serving as **elected** Treasurer or Secretary of the AAPI which should be within the last five years at the time of starting the office.

Section 5.5 - Board of Trustees

- H.a. The Chair of the Board of Trustees ~~will be an ex-officio~~ shall be a voting member of the Governing Body and ~~the a non-voting member of the~~ Executive Committee ~~without voting rights.~~
- I. The Governing Body will set the dues for Patron members. The monies so generated shall remain in an escrow account controlled by the Board of Trustees. The Board of Trustees shall give ~~4%~~ 6% of the total patron fund each year on July 1st in one installment to be used for the AAPI ~~operational~~ office account **only**. The Board of Trustees may disburse further funds only under exceptional circumstances, and with the agreement of the Governing Body and a majority vote of the Board of Trustees and Executive Committee.

Section 6.1 – President

- j. Transfer of office duties and communications from the outgoing President to the incoming President will occur two weeks after “gavel transfer” on the Saturday of the convention.
- k. Any and all profits derived from all sources for any Annual Convention or events during the year of the Association shall be distributed as first \$75,000 towards ‘AAPI Office Expense Account’ and the remainder shall be given to a separate earmarked ‘trust’ account entitled as ‘AAPI Office Expense Trust Account’.

Section 6.4 - Vice President

- d. The Vice President shall maintain an updated list of all members of AAPI.

Section 6.5 – Secretary

~~b. Maintain an updated list of all members of the AAPI. He/she shall assist the Vice President and certify the list of voting members of the AAPI on or before February 15th~~

Section 8.9 – Awards/Recognition Committee

The Awards Committee shall:

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

D. Premium Benefactor Endowment Award

MOST VALUED PATRON PLUS DONOR NAMED AWARDS

\$250,000 DONOR: LIFETIME ACHIEVEMENT AWARD

\$200,000 DONOR: DISTINGUISHED PHYSICIAN AWARD

\$200,000 DONOR: DISTINGUISHED SERVICE AWARD

\$150,000 DONOR: DISTINGUISHED YOUNG PHYSICIAN AWARD

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

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

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

- Name on the Wall of Fame in AAPI Headquarters, Chicago
- Special Jacket engraved as "AAPI Diamond Benefactor (Most Valued Patron - MVP)"
- Name Recognition on AAPI Website, Journals/Souvenir for Life
- Complimentary Full-page Advertisement in the Convention Souvenir for Life
- Complimentary Free Registration for 2 (spouse or designated other) at the Annual Convention for Life
- Exclusive Designated Prime Seating for 2 (Spouse or designated other) at every AAPI Annual Convention at reserved MVP Table in the Front Row/President row (Stage Width)
- Name Recognition Announcement at every Annual AAPI Convention as Diamond Donor Benefactor on Friday Dinner Gala.

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

- Name on the Wall of Fame at AAPI Headquarters, Chicago
- Special Rosette Badge with designation as “Platinum Donor Benefactor”
- Name Recognition on AAPI website, Journals/ Souvenir for Life
- Complimentary Half Page Advertisement in the Souvenir for Life
- Exclusive designated seating for 2 (couple or designated other) at every Annual AAPI Convention at reserved VVVIP Table in 2nd row/ President-Elect row (Stage width)
- Convention Registration for 2 (spouse or designated other) at 50% discount every Annual Convention
- Name announced at every Annual AAPI convention as Platinum Donor Benefactor at Friday Lunch Event

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

- Name on the Wall of Fame at AAPI Headquarters, Chicago
- Special Rosette Badge with designation as “Gold Donor Benefactor”
- Name Recognition on AAPI website/Journals/ Souvenir for Life
- Complimentary Quarter Page Advertisement in the Convention Souvenir for Life
- Exclusive designated seating for 2 (Spouse or designated other) at every Annual Convention at reserved VVIP Table- 3rd row/ Vice-President row (Stage width)
- Convention Registration for 2 (spouse or designated other) at 25% discount at every Annual Convention for Life
- Payment may be extended over three years with first year payment above \$10,000
- Name mentioned at Thursday Dinner Gala during Convention

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

- Name on the Wall of Fame at AAPI Headquarters, Chicago
- Special Rosette Badge with designation as “Silver Donor Benefactor”
- Exclusive designated seating for 2 (Spouse or designated other) at every annual Convention at reserved VIP table- BOT/ RD/ Past BOT chairs/ Past Presidents/ 4th row
- Honorable mention in the convention souvenir, website and AAPI Journal for Life
- Registration for 2 (couple or designated other) with 10% Discount for life
- Payable over 2 years with first year payment of over \$5,000
- Name announced at every Annual AAPI convention as Silver Donor Benefactor at Thursday Lunch Event

Donor Benefactors can be Individual members/ Organizations

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

Section 8.10 – Charitable Foundation

- ~~A. There shall be a minimum of seven (7) and a maximum of twenty one (21) members in the Charitable Foundation. The President will appoint the Chair with the approval of the Governing Body at the first meeting of the Governing Body held during the Annual Convention.~~
- ~~B. The duties of the Charitable Foundation are as described in the Charitable Foundation's charter and bylaws.~~
- A. Notwithstanding any of the provisions herein, the Charitable Foundation, hereinafter 'Foundation' commonly referred to as in Section 8.10 herein, is a Wholly Owned and Controlled [100%] Subsidiary of AAPI and shall be governed by the same Rules and Regulations as applicable to AAPI Standing Committees as defined in Section herein. Due to the Foundation's unique nature of Fundraising and Supporting Charitable activities of the Association, it shall have its own Tax Identification Number including but not limited to its own Articles of Incorporation. Furthermore, since the Foundation is a wholly owned subsidiary of the Association and function in accordance with AAPI Bylaws and its Code of Conduct at all times. The Foundation will be called as the Board and the members will be called as the directors.
- B. In consideration of AAPI providing Administrative and Ministerial duties including other support network to the Charitable Foundation, it shall give 2% of the total fund on or before July 1st of each year to the Association's AAPI Office expense Account.

ARTICLE: I. OBJECTIVES

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

- a) To raise, solicit, collect and disburse funds, for educational, cultural and humanitarian purposes, either directly or in cooperation with other registered non-profit organizations in the United States or abroad.
- b) To foster friendship and understanding between physicians in the United States and in India.
- c) To assist in promoting education and research in the field of medicine and medical care delivery in the United States and in India.
- d) To establish scholarship funds for education and research at Universities or other institutions through the trust established for that purpose.
- e) To help patients or institutions with medicine and medical equipment.

Contributions to agencies such as medical schools, hospitals, Red Cross, Lions, Rotary Clubs, or any other trusted and reputable agencies for the relief of calamities such as an epidemic of diseases or disaster created by nature or men.

- f) Making grants to the various non-profit organizations both public and private, in India and the United States, to carry out the objectives of those organizations, which are similar to the foundation's objectives.

ARTICLE II: GOVERNANCE:

Section 2.1: COMPOSITION OF THE BOARD

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

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

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

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

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

Section 3: VACANCIES

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

Section 3. ANNUAL MEETING

1. Annual meeting of the Foundation shall be held at the Annual convention of AAPI with the following-

- a. Treasurer shall present the financial report.
- b. Chair shall present the annual report
- c. Action on any new clinics or any new projects

Section 4. FEES AND COMPENSATION

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

ARTICLE III

Section 1. OFFICERS

- a) All officers of the Foundation shall serve a one year term.
- b) The incoming President of the AAPI shall be responsible for conducting the election for the incoming Treasurer of the Foundation more than 4 weeks before the Annual Convention. The patron trustees of the foundation will elect the eligible candidate for the position of the treasurer by a simple majority.
- c) Succession from Vice-Chair to Chair shall be automatic.
- d) If an officer declines to advance to a higher position, next officer in line will be promoted.-Vacancy thus created will-be filled in By Chair in consultation with the President of the AAPI.
- e) If vacancy arises due to resignation or removal or for any other cause, the next officer in line will be promoted for the period of unfinished term. If such period is less than a year, the officer assuming the-position will finish the term and then will serve his/hers own term.
- f) If the treasurer's position becomes vacant, the Chair of the Foundation appoints eligible candidate for the remainder of the term in consultation with the President of the AAPI.
- g) Chair from time to time may invite persons with certain expertise, experience, knowledge, able to raise funds or willing to undertake special tasks in capacity of advisors. They will be non-voting members and will not be eligible to run for the office of the Foundation.

Section: 2 CHAIRPERSON OF THE BOARD.

- 1. Chair of the Board shall preside at all meetings of the Board of Directors and shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed in the Bylaws.

2. Chair shall be the Chief Executive Officer of the foundation and shall have general supervision, direction and control of the business and officers of the foundation. He/ She shall see that all orders and resolutions of the Board are carried into effect.
3. He/She shall have authority to delegate any specific powers to any other members of the Board.

Section: 3 Vice- Chair:

1. In the absence or disability of the Chair the Vice Chair shall perform all duties of the Chairperson.
2. After the term the Vice Chair will automatically ascend to the Chair Position.

Section 4: SECRETARY

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

Section: 5 TREASURER

1. The Treasurer shall have the care and custody of all the funds and securities of the Foundation, and shall deposit said funds in such bank or trust company as the Directors may elect.
2. The Treasurer shall prepare a budget within 4 weeks after assuming the office.
3. He / She shall sign all checks, drafts, notes and orders for the Board of Trustees and-All checks over \$10,000.00 shall be countersigned by another officer Chair or his/her designated officer.
4. Submit financial statement during the GB meetings.
5. The Treasurer shall submit a monthly financial statement to the AAPI Head Office and a copy to the Treasurer of the AAPI.
6. The treasurer shall arrange for an external audit as required by the state and federal laws and also upon request from the Governing Body.
7. At the end of each year, the Treasurer shall present an audited copy of accounts of the foundation to the Board.

8. After the term, Treasurer will automatically ascend to the position of the Secretary.
9. Qualification: 5 year as Patron Trustee of the Foundation or 3 years of patron member and one year as treasurer or secretary in national AAPI or BOT member who has completed the mandatory term of 3 years, at the time of the beginning of the term.

ARTICLE IV: OPERATION OF THE FOUNDATION:

A: Charitable Projects:

1. Proposals and projects requesting assistance or grants from the Foundation should be submitted in writing and must meet the following criteria.
 - A. All projects must clearly define the cost, objectives and goals.
 - B. There shall be no conflict of interest or personal benefit to any officer of the Foundation, AAPI leadership or the person writing the proposal.
 - C. Project should meet the criteria of the IRS. Any project undertaken or funds disbursed should be through an organization, which meets with the IRS standards and Foreign Contribution Regulation Act (FCRA) 2010 of Indian Government as determined by the Board of Trustees.
 - D. In addition to the fund provided by the Foundation, the person or the agency who initiated the establishment of the clinic must support the clinic financially for 5 years and 50% afterwards. The commitment must be made by depositing the total cost in the bank.
2. All projects shall be presented to the Foundation Board. All the proposed projects shall fall in to one of the following categories:
 - A. Ongoing Project:** The projects that are receiving funds from the Foundation. The liaison (Director) in charge of these projects must submit a report to justify continual funding. He/she should try to make these projects self-supporting.
 - B. New Projects:** The projects which are submitted for consideration shall be evaluated by the Board and submitted to AAPI Governing Body for approval.
 - C. Emergency Projects:** The projects, which need immediate consideration. The Board should set aside funds for these Projects (Article III, Section 5-6)
3. The Liaison Directors in US should monitor the status of the projects (Clinics) in India and report to the Foundation periodically.

B: Accounting:

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

- a. Operative Account:
 - i. This account should hold all income and funds except contributions of Patron Trustees.
 - ii. All day-to-day expenses shall be paid through this account.
 - iii. Treasurer shall maintain this account.
- b. Savings or Investment Account:
 - i. All surplus monies from Operative Account should be transferred in to high interest bearing Savings or Investment Accounts.
 - ii. This account shall be monitored by the Treasurer of the Foundation-
- c. Endowment Account:
 - i. This Account should hold all the funds donated by the Patron Trustees.
 - ii. Shall be monitored by all officers of the Board.
 - iii. Investment philosophy shall be conservative but with an eye for long-term investment.
 - iv. Transfer from this account to operative account shall need 2/3rd majority vote of the Board.
 - v. Endowment funds will be used only for "On Going Projects" supported by AAPI
- d. Board should consider transferring 7% of funds collected for charitable causes to Operative Account of the Foundation to cover overhead cost of operation of the Foundation.

ARTICLE V: DISSOLUTION

1. The Foundation shall be dissolved in case:
 - A. Unable to maintain its objective and goals.
 - B. Unable to operate due to lack of funds.
 1. Such an action will need affirmative vote of 2/3 members of the Governing Body upon recommendations of the majority of members of the Foundation in consultation with the patron trustees at large.
 2. In the event of dissolution of the Foundation, the residual funds of the Foundation shall, after paying of all the liabilities, be assigned to AAPI. In the event of dissolution of AAPI, the net assets of AAPI shall be disposed of as provided in the Bylaws of AAPI.

ARTICLE VI:

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

Section 8.16 - Nomination Committee

C.2. For the following positions each and every candidate must have completed serving, at the time of taking the office, the following additional requirements:

- Vice President: Refer to Section ~~5.4.A.2~~ 5.4.B.b
- Secretary: Refer to Section ~~5.4.A.2~~ 5.4.B.c
- Treasurer: Refer to Section ~~5.4.A.2~~ 5.4.B.d
- Trustee: Shall have served two years on the Governing Body

Section 8.20: Election Committee:

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

- iv. Notwithstanding the Chair, the other 4 members shall be proposed and elected by the Executive Committee and BOT, while Executive Committee elects from the pool of the Past Presidents and BOT elects from the pool of Past Chairs, Board of Trustees, 6 weeks prior to the election period.

Section 10.3 - Announcement of the Slate of Candidates

- A. The Nomination Committee shall send the slate of nominees to the President and all the officers for all positions on or before February 7th of each year.

Section 10.4 - The Election Process

- A. The Immediate Past Chair of the Board of Trustees will serve as Chief Election Officer to conduct the election unless otherwise determined by two-thirds of the Governing Body in attendance at a duly constituted meeting. He or she may appoint ~~two~~ four Election Officers: ~~one~~ two from Past President and ~~one~~ two from Past Chair, Board of Trustees with approval of majority of Executive Committee members to help conduct the elections. The immediate past Chief Election Officer shall serve as an ex-officio member.
- E. The ~~Secretary shall assist the~~ Vice President ~~to prepare the list of voting members and~~ shall prepare and certify the list of voting members, as defined in Section 10.1, on or before February 15th of each year.
- K. If the spouse or parent, or ~~kith or kin~~ children of an Office bearer inclusive of Executive committee or Board of Trustee is running for any election, that particular office bearer

shall mandatorily recuse himself/herself from the nomination committee, election committee and any other decision making procedures during the Election period.

Section 10.6 – Resignation or Death or Removal or Vacancy created by any situation of Elected or Nominated Officials; Lack of nominee or unqualified nominee for any position

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