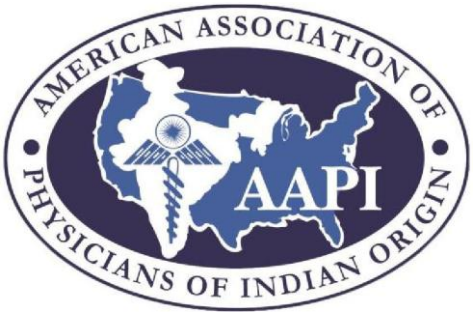
American Association of Physicians Of Indian Origin



AAPI Constitution and Bylaws

This document was approved and adopted as follows:
Bylaws approved by Governing Body 03/29/2025 and ratified by General Body May 1,2025

Minor update (Section XIV)
Approved and ratified by General Body July 26, 2025
during the Annual General Body Meeting held in Cincinnati, Ohio.

I, Mr. Hari Lal, Esq, of LAL HARRIS &EDWARDS LAW GRP hereby declare under penalty of perjury pursuant to THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE CALIFORNIA that as General Counsel for AAPI, I verify that the amendments were reviewed and revised by me, discussed and approved by the Governing Body on July 24, 2025, and ratified by the General Body on July 26, 2025.

PREAMBLE

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

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

ARTICLE I – OBJECTIVES

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

a. To bring together individuals and organizations of physicians, dentists, podiatrists, and medical students of Indian origin practicing in the United States under one umbrella organization.
b. To assist Physicians, Dentists, Podiatrists, Medical and Dental students obtain scientific training in the United States of America (the "United States").
c. To conduct seminars and other educational activities to inform members of new scientific developments in the field of human medicine.
d. To support and foster the availability of medical assistance to indigent people in the United States and India.
e. To make contributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code of 1986 as amended (the "Code"), or the corresponding provision of any succeeding section or future United States Internal Revenue Code Section.
f. To provide mutual understanding and cooperation between the AAPI and other medical societies in the United States and India.
g. To maintain a directory of physicians of Indian origin.
h. To provide other member services as needed within the provision of the Code that governs the AAPI's tax exempt status.

ARTICLE II – NATIONAL AND SATELLITE HEADQUARTERS

Section 2.1 - Site

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

Section 2.2 - Staffing

The AAPI's National Headquarters will be staffed by administrative support personnel, whose

appointment and termination, may be recommended by the Executive Director and approved by the AAPI officers. The compensation shall be set by the Officers and will be paid from the general operating funds of the AAPI.

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

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

Section 2.4 – General Legal Counsel

- The AAPI President, President Elect and Vice President (referred to as "Officers") shall by majority consensus appoint the General Legal Counsel for a term of up to three [3] years subject to annual renewal, in consultation with the Executive Committee.
- The General Legal Counsel shall serve as an ex-officio member of the Executive Committee and the Governing Body, without voting rights.
- The President or the Executive Committee shall have the authority to enter into the Legal Services Agreement with the attorney.
- He/she will discharge his/her responsibilities under the guidance and confidence of the President, President-Elect and the Chair of Board of Trustees.
- The services of the Legal Counsel may be terminated by a two-thirds (2/3) vote of both the Executive Committee and the Board of Trustees, subject to the terms and conditions of any existing Legal Services Agreement.

ARTICLE III – MEMBERSHIP

Section 3.1 – General

Membership in the AAPI shall be open to any physician or dentist or podiatrist or students of medicine and dentistry of Indian origin in the United States who wish to promote the mission of the AAPI and make continuing contributions towards the goals of the AAPI.

Section 3.2 - Categories of Membership

Members shall be divided into the following categories:

A. ACTIVE MEMBERS:

Active members shall be Physician or Dentist or Podiatrist who hold or at any time held (retired physicians) an unrestricted license to practice medicine in any state of the USA.

1. Annual members who have paid the dues for previous year, and for current year by January 31st of such year;
2. Patron members (life members) admitted after a single payment of the Patron member dues assessed to them, by the Governing Body.

B. AAPI PLATINUM CIRCLE

1. Only Patron (life) members are eligible.
2. This does not affect the voting privileges of Life members.
3. Dues are $250/year.
4. Special Privileges include, but not limited to free CME credits, 10% discount on AAPI conventions, trips and excursions, priority registration, priority seating, discounts on various vendor services, access to discounted AAPI approved legal panel & services.
5. The funds collected shall be used for Operational expenses

C. AAPI GOLD CIRCLE

1. Only Patron (life) members are eligible.
2. This does not affect the voting privileges of Life members.
3. Dues are $100/year.
4. Special Privileges include, but not limited to free CME credits, 5% convention discount, access to discounted vendor services.
5. The funds collected shall be used for Operational expenses.

D. ASSOCIATE MEMBERS:

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

E. YOUNG PHYSICIANS (YPS):

Physicians who have completed their training and are in their first ten (10) years of practice of medicine and who pledge to promote the mission of the AAPI will be represented in the AAPI through the Young Physician section. Their participation will be governed in accordance with the Bylaws of the AAPI-Young Physician section, which will conform to the broad principles of the AAPI and as approved by the Executive Committee. Their bylaws must conform to the framework of the existing bylaws of National AAPI.

F. MEDICAL STUDENTS, RESIDENTS AND FELLOWS (MSRF):

Residents, fellows, and students of medicine, dentistry and podiatry, in approved training Programs in the United States, who wish to promote the mission of the AAPI, will be represented in the AAPI through the AAPI's Medical Student/Resident/Fellow section. Their participation will be governed in accordance with the Bylaws of the AAPI-MSRF section, which will conform to the broad principles of the AAPI and as approved by the Executive Committee. Their bylaws must conform to the framework of the existing bylaws of National AAPI.

G. SPONSOR MEMBERS:

Industrial partners of AAPI who sponsor programs and activities of AAPI and satisfy criteria as set by the Executive Committee from time to time may be admitted as sponsor members for the duration of their sponsorship. Sponsor members are not entitled to vote or hold any elected office, but may be appointed to Committees for their professional expertise to serve AAPI. They are also entitled for various benefits and services which are offered by AAPI to its membership.

H. ALLIANCE MEMBERS:

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

I. OTHER MEMBERS:

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

Section 3.3

A. MEMBER ASSOCIATIONS:

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

disqualify the Member to re-apply for eligibility at the following Governing Body meeting.

e. Dues paid active Member associations in good standing will be represented in the Governing Body by their respective presidents or designees appointed for a specific Governing Body meeting. Such representatives must be active members of the AAPI during the period of representation, at the Governing Body.

f. An approved Member Associations who submit evasive and incorrect information may be subject to retroactive revocation.

g. Eligibility Criteria for Regional/Alumni/Specialty Chapters to Become Voting Members of the AAPI Governing Body:

1. The chapter should have a minimum 50 active members.
2. The chapter must demonstrate consistent activity throughout the year.
3. The office bearers must rotate at least once every two years, with the same members not being repeated, for 3 cycles.
4. The president or designated representative of the sub-chapter or affiliate should attend at least one Governing Body meeting every two years.
5. **Annual Dues:** The Governing Body will determine the annual dues each year, which will be no less than $250.

B. AFFILIATE INTERNATIONAL MEMBER ASSOCIATIONS:

Any associations of Physicians of Indian Origin in other Countries can become affiliate International Association member of AAPI. Their membership shall be exempt from regular organization member of AAPI. Members of such organization shall not be entitled to vote during the AAPI meetings or hold office. President and President-Elect of such International Member Association will automatically become part of AAPI's Global International Leadership Council.

C. Qualifications of Organizational Membership

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

a. Subscribes to the objectives of the AAPI, abides by the Bylaws, rules and regulations, pays the prescribed fees and dues, and submits an application in the prescribed form.

b. Submits the following documents to AAPI office:

   i. A copy of its Articles of Incorporation and Bylaws, and Certificate of Incorporation in good standing with the Secretary of State.

   ii. A complete application form with names, designations, address and contact numbers including email addresses of all its Officers and Directors.

   iii. A complete roster of its membership including addresses and telephone numbers.

c. For an Association characterized by a region, the qualifications must be verified by the President of the Chapter/Association, and approved by the AAPI Regional Director for that

region.

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

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

An Elected or an appointed officer or a member-at-large may be immediately suspended on a temporary basis who deliberately engage in actions contrary to the best interests of AAPI. This process occurs as follows:

a. The Executive Committee by a simple majority will request the Hearing Committee to review, deliberate and recommend an action.
b. The Hearing Committee consists of second and third-year members of the Board of Trustees, chaired by Chair of the Board of Trustees. Chairman will vote only in case of a tie.
c. The Hearing Committee will review, investigate and deliberate and make recommendation within two weeks to the Executive Committee. An additional week of extension may be provided if needed.
d. If the Hearing Committee recommends suspension or revocation, the Executive Committee will deliberate and by a two-thirds (2/3) majority vote of the members present, can temporarily suspend the membership or remove the individual from the office until the next in-person Governing Body meeting.
e. The Executive Committee will meet within 2 weeks after the Hearing Committee's recommendation will deliberate on the length of the suspension.
f. If the Hearing Committee does not recommend suspension, the Executive Committee, on the recommendation of the Hearing Committee may dismiss the charges or recommend warning, reprimand or demand a written apology.
g. This temporary suspension shall be in place until ratified at the next in-person Governing Body Meeting, where a final determination will be made by a two-thirds (2/3) majority vote of the members present for voting at the Governing Body.
h. Any individual who has been suspended, upon reinstatement of the membership, will not be allowed to contest or hold any elected/appointed position in AAPI.

ARTICLE IV - ANNUAL CONVENTION

4.1 - Purpose

The Annual Convention shall serve as the Annual Meeting of the General Body and shall be held at the time determined by the Governing Body, provided however, that the Governing Body shall call

for a meeting of the General Body not less than annually. The purpose of the Annual Convention is to bring together all the members once a year and to discuss issues of interest to physicians of Indian heritage in the United States.

4.2 Convention Site Selection and Advisory Committee

a. This committee shall be responsible to make recommendations regarding future sites for AAPI Conventions. The committee shall be responsible to work with potential host organizations and evaluate feasibility, affordability, profitability of sites for Conventions and make recommendations to the Governing Body. This committee should meet with the local convention committee periodically and provide guidance.
b. The Vice President of the AAPI shall serve as the Chair of the Committee. The Chair shall select the 5-7 members from the experienced senior leaders of AAPI and Host chapter for a period of one year.
c. The Vice-President of AAPI will present the report to the Governing Body on the activities and progress of the convention periodically.
d. Convention planning should preferably start 2-3 years in advance.

4.3 – Convention Chair

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

4.4 – Time

The AAPI Annual convention shall be conducted by the end of June at which time the official transfer of power (with ceremonial gavel transfer) takes place for the incoming administration. The President-Elect assumes the role of the President on July 1st of that year.
However, only under exceptional circumstances, the convention may be delayed by one [1] week with 2/3rd majority consensus of the Executive Committee.

4.5 - The Chairperson of the Annual Convention of the AAPI shall not seek any elected position during his/her term as Chairperson.

4.6 - All AAPI Accounts including MSRF, YPS and Convention will be opened and maintained in the AAPI Headquarters.

4.7 - **Convention Finance Committee**

a. Composition: President of AAPI shall determine the composition of the convention committee.

b. At all times, AAPI Treasurer or one of the officers shall have access to the financials of the Convention account.
c. The President must present the convention budget at the Fall Governing Body meeting for approval.
d. The convention expenses shall remain within the approved budget, with a permissible variance of ±5%. If in the event the convention expense exceeds more than 10% of the approved budget, the President must immediately seek the approval from the Governing Body.
e. However, if the president may increase the budget if he/she succeeds in raising more funds and keep it budget neutral. Failure to do so shall impose personal responsibility of the President for any financial loss incurred from the Convention.
f. Any expenses exceeding this limit, without matching income or approval of the Governing Body shall be the personal responsibility of the President.
g. Responsibilities: This Committee shall be responsible to help with fundraising and oversee all the income and expenses related to the Convention, review all the contracts and invoices, must submit financial reports to EC and BOT on regular basis, and must submit financial report at the Fall Governing Body meeting following the Convention.

ARTICLE V - CORPORATE ORGANIZATION AND MANAGEMENT

Section 5.1 - Components of the Corporate Body

The components of the corporate body of AAPI incudes General Body, Governing Body, Executive Committee and Board of Trustees.

Section 5.2 - General Body

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

A. The General Body shall consist of voting members as defined on section 10.1.
B. The General Body meetings will be held in conjunction with the Annual Convention and notice shall be posted on the AAPI website. Member organizations and voting members shall be notified via email at least 8 weeks before each General Body meeting. It shall be the responsibility of the member organizations and voting members to keep the email and postal address current at the AAPI office.
C. General Body meeting shall be open to all the voting members.
D. At the Annual General Body Meeting, those members present and eligible to vote may conduct the business of the General Body. If a member eligible to vote makes a quorum call, the Secretary will decide, in accordance with this section, if a quorum is present.
    i. Twenty percent (20%) of the voting members registered at the Annual Convention constitute a quorum for that meeting of the General Body. If, upon a quorum call, a

quorum is not present as defined above, then the President may entertain motions to recess, adjourn, or reconvene at a later date.

ii. In case of an issue requiring immediate attention of the General Body, the Governing Body may authorize the Executive Committee to arrange for an email ballot to be sent to all the voting members to decide specific issues which cannot wait until the next General Body Meeting. A simple majority of the returned ballots shall decide the issues, so long as not otherwise required by the Articles of Incorporation or the laws governing such matters.

iii. Robert's Rules of Order shall be used to govern all meetings of the AAPI in all cases where they are applicable, except where they are inconsistent with the Articles of incorporation, or this Bylaw. The bylaw if specified, will take precedence over the Robert rules of order.

iv. The Executive Committee will announce the date of the general body meeting and the venue no less than 8 weeks prior to the meeting.

v. Any member who wishes to bring new business matters before the General Body meeting shall submit this business in writing to the Secretary of AAPI, at least 6 weeks prior to the meeting of the General Body, for consideration by the Executive Committee as to whether to include it on the agenda.

vi. Complete reports and complete agenda of the general body meeting will be publicized to the general body electronically and placed on the AAPI website 4 weeks in advance.

vii. Agenda items must be submitted via email 4 weeks before the General Body meeting. No new agenda items will be allowed at the General Body meeting.

viii. All 'action items' on the agenda must be discussed and voted upon before presentation of the reports of the Executive Committee including the President.

ix. No proxy voting allowed in general body meeting.

***Section 5.3* - Governing Body**

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

A. The Governing Body shall be composed of the Executive Committee, Members of the Board of Trustees, Chairs of all the Standing Committees, Chair of the Convention Committee as defined in Section 4.3 and the Presidents of all dues paid/paying member organizations. President of a dues paying member organization may designate a duly qualified (Section 5.2 D) representative to attend a specific Governing Body meeting by informing the secretary in writing at least two weeks before the scheduled date. This alternate representative must be from the same member organization and must be present in the meeting to vote.

B. In absence of chair of Standing committee, co-chair of standing committee can act as an

alternate representative with voting rights. Immediate Past YPS President and Immediate Past MSRF President are members of the Governing body with voting rights. One person – One vote rule must be followed during all voting procedures. Only active voting members of the AAPI may be voting members of the Governing Body.

C. The Governing Body shall direct the policies of the Association. It may fill any vacancies in the Governing Body by appointment, in accordance with the provisions of the Articles of Incorporation and these Bylaws. It shall create all standing committees and set policy for their activities. The Governing Body shall set the membership dues for all categories of membership.

D. The Governing Body shall meet in person not less than four (4) times per year in regular session, two at the annual convention, one during Fall and one during Spring. No online voting is allowed at these meetings.

E. Special/Emergency Meetings: The President may as he or she deems necessary or the Secretary shall, upon the written request of 2/3rd of the Executive Committee or 20% of the voting members of the Governing Body can issue a call for a special meeting of the Governing Body. The minimum attendance for these meetings should be 1/3rd of the total Governing Body members. No proxies are allowed for these virtual special/emergency Governing Body meeting. A 24-hour notice with agenda is required for such Special/Emergency meetings.

F. A quorum for any meeting of the Governing Body shall consist of 2/3rd of the Governing Body members registered at the respective meeting.

G. Any member of the Governing Body who wishes to bring new business matters before the Governing Body meeting shall submit this business in writing to the Secretary, at least 6 weeks prior to the Governing Body meeting, for consideration by the Executive Committee as to include such new business on the agenda

H. New agenda items may be presented during the Governing Body meeting upon the affirmative vote of at least a majority of the active members present. However, voting on that item will be done in the next Governing Body meeting after approval by the subsequent EC meetings.

I. The Governing Body can accept or reject (and refer back), any recommendations from the Bylaws Committee. It cannot pass any amended motions to change the Bylaws. The change will be reviewed by the Bylaws Committee, and presented again in the next Governing Body meeting.

J. All communication about Agenda and reports shall be notified to the Governing Body members via email at least 4 weeks before each Governing Body meeting.

K. Only governing body members or members carrying proxies are allowed to vote and count towards the quorum. The proxy member shall be an AAPI Patron member by no later than Jan 31st of the same year.

L. All Past Presidents and Past BOT chairs are ex-officio members of the Governing body and

may only participate in the discussions but shall not vote or initiate any motion.

M. Non-Governing Body members are allowed to attend as guests but are not allowed to participate in the discussions or initiate motions or vote.

N. All non-voting members of the Governing body shall be 'ear marked' on the separate section of the meeting hall.

O. The Governing Body may entertain a new agenda item from the floor for discussion only, with majority approval, subject to further Executive Committee deliberations and presentation and voting at the following Governing body meeting.

P. All 'action items' on the agenda must be discussed and voted upon before presentation of the reports of the Executive Committee including the President.

Section 5.4 - Executive Committee

The Executive Committee shall provide leadership and execute policies as approved by the Governing Body and the General Body**.**

A. The Executive Committee shall consist of:
   a. Officers: President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Chair of the Board of Trustees (ex-officio with no voting rights)
   b. President of the Young Physicians' Section
   c. President of the AAPI Medical Student Resident Fellow Section
   d. Fifteen Regional Directors.

B. The Executive Committee shall have the authority to act for and on behalf of the AAPI in accordance with the policies set by the Governing Body.

C. Qualifications for the Executive Committee Members: Besides being current active dues paying members of the AAPI following candidates must meet the following requirements at the time of taking the office:
   a. **President Elect:** The Vice President on completion of his/her term will automatically advance to position of President Elect.
   b. Qualification for the Vice President Position:
      - Must be active member of AAPI for at least 7 years.
      - Must have served four years on the Governing Body.
      - Must have served as elected Treasurer or Secretary of the AAPI within the last five years.
      - Must have served at least one year as Regional Director or President of Young Physicians Section (YPS) **or** have completed 3 years term consecutively as a Board of Trustee at the time of starting the term.
   c. Qualification for the Secretary Position:
      - Must be active member of AAPI for at least 5 years
      - Must have served three years on the Governing Body of which at least one year as Regional Director or President of Young Physicians Section (YPS) or have completed 3 years term consecutively as a Board of Trustee at the time of starting the term.
   d. Qualification for the Treasurer Position:

- Must be active member of AAPI for at least 5 years
- Must have served two years on the Governing Body of which at least one year as Regional Director or President of Young Physicians Section (YPS) or have completed 3 years term consecutively as a Board of Trustee at the time of starting the term.

e. Qualification for the Regional Director Position:

- Must be active member of AAPI for at least 3 years
- Must have at least one year of experience as a Governing Body Member at the time of submission of nomination.

D. For each year on the Governing Body, the candidate must have attended at least one Governing Body meeting as a primary voter or proxy voter in the last 5 years to be counted towards Governing Body experience to contest for elections, at the time of submitting nomination.

E. The signatories on any contracts, deeds, documents, and instruments must include the President and Secretary or any other officer as required. Copies of all documents executed on behalf of AAPI shall be available in AAPI office within 2 weeks after execution.

F. Checks, notes, drafts, and demands for money shall be signed by the officer or officers designated from time to time by the Executive Committee. In the event no designation is made by the Executive Committee, checks, notes, drafts and demands for money shall be signed by any two officers.

G. The Executive Committee shall meet not less than eight (8) times per year of which four (4) will be in-person meetings. One such meeting shall occur during the Annual Convention and such meeting constitutes the Annual meeting of the Executive Committee.

   a. Special/Emergency Meetings: The President, may as he or she deems necessary or the Secretary shall at the written request of members of the Executive Committee, issue a call for a special or emergency meeting of the Executive Committee. A 24-hour notice with agenda is required for such Special/Emergency meetings.

   b. Notice of every meeting of the Executive Committee excepting the Annual Meeting for which no notice shall be required, shall be by email to each member of the Executive Committee, not less than seven (7) days prior to the meeting. All such notices shall be signed by the Secretary and shall specify the place, date and time for the meeting.

H. A quorum for any meeting of the Executive Committee shall consist of at least a simple majority of the Executive Committee members eligible to vote at such a meeting.

Section 5.5 - Board of Trustees

Qualification for Members of Board of Trustees: Besides being active members of AAPI for at least 5 years, the candidates must have served for three years on the Governing Body, of which one [1] year as a Regional Director.

A. The Board of Trustees shall advise the AAPI regarding its fiscal welfare and operation of the

AAPI. Except as otherwise provided in Article XIII, at the request of the Executive Committee or Governing Body, the Board of Trustees serve as a mediator to resolve disputes among the various office holders and committees and as a mediator; its decision shall be final and binding.

B. The Board of Trustees shall be made up of twelve persons as follows:
   a. Nine trustees shall be elected from among the active members.
   b. Three Trustee positions shall be filled each year to replace the three Trustees who completed their terms and retired.
   c. The immediate past Chair of Board of Trustees and immediate past presidents of YPS and MSRF will serve on the Board of the Trustees as non-voting members for one year.

C. A Trustee term shall be for 3 years and cannot serve for more than two consecutive terms which is a total of six (6) years. Terms of no more than three (3) trustees shall expire in one year except for the year 2024.

D. The Board of Trustees shall be the Trustees of any endowment funds to be created by the AAPI and will be the Internal Auditors for the AAPI and will be responsible for long range planning.

E. The Chair and Chair Elect of the Board of Trustees will be elected by and from among the Board of Trustees. The Chair Elect will be elected from among the second year Trustees at the Spring Governing Body Meeting. The Chair-Elect will assume the Chairmanship of the Board of Trustees at the following annual meeting.

F. Board of Trustee is a commitment for three consecutive year term and only those members who have successfully completed or about to complete the three-year term at the time assuming office, are eligible to run for executive committee positions if they meet other eligibility criteria.

G. Members who have failed to complete a mandatorily 3 year committed term on the Board of Trustee, are not entitled to run for a position on the Executive Committee until the expected completion of the term of the Board of Trustee.

H.
   a. The Chair of the Board of Trustees shall be a voting member of the Governing Body and a non-voting member of the Executive Committee.
   b. The President shall be an ex-officio member of the Board of Trustees without voting rights.
   c. The Board of Trustees shall meet four (4) in-person meetings, besides meeting virtually as needed. One such meeting shall occur during the Annual Convention and such meeting constitutes the Annual meeting of the Board of Trustees. All meetings other than those conducted at the Annual Convention shall require at least seven (7) days advance written notice by mail, email or fax. All such notices shall be signed by the Chair or Chair-Elect and shall specify the place, date and time of meeting.

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.

J. The Endowment funds generated from the profits of operations, shall also be managed by the Board of Trustees titled "AAPI Endowment Account".
K. The Board of Trustees shall give 6% of the total patron fund and AAPI Endowment Account each year on July 1st in one installment to be used for the AAPI office account only. The Board of Trustees may disburse further funds only under exceptional circumstances, and with the agreement of the Governing Body and a majority vote of the Board of Trustees and Executive Committee.

Section 5.6 – Meeting Protocol

The "action items' on the agenda shall take priority at all the Executive Committee, Governing Body and General Body meetings. The action items will be followed by Executive Committee reports including the President's report therein. No member of any such Corporate Body Component may bring an advisor or other such member to a meeting, without the prior written consent of the chairperson or presiding officer of such Corporate Body Component.
Upon the written request signed by at least three (3) members of any Corporate Body Component, the proceedings of any meeting may be recorded and made available to any member of such Corporate Body Component.

The meeting protocol including the agenda shall be as follows:

i. Agenda for Executive Committee and Board of Trustees meetings shall have 7 days' notice.
ii. Agenda for Special Meetings/Emergency EC meetings shall have 24 hour notice.
iii. Agenda including all completed reports for Governing Body meeting will be sent 4 weeks prior to the meeting to all the governing body members.
iv. Agenda including all completed reports for General Body meeting will be sent 4 weeks prior to the meeting to all the General body members.

ARTICLE VI - DUTIES OF OFFICERS

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

Section 6.1 – President

a. The President shall perform all duties inherent to the office of the President and the Governing Body may assign such other duties, as it may deem proper, necessary or useful.
b. The President is the presiding officer of the Executive Committee, and any decision he/she taken shall be approved by the Executive Committee.
c. Once served as a president:
    - They cannot be appointed for Officer, Regional Director or Board of Trustees positions in AAPI.

- They cannot contest for any Executive position (Officer, Regional Director) of AAPI.

d. The President shall preside over all meetings of the AAPI, including those of the Executive Committee, the Governing Body, the General Body, and all educational events organized by AAPI.
e. The President is the ex-officio member of all the committees (with no voting right).
f. The President shall make such appointments as are required or authorized by the Articles of Incorporation, these Bylaws and by the Governing Body.
g. The President in consent with the Executive Committee may appoint other professional advisors for the organization as he or she sees fit.
h. The President shall designate all official delegates and representatives to other organizations; and shall appoint members to such special and ad hoc committees as may be necessary to further AAPI's objectives. These committees shall submit their report to the President within 2 weeks, extended by 1 week as deemed necessary, upon their appointment and there after the President shall present the report to the Executive Committee within 7 days. If in the event the report is approved by the Executive Committee, it shall be presented to the next Governing Body.
i. The President may discontinue any such special or adhoc committees when its purpose has been served or its purpose is no longer desirable or attainable, in consultation with the Executive Committee.
j. The President and members of the Executive Committee will be jointly responsible to the Governing Body. In the event of any disagreements in the execution of the policies of the AAPI, the officers shall make a temporary decision with simple majority (BOT Chair will only vote in the event of tie), which shall be binding on all parties concerned. The Executive Committee shall reach a consensus within two weeks of the final decision with simple majority. If the officers fail to accomplish such validation, the majority decision of the Executive Committee shall prevail.
k. Prior approval by the officers by a simple majority is mandatory for any decision involving financial transactions on behalf of the AAPI in the amount exceeding $10,000. Payments exceeding $10,000 must be made in accordance with a pre-approved contract or agreement.
l. The transfer of official duties, communications and all finances including accounts payables and receivables (except convention account) must be handed over to the incoming officers by July 15th of each year.
m. After settling all outstanding bills from operations and convention, any remaining profits generated from any source, including the convention, must be transferred to the 'AAPI Endowment Account'.

Section 6.2 – President-Elect

a. The President-Elect shall assist the President and fulfill the President's duties in his or her

absence, for any reason. The President-Elect shall automatically succeed to the office of the President on or before July 1st of each year. He or she shall perform such other duties as may be assigned by the President.

b. The President-Elect shall be the Chairman of the Long-Term Fundraising and Finance Committee.
c. If the President is unable to complete his or her term due to ill health, death or any other reason, the President Elect shall discharge the responsibilities of the President until completion of the President's term and thereafter, to serve his or her own elected term as President.

Section 6.3 – Immediate Past President

Upon completion of his or her term as President, the immediate past president shall become the Chair of the Nomination Committee and Constitution and Bylaws Committee and shall serve in such position for one (1) year.

Section 6.4 - Vice President

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

a. The Vice President shall automatically succeed to the office of President Elect upon the President Elect's ascension to the office of the President
b. The Vice President shall serve as the Chair of the Membership Committee.
c. The Vice President shall certify and submit the list of voting members to the Chair of the Election Committee on or before February 15th.
d. The Vice President shall maintain an updated list of all members of AAPI.
e. The Vice President shall also maintain and update the leadership of AAPI subchapters.

Section 6.5 – Secretary

The Secretary shall:

a. Prepare & maintain the minutes of all meetings;
b. Issue an agenda of all regular and special meetings after consultation with the Executive Committee; Keep a copy of all official correspondence from and to the AAPI, including newsletters and program brochures for the activities from the AAPI and reports submitted by the Committee's Chairpersons;
c. Keep an attendance record of all the meetings of the AAPI
d. Be custodian of the Articles of Incorporation, Bylaws and amendments thereto;
e. Notify committee members of their appointment and their assigned duties;
f. See that all books, reports, statements, certificates and other documents and records required by law are properly kept and filed,
g. Perform such duties and exercise such other powers as may be assigned by the Executive Committee in the same capacity,
h. Be responsible for transferring all the records of the AAPI by July 15th to the incoming

Secretary.

i. From time to time, the Secretary shall call the Executive Committee Meetings at the majority consensus of the Executive Committee.

Section 6.6 – Treasurer

Unless otherwise directed by the Governing Body, the Treasurer shall serve as the primary fiscal officer and a designated custodian of the AAPI's financial accounts, excluding Funds managed by the Board of Trustees. Financial oversight shall remain subject to the audit authority of the Board of Trustees, the Executive Committee, the Governing Body, and any external auditors appointed by the AAPI.

The Treasurer shall:

A. Be responsible for issuing notice and collection of all dues and deposit the same in such banks or trust companies as the Executive Committee may designate. He or she will be in charge of all the accounts of the AAPI, except management of "patron fund", which will be carried out by the Board of Trustees. The Chair of the Board of Trustees will provide the Executive Committee with a monthly report.
B. Have custody of all accounts, receipts and disbursements including the MSRF, YPS & Convention Accounts. All Accounts shall be maintained at the AAPI headquarters which shall be open at all reasonable times to inspection by the Executive Committee;
C. Submit a financial report regarding all operations of the AAPI, including Convention accounts and all the funds collected as patron membership dues to the Executive Committee at its annual meeting and at regularly held Executive Committee meetings.
D. Be responsible for directly depositing patron membership dues to the BOT account.
E. Perform such other duties and exercise such other powers and duties incident to the office of the Treasurer and as may be assigned by the President or the Executive Committee or otherwise as may be required by law;
F. The Treasurer must transfer all accounts of the AAPI by July 15th to the incoming Treasurer.
G. File all income tax returns with the Internal Revenue Service for the year in which the office was held.
H. Treasurer however will NOT make independent decisions regarding income sources and expenses. If the Treasurer finds inaccuracies, the Treasurer should report this to the President immediately and seek the President's direction. In the event of a disagreement between the above two Officers, the final decision will be with the simple majority of the Officers, who in turn will validate this decision with the Executive Committee within two [2] weeks.
I. Any financial transaction exceeding $5,000 shall require the mandatory electronic authorization or signatures of both the President and the Treasurer. Alternatively, the President-elect or the Vice President shall provide authorization as a proxy for the Treasurer in the event of their unavailability. In no event shall the President be the sole fiscal authority to execute financial matters on behalf of AAPI.

Section 6.7 - Regional Directors

There shall be fifteen (15) Regional Directors, one from each designated region of the United States elected by the voting members of each respective region.

The Regions are:

1. Pacific-I	Northern California, Alaska, Oregon, Washington, Idaho, Montana
2. Pacific-II	Arizona, Nevada, Hawaii, Southern California (Imperial, Kern, Los Angeles, Orange, Riverside, San Bernardino, San Diego, San Luis Obispo, Santa Barbara, Ventura Counties)
3. Northwest Central	Colorado, Iowa, Kansas, Minnesota, Missouri, Utah, Wyoming, Nebraska, North Dakota and South Dakota
4. Southwest-Central	Arkansas, Louisiana, New Mexico, Oklahoma and Texas
5. Northeast Central-I	Illinois, Indiana, and Wisconsin
6. Northeast Central-II	Michigan and Ohio
7. Southeast Central	Alabama, Kentucky, Mississippi and Tennessee
8. New England-I	Maine, Massachusetts, Vermont
9. New England-II	Connecticut, New Hampshire, Rhode Island
10. Mid Atlantic-I	New York
11. Mid Atlantic–II	New Jersey
12. Mid Atlantic-III	Pennsylvania
13. South Atlantic	Delaware, District of Columbia, Maryland, Virginia and West Virginia
14. South-I	North Carolina, South Carolina, Georgia
15. South-II	South-II Florida

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

a. Coordinate the activities of the member associations and individual members within the respective region;
b. Act as a liaison between members in the region and the Executive Committee;
c. Assist the Chair of the Membership Committee to increase and retain membership of the AAPI in his or her region;
d. Report to the Governing Body regarding the activities in his or her region, at its regular meetings.
e. If a Regional Director is unable to complete his or her term due to ill health, death or any other reason, the President will appoint, with approval of the Executive Committee, an interim Regional Director to fulfill the duties of the unexpired term.
f. Review appropriate documents submitted by a Chapter Association to enroll as a new chapter. The qualifications must be attested and submit to the Membership Committee after verifying the documents and ensure that there is no second or subsequent

organization representing the same or essentially the same region or other characteristics.

Section 6.8 - AAPI YPS & MSRF

The American Association of Physicians of Indian Origin, AAPI also focuses and enhances Young Physicians Section (AAPI-YPS) and Medical Students Residency and Fellowship (AAPI-MSRF). The AAPI-YPS and AAPI-MSRF major goal is to strengthen the value of AAPI young physician membership by enhancing young physicians of Indo-American origin in practice of medicine, including the transition into practice and addressing their concerns. AAPI also encourages and facilitates the participation of young physicians in policy development and other activities of the AAPI and promoting young physician leadership throughout organized medicine. AAPI shall assist and advocate all the programs of YPS and MSRF and sponsor its conferences and meetings whenever possible. While promoting its goal, AAPI shall at all times take into consideration the budget for YPS and MSRF on fiscal yearly basis inclusive of its Annual Convention etc.

ARTICLE VII - CODE OF CONDUCT AND CONFLICT OF INTEREST:

All elected and nominated officials, employees and independent contractors must sign the code of conduct and conflict of interest policy of AAPI. If a consultant refuses to sign the Conflict of Interest policy, the Executive Committee will decide whether to engage their services.

AAPI -STANDING POLICY AND CODE OF CONDUCT

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

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

1. **AAPI - Property and Intellectual Property:**
   Security of personal and membership Identifiable Information and data —whether stored in electronic, paper or micro-graphic form including websites, books, journals, trade magazines, and conferences and donor list including the tradename AAPI along with others as listed on AAPI Tangible asset book are properties and trademark and tradename and intellectual property of AAPI and cannot be disclosed or used without AAPI-Executive Board's consent.

2. **AAPI Tradename and Mark:**
   The Tradename AAPI belongs to American Association of Physician of Indian Origin. A Tradename is a business name wherein the pseudonym used by the company such as AAPI to perform their business under a name that differs from the registered, legal name of the

business. No member or Chapter of AAPI shall violate its Tradename or Trademark by any form of deception, misrepresentation or unfair competition therein. AAPI has the exclusive right to the name 'AAPI' but for effective registration the mark must have been used as a trade-mark prior to its registration, and AAPI has been the first to adopt the mark and the Name. AAPI may license and or consent Chapter Members to use its Trademark name 'AAPI' on limited basis as a 'Prefix' to their name provided chapter members shall not abuse the usage and or deposit any transactional checks or money made exclusively to 'AAPI'. Effective as of the adoption of this Code, any Chapter members and or Members using the Prefix 'AAPI' shall take written consent from AAPI Executive Committee. A member cannot be affiliated with another individual or entity who may try to adopt or infringe on this property right. In addition, any Officer who becomes aware of such activity is bound to disclose this immediately to the President and for discussion at the next Executive Committee meeting.

3. **General Policy of Mass Communication within AAPI:**
   Unless otherwise approved by the President, in the best interest of AAPI, all Mass Communications by any AAPI Member for any AAPI related issues, shall be sent from the AAPI Office only without bias, after a review by the President or his/her Designee. An AAPI Member, including a Candidate for AAPI Election, will abide by this policy. Unless specified elsewhere in the bylaws, a member will not send any direct or indirect communication including but not limited to mail, email, social media, text and printed matter, nor will he/she engage another person or any outside agency or anonymous vendor, to circumvent this Code of Conduct. The responsibility of such action will be primarily on the Member/Candidate. A Member violating this section shall be subject to one year suspension with due process as outlined in Section 3.4.

4. **Fiduciary Duty:**
   In consideration of holding a position within AAPI as an Officer or Member of the Board of Trustees or other position as a Member of the Governing Body or a Committee Members including AAPI Convention Chairs and Committee Members, hereinafter 'AAPI- FIDUCIARY' recognizing and agree to the fiduciary duty to AAPI. AAPI Fiduciary agrees as follows AND is automatically bound by the terms and conditions of the Non-Disclosure of Confidentiality Agreement. A Fiduciary Agent is any member or an agent required to act for the benefit of AAPI (the principal) with the duties of good faith, trust, confidence, reasonable care and diligence, loyalty, disclosure, accounting, and candor. This duty obligates the AAPI-Fiduciary to act in the best interest of its principal AAPI and his or herself.
   a. **Non-disclosure of Confidential Information:** AAPI Fiduciary understands and acknowledges that AAPI Fiduciary, during his/her tenure as an AAPI Fiduciary, will necessarily become informed of, and have access to, confidential information of AAPI including, without limitation, its membership information, financial sponsors, computer programs and software, trade secrets, technical information, sales and pricing information, know-how, plans and suppliers and vendors (collectively Confidential

Information), such Confidential Information is the exclusive property of AAPI to be held by AAPI Fiduciary in trust and solely for AAPI's benefit. Accordingly, AAPI Fiduciary agrees that he or she shall not, at any time, either during or subsequent to his or her tenure as an AAPI Fiduciary, use, copy, reveal, report, publish, transfer, or otherwise disclose to any person, corporation, or other entity any of AAPI's Confidential Information without the written consent of the President of AAPI, except for use on behalf of AAPI in connection with AAPI's business. Notwithstanding the foregoing, the provisions of this section shall not apply to any information that (i) becomes generally available to the public other than as a result of disclosure by AAPI Fiduciary, (ii) was available on a non-confidential basis before its disclosure to AAPI Fiduciary by AAPI or its representatives, or (iii) becomes available to AAPI Fiduciary on a non-confidential basis from a source other than AAPI or its representatives provided that such source is not bound by a confidentiality agreement with AAPI or its representatives.

b. **Non-solicitation:** During the period while serving as an AAPI Fiduciary and for a period of two years after termination of AAPI Fiduciary's term of office (for any reason whatsoever), AAPI Fiduciary will not, directly or indirectly, either for AAPI Fiduciary's benefit or for the benefit of any other enterprise, solicit, divert or take away or attempt to solicit, divert or take away, directly or indirectly, any of AAPI's financial sponsors or any prospective financial or media sponsors being solicited by AAPI at the time of AAPI Fiduciary's termination, or anyone who was within the then most recent 12-month period a financial sponsor of AAPI. Any subsequent contact in the subsequent two years as outlined above with previous financial and media sponsors, will be for the benefit of AAPI organization only.

c. **Action on Termination:** On the termination of his or her tenure as an AAPI Fiduciary, for any reason whatsoever, AAPI Fiduciary agrees that he or she shall promptly deliver to AAPI all materials of a secret or confidential nature relating to AAPI's business whether in paper form or electronic format, which are in AAPI Fiduciary's possession or control.

d. **Breach of Agreement:** AAPI-Fiduciary violating Section 3, shall be subject to Immediate Suspension of the position held and the provisions of the bylaws Section 5.2 shall apply as to due process and hearing regarding the suspension. AAPI should reserve the right to initiate legal action, and the FIDUCIARY should pay for all these costs incurred by AAPI, in this matter, as well as for any costs incurred from outside action that may arise against AAPI as a result of this breach.

5. Conflict of Interest:

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

a. AAPI Conflict policy examines AAPI'S burden of proving a breach of fiduciary duty. It covers self-dealing, conflicts of interest, the duty of fair dealing, and "interested" directors. The policy addresses the duty to disclose material facts in conflict of interest

situations, and it explains when adequate disclosure will protect directors engaged in otherwise prohibited transactions. In addition, the chapter discusses when the use of corporate funds to purchase stock or solicit proxies to obtain or maintain control is permitted.

b. After a written disclosure of a financial interest or potential corporate opportunity and all material facts related thereto, and after any discussion with any person or persons, including with the interested person, in which he, she or it may choose to engage, the President by and thorough its Executive Committee, Independent Committee, responsible officer or Board, as the case may be, shall decide if a conflict of interest exists with respect thereto. Any such decision being made by other than the responsible officer shall be made by a majority vote of the disinterested members of the Executive Committee. In the case of a potential corporate opportunity, the responsible President in conjunction with AAPI- EC (in consultation with the General Counsel) shall, if appropriate, appoint a disinterested person or committee to investigate whether the transaction or arrangement should remain available for the Corporation to pursue on its own behalf and any such person or committee shall report the results of its investigation to the EC.

c. A "conflict of interest" occurs when an AAPI-Body member is in direct or indirect personal interest interferes in any way, or appears to interfere, with the interests of the AAPI or Company as a whole. A conflict situation can arise when a director takes actions or has interests that may make it difficult to perform his or her work for the AAPI objectively and effectively. Moreover, even the appearance of impropriety can call one's integrity into question. Therefore, as a APPI-Body Member of the Company, you must address the appearance of a conflict of interest as well as actual conflicts of interest. Conflicts of interest may also arise when a director, or a member of his or her immediate family, friend or associate or any connection therein receives improper personal benefits as a result of his or her position as a director of the Company. Managing conflicts of interest effectively is essential to good corporate governance. Personal conflicts of interest with the Company are prohibited as a matter of Company policy unless otherwise disclosed to the EC or The Governing Body [GB] and waived or approved by them accordingly.

d. Directors and officers and appointed members to any position are fiduciaries in a position of trust and confidence. They have an absolute duty of loyalty and must refrain from doing any act that breaches their obligation of trust to AAPI. They must also affirmatively defend and protect corporate interests. This Conflict Policy discusses such duty of loyalty and violation of the duty. AAPI Conflict policy examines AAPI'S burden of proving a breach of fiduciary duty. It covers self-dealing, conflicts of interest, the duty of fair dealing, and "interested" directors. It imposes upon its Officers and Directors and the AAPI-Body Member the duty to disclose material facts in conflict of interest situations, and it explains when adequate disclosure will protect directors engaged in otherwise prohibited.

e. The duty of loyalty applies to AAPI-Body Member as defined above with certain vendor agreements at all its event including Conventions and other authorized events. The conflict policy further imposes on AAPI-Body Member liability for failure to act under

the "corporate opportunity" doctrine, valuation of the opportunity, and the corporation's inability, refusal, or failure to accept the opportunity. A corporate opportunity is a business opportunity that AAPI- Body Member or, to his or her knowledge, a related party of such person, intends to pursue, whether through investment or participation in the business, and that the Corporation might reasonably be interested in pursuing, which (1) has a direct or close relationship to a business or line of business in which the Corporation is currently engaged, or (2) with respect to which (a) the Corporation has publicly announced it intends to engage or (b) the senior officer is aware the Corporation has determined it intends to engage or is in the process of considering whether it will engage.

f. AAPI shall at all times void any agreements that would otherwise was product of or due to a conflict of interest, and the effect of fraudulent conduct and AAPI-Body Member shall return all profits gained from the transaction.

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

7. **Sexual Harassment at Workplace and Meetings and General Public:** AAPI defies sexual harassment and encourages all its members to create a non-hostile work environment. Sexual harassment may be defined as sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when (l) such conduct interferes with an individual's work or academic performance or creates an intimidating, hostile, or offensive work or academic environment or (2) accepting or rejecting such conduct affects or may be perceived to affect employment decisions or academic evaluations concerning the individual. AAPI considers Sexual harassment as unethical and totally unwarranted. AAPI defies innuendoes, sexually suggestive statements or comments, epithets, derogation, slurs, sexually inappropriate jokes, propositions, sexually graphic commentaries, threats, and/or

sexually suggestive sounds; sexually explicit posters, cartoons, or drawings, sexually suggestive objects or pictures, leering, and/or sexually obscene gestures; unwanted physical contact of a sexual nature, including improper intimate touching, and/or sexual assault; retaliating or threatening retaliation as a result of an individual's objection to sexually abusive or harassing conduct. AAPI shall have a 'zero' tolerance policy in this matter.

8. **AAPI'S Declaration of Professional Responsibility:**
AAPI strongly advocates the declaration of professional responsibilities that its members can publicly uphold and celebrate the ideals that, throughout history, have inspired individuals to enter medicine and the conduct that, by giving life to those ideals, has earned society's trust in the healing profession. AAPI'S Declaration imposes transcend physician roles and specialties, professional associations, geographic boundaries, and political divides. AAPI adheres and asks physicians to use their skills beyond the bounds of the traditional patient-physician relationship in responding to exceptional global conditions and need for care, particularly in India and other needy nations. It is bounded in the principal that 'humanity is our patient' and it is placed in action when all AAPI'S members jointly speak together as a 'united team' with a 'united goal' on issues.

9. **AAPI and Unprofessional Behavior:** AAPI ensures all its members to conduct themselves in a professional, cooperative and respectful manner at all the times and shall not engage in unprofessional behavior. Apart from the unprofessional behavior related to daily practice of medicine, unprofessional behavior includes but not limited to, shouting or using vulgar language or profanity amongst members during meetings at any levels and at the General Body or Governing meetings and abusive behavior towards its members. Failing to address unprofessional behavior simply promotes more of it. Besides being the right thing to do, addressing unprofessional behavior can yield improved member relationship and retention, enhanced reputation, professionals who model AAPI'S future. It improves relationship amongst its members.

9. **AAPI Grassroots and Advocacy Group:**
AAPI shall form under the guidance of its President 'AAPI- ADVOCACY GROUP' to network with members, legislators and general public to ensure that implementation bolsters the sustainability of physician practices and empowers physicians to provide the best possible care for patients On April 16, 2015, President Obama signed H.R. 2, the "Medicare Access and CHIP Reauthorization Act of 2015." This legislation takes an important first step to bring stability to the Medicare program by eliminating the SGR formula. AAPI will remain vigilant in working to ensure that implementation bolsters the sustainability of physician practices and empowers physicians to provide the best possible care for patients. Additional challenges physicians continue to face in the Medicare program include impractical requirements of the electronic health record meaningful use program, eliminating the Independent Payment Advisory Board and the costly transition to the ICD-10 code set. As part of its Professional Satisfaction and Practice Sustainability initiative, the AAPI will

continue its work to clear these roadblocks to improving the nation's health. AAPI shall post on its website AAPI Physicians' Grassroots Network to stay up-to-date on legislative and regulatory issues impacting medicine and invite members of the Indo American Community for its comments and suggestions regarding special health issues pertaining to the community.

10. Enforcement of The Policy and Code:

The Standing Policy and Code of Conduct shall be enforced at all times by The Grievance and Ethics Committee. Any member who feels that the Policy and or the Code has been violated shall file a written complaint with the Chairperson of the Grievance and Ethics Committee who will in conjunction with his members deliberate and investigate the substance of the allegations and make written recommendation to the President and The Executive Committee for further action under the bylaws and copy of the findings shall be given to the alleged violator. The decision of the Executive Committee shall be final and subject to confirmation by the General Body.

The Grievance and Ethics Committee shall give full procedural and due process rights to the member violating the Policy and Code and shall at all times seek assistance of the General Counsel, if necessary.

11. AAPI – Liability Policy and Reporting:

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

ARTICLE VIII: STANDING COMMITTEES

Section 8.1 - Nomenclature

Standing Committees are divided into two sections.

a. Core Standing Committees
b. Other Standing Committee

a. **Core Standing Committees (Chaired by Officers):**
   1. Constitution and Bylaws Committee;
   2. Convention Advisory and Site Selection Committee;
   3. Election Committee
   4. Ethics and Grievances Committee;
   5. Long Term Fundraising and Finance Committee;
   6. Membership Committee;
   7. Nomination Committee;

b. **Other Standing Committees (appointed by the President-Elect at the Spring Governing Body meeting):**
   1. AAPI India Foundation Committee
   2. AAPI Global Foundation Committee (the "AAPI Global Foundation")
   3. Academic Affairs/Scientific Research/Graduate Medical Education/Mentorship Committee
   4. Alumni Committee
   5. Awards Committee
   6. Charitable Foundation Committee (the "Charitable Foundation")
   7. Continuing Medical Education Committee
   8. Information Technology and Communications Committee
   9. JAAPI Committee
   10. Legislative Affairs Committee
   11. Liaison Committee
   12. Publications/Souvenir Committee
   13. Women Physician's Committee

Section 8.2 - Committee Chair

- The term of office for each Committee Chair will be one year.
- The Chairs of Core Standing committees will be by virtue of their elected position.
    1. Constitution and Bylaws Committee - Immediate Past President
    2. Convention Advisory and Site Selection Committee – Vice President
    3. Election Committee - Immediate Past BOT Chair
    4. Ethics and Grievances Committee – BOT Chair
    5. Long Term Fundraising and Finance Committee – President-Elect
    6. Membership Committee – Vice President
    7. Nomination Committee - Immediate Past President

  The Chair of standing committees other than Core Standing Committees shall be appointed by the President-Elect and approved by the Governing Body at the spring meeting just preceding the year for which the appointments are made.
- The Chair of a standing committee shall exercise his/her discretion in appointing a up to 2 Co-Chairs from one of the three selected by the President-Elect. A co-chair shall be changed by a simple majority of the Executive Committee.
- The Chairs of the Standing Committees shall submit their reports during the Governing

Body and General Body meetings.

Section 8.3 - Committee Membership

- Each committee shall have 5-7 members.
- Members of each standing committee shall be recommended by its Chair and will be appointed by the President other than Election Committee & Nomination Committee whose members will be approved by a simple majority of the Executive Committee.
- Members appointed to these committee must be voting members of AAPI.
- Persons or entities not eligible for AAPI membership may be appointed as non-voting advisors because of their expertise or any special value they bring to the committee.
- Each standing committee consists of a "Senior Advisor", who has been a chair of that committee in the past. He/She will be mentoring the committee members.
- One YPS, one MSRF member shall be appointed in each standing committee.

Section 8.4 - Quorum

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

Section 8.5 - Minutes of Committee Proceedings

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

Section 8.6: CORE STANDING COMMITTEES

1. Constitution and Bylaws Committee

A. The Immediate Past President shall be the Chair of the Articles of Incorporation and Bylaws Committee.

B. The Articles of Incorporation and Bylaws Committee shall consist of at least eight (8) members as follows:

1. Chair: Immediate past president
2. Members shall be selected by the Chair and approved by the President.
    - Two Past Presidents
    - Two Past Chairs BOT
    - President (ex-officio)
    - President-Elect
    - Two Members-at-large
        - Be a patron member of AAPI for at least 5 years with Governing Body experience preferably with Bylaws Committee experience.

C. Bylaws can only be amended, if necessary, every three years

D. Under exceptional circumstances, within the period of 3 years, the Governing Body with a 2/3 majority vote may recommend emergency bylaw changes to the Bylaws Committee.

E. After review by the Bylaws Committee, if there are no changes, these proposed changes will be sent to the General Body for ratification.

2. Convention Site Selection and Advisory Committee

a. Convention planning should preferably begin when the Vice President takes office to ensure proper preparation.
b. The Vice President will select the convention site for the year of his/her Presidency.
c. He/she will present the selected convention site to the Governing Body for approval at least at the previous annual convention prior his/her tenure.

3. Election Committee

Refer to Article X

4. Ethics and Grievances Committee

A. The Ethics and Grievances Committee shall consist of second and third year of the Board of Trustees.
B. The function of the Committee shall include but not limited to responding to complaints or charges of discrimination against the members of the AAPI and respond to any questions about unethical behavior or grievances against members of the AAPI.

5. Long Term Fundraising and Finance Committee

i. The President-Elect will serve as its chair.
ii. The Long-Term Fundraising and Finance Committee shall be responsible for developing and implementing strategies to secure financial stability and sustainability for the organization.
iii. The Committee shall oversee long-term fundraising initiatives, endowments, grants, sponsorships, and financial investments to ensure the growth and financial health of the organization.
iv. The Committee shall consist of designated board members, financial advisors, and appointed members with expertise in fundraising, financial management, or investment planning.
v. The Committee shall provide regular financial reports to the Board of Trustees and the Executive Committee and ensure transparency and compliance with all applicable financial regulations and ethical standards.

CATEGORY I: PREMIUM BENEFACTOR OPERATIONAL ENDOWMENT FUND:

- 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.

A. DIAMOND Donor Benefactor: $100,000 Donation

- Name on the Wall of Fame in AAPI Headquarters, Chicago
- Special Jacket engraved as “AAPI Diamond Benefactor”
- 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.

B. PLATINUM Donor Benefactor: $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

C. GOLD Donor Benefactor: $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

D. SILVER Donor Benefactor: $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

CATEGORY II: DONOR DIRECTED FUND:

Every year AAPI gives 5% of the total fund, not to exceed $5,000, as a donor award to the recipient during the Annual Convention every year which will be featured on the AAPI website.

6 Membership Committee

The Committee is responsible to maintain and update the membership roster and to recruit new member organizations and members to the AAPI.

7 Nomination Committee

Refer to the Article X

Section 8.7: OTHER STANDING COMMIITTEES

1. AAPI India Foundation

Mission:

The **AAPI India Foundation** is dedicated to fostering a strong relationship between AAPI physicians and their counterparts in India. Through collaboration, advocacy, and knowledge exchange, the foundation aims to enhance the global presence of Indian medical professionals and contribute to the advancement of healthcare practices in India.

Goals:

A. **Strengthening Global Medical Ties:**
    - Establish and maintain connections between physicians in India and the Indian diaspora.
    - Facilitate a network that enables knowledge sharing, mentorship, and professional collaboration.

B. **Organizing International Conferences:**
    - Host and support joint international medical conferences that bring together healthcare professionals from India and abroad.
    - Promote the exchange of medical innovations, research findings, and best practices through these global forums.

C. **Enhancing Research and Training Opportunities:**
    - Provide Indian medical students and young physicians with access to advanced

training programs overseas.
- Develop initiatives to support research collaborations between Indian and international institutions.

D. Expanding Medical Education and Development Programs:
- Assist young Indian physicians in securing specialized training opportunities abroad.
- Offer scholarships, grants, or sponsorships to deserving candidates for research and advanced medical education.

E. Advocacy and Policy Development:
- Advocate for policies that support international collaboration in healthcare.
- Work with governments, medical associations, and academic institutions to create pathways for training, licensing, and professional exchange.

F. Advocating and Promoting Relationship with India:
AAPI shall advocate and promote in creating and maintaining relations between physicians in India and in the Diaspora by recruiting Indian physicians abroad, through the external membership project, and by organizing joint international conferences. Additionally, AAPI shall expand itself in research and advanced training assistance to young Indian physician for training abroad.

2. Academic Affairs/Scientific Research/Graduate Medical Education/Mentorship Committee
The Committee shall:

A. Have a constituency of academic physicians, Young Physicians (YPS) and Medical Student/Residents and Fellow section (MSRF) in the United States.
B. Promote interest in the affairs of the AAPI by its constituents and provide a forum for development and opportunities for training, and increase networking among academic physicians of Indian heritage.
C. Consist of up to seven (7) members including at least one (1) Young Physician member and one (1) Medical Student, Resident and Fellow section (MSRF).
D. Be chaired by a physician who has a background in academic medicine.
E. Should help with the observership and mentorship for Medical Students and Residents of Indian Origin.

3. Alumni Committee

A. The Committee is responsible to assist the Secretary to maintain and update the membership of different Alumni group of AAPI and to recruit new members to Alumni groups and the AAPI.
B. Help the Convention Committee in organizing different Alumni programs and meetings during the Annual Convention of AAPI

4. Awards Committee
The Awards committee shall:

A. Each year the committee will call for nominations for the following Awards:

1. Life time Achievement Award
2. Most Distinguished Service to AAPI Award
3. Most Distinguished Academic Physician Award
4. Most Distinguished Young Physician Award
5. Most Distinguished MSRF Award

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.

5. Charitable Foundation

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.

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

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. GOVERNING BODY MEETING

The Treasurer of the Foundation shall present a financial report during the AAPI Governing Body meetings.

Section 5. 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:
   1. This account should hold all income and funds except contributions of Patron Trustees.
   2. All day-to-day expenses shall be paid through this account.
   3. Treasurer shall maintain this account.

b. Savings or Investment Account:
   1. All surplus monies from Operative Account should be transferred in to high interest-bearing Savings or Investment Accounts.
   2. This account shall be monitored by the Treasurer of the Foundation.

c. Endowment Account:
   1. This Account should hold all the funds donated by the Patron Trustees. Shall be monitored by all officers of the Board.
   2. Investment philosophy shall be conservative but with an eye for long-term investment.
   3. Transfer from this account to operative account shall need 2/3rd majority vote of the Board.
   4. 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:
    - Unable to maintain its objective and goals.
    - Unable to operate due to lack of funds.
2. 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.
3. In the event of dissolution of the Foundation, the residual funds of the Foundation shall, after paying of all the liabilities, be assigned to AAPI. In the event of dissolution of AAPI, the net assets of AAPI shall be disposed of as provided in the Bylaws of AAPI.

ARTICLE VI:

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

6. Continuing Medical Education Committee

The Committee shall develop and plan for continuing medical education programs with CME Credits within or outside the United States. Its goal will be to provide opportunity for the medical education for knowledge of the AAPI Members and other health professionals.

7. Information Technology and Communications Committee

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

Goals:

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

8. JAAPI Committee

M**ission:** To provide a high-quality, peer-reviewed platform for medical professionals of Indian origin to publish and share scientific research, clinical insights, and advancements in healthcare. It aims to

foster academic collaboration, promote medical excellence, and contribute to the global medical community. JAAPI envisions becoming a widely recognized and respected publication that not only strengthens AAPI's academic standing but also serves as a vital resource for physicians of Indian origin worldwide.

Goals:

- **Establishing JAAPI as the Premier Publication of AAPI** – Elevating JAAPI to the level of prestigious medical journals such as those of the AMA, AHA, ASN, and ADA.
- **Enhancing Visibility and Engagement** – Attracting more Indian-origin physicians to publish and engage with JAAPI.
- **Serving as a Platform for Specialty Societies** – Enabling organizations like the American Association of Nephrologists of Indian Origin (ANIO) to publish important medical discussions, synopses, and research.
- **Expanding Reach and Influence** – Encouraging the submission of high-quality articles, soliciting expert contributions, and increasing readership within the medical community.
- **Sustaining Growth Through Support** – Seeking community involvement through article submissions, promotional efforts, and sponsorships from the pharmaceutical industry and other relevant organizations.

9. Legislative Affairs Committee

- Members should have an interest or experience in public policy, advocacy, or legislative affairs. The function of the committee shall be to advocate on legislative issues affecting AAPI members, to the extent legally permitted by a 501 (c) (3) organization in accordance with the Internal Revenue Code and underlying rules and regulations.

10. Liaison Committee

The Liaison Committee shall:

A. Functions as a liaison between the AAPI and other professional organizations within the United States and abroad, who have similar interests and goals;
B. Send members to represent the AAPI at meetings of such organizations as described in subsection B of this section;

11. – Publications/Souvenir Committee

A. The Committee will be charged with the responsibility to publicize the purpose and activities of the AAPI, as well as overseeing the designing, editing, printing of the "AAPI Journal/Souvenir" at least four times a year or as otherwise directed by the Executive Committee.

12 – Women Physician's Committee

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

Goals:

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

ARTICLE IX – DUES

Section 9.1 - Determination of Annual Dues

Annual dues for all categories of membership shall be determined by the Governing Body and approved by the General Body during the Annual meeting.

Section 9.2 – Exemptions

- Student members shall not be required to pay dues and shall not have any voting rights.
- Residents and Fellows will be assessed nominal dues as approved by the Governing Body with voting rights as per section 3.1A.

Section 9.3 - Patron Members, Patron Chapter Members

General: The Governing Body will set the dues for Patron members and chapter members. The monies so generated shall remain in an escrow account controlled by the Board of Trustees.

Privileges and responsibilities of patron members:

Patron's membership in the AAPI represents a lifelong commitment to the cause and goals of the AAPI.

ARTICLE X.

NOMINATION PROCESS & ELECTION PROCESS

10.1 NOMINATION PROCESS

A. NOMINATION COMMITTEE

a. The Nomination Committee consists of (7) seven members actively involved and familiar with the workings of the AAPI. The Immediate Past President, being a senior member of the Executive Committee, will be the Chair of the Committee unless otherwise determined by the Governing Body for cause.
b. Members of this Committee shall consist of the following:
    - The immediate past president will be the chair of the committee
    - In addition to the Chair, Members of this committee will include 2 Past Presidents, 2 past BOT Chairs and 2 members-at-large, selected by the Chair of the Nomination Committee.
    - The members-at-large should be patron member for 5 years and one year as a Governing Body member.
    - Furthermore, no more than one member, apart from the Chair, should be from the same Alumni, Local or Specialty Chapter of AAPI.
    - The members shall be approved by the Executive Committee, by a simple majority by end of November.

- The nomination committee will choose the candidates for various positions based on the eligibility criteria, services to the AAPI and diversity; and propose a slate of the candidates (one for each position) as an official AAPI slate to the membership. Notwithstanding this, any other eligible candidates are not be prevented to contest if they choose so.

B. Eligibility Criteria for the Voters in AAPI Elections:

- All patron Members of AAPI as of January 31st of the year.
- All Annual Members as of January 31st, if they were dues paid members as of July 31 of the preceding year.
- One vote per member

C. Call for Nominations:

a. The Committee shall receive nominations for the following positions:
   i. Vice President
   ii. Secretary
   iii. Treasurer
   iv. Board of Trustees
   v. Regional Directors

b. 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.C.b
   - Secretary: Refer to Section 5.4.C.c
   - Treasurer: Refer to Section 5.4.C.d
   - Regional Director: Refer to Section 5.4.C.e
   - Board of Trustee (3 positions):
     a. Must be active member of AAPI for at least 5 years
     b. Must have served three years on the Governing Body, of which one [1] year as a Regional Director.

c. For each year on the Governing body, the candidate must have attended a Governing Body meeting as a primary voter or proxy voter during the same year or any other year in the last 5 years to be counted towards Governing Body experience to run for elections.

d. Other Criteria:
   1. Any current dues-paying AAPI member may nominate a candidate by submitting a nomination to the Chair of the Nomination Committee, seconded by another member. Members are prohibited from nominating more than one candidate for any given position.
   2. Candidates shall include a written statement of acceptance and also to serve the office if elected, along with a signed disclosure form.
   3. A candidate may file nomination and contest for only one position in any given election.

4. The Executive Committee may levy a Filing Fee against all the Nominees. The Governing Body shall approve the amount. An election candidate who withdraws before the stipulated deadline will receive a refund of their filing fee, minus a 10% administrative charge.
5. Nomination fee (Check or written/signed credit card information) along with completed application should reach AAPI office on or before the deadline of January 29th before 4:00 PM (CST).
6. No new nominations will be accepted after January 29th. However, if there are any discrepancies or legitimate corrections, in the already received nominations, will be entertained until January 31st before 4 pm CST.
7. All the candidates are required to have valid unrestricted license either presently or in the past to practice in USA and Sign following:
   - Attestation of questions & nominations papers
   - Authorization & Consent for verification & release of information
   - Statement of acceptance
   - Candidates' agreement for binding arbitration of election disputes as approved by the Governing Body
   - AAPI Code of Conduct and Conflict of Interest as formatted modified from time to time by the Governing body

D. 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.
b. The Candidates may withdraw from the election by writing to the Chair of the Nomination Committee on or before February 15th or the last date of withdrawal of the election year by 4:00 pm CST.
c. The Nomination Committee shall send the final slate of nominees for all positions to the Chief Election Officer and the President by 4:00pm CST on Feb 15th or the last date of withdrawal of the election year.
d. The Chief Election officer shall send the slate to the President and general membership by February 15th or the last date of withdrawal of the election year.

10.2. ELECTION PROCESS:

A. 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 four Election Officers: two from Past President and two from Past Chair Board of Trustees with approval of simple majority of Executive Committee members to help conduct the elections. The immediate past Chief Election Officer shall serve as an ex-officio member.
b. The voting members as provided in Section 10.1 shall have the right to vote. No proxy vote is permitted.

c. Each member shall have one vote for each vacant office.
d. Voters must select three Board of Trustee candidates out of the total number of contestants for BOT election. The ballot will be valid only if three candidates are chosen. If one or two candidates are chosen, the Board of Trustees portion of the ballot will be disqualified
e. The Vice President shall prepare and certify the list of voting members, as defined in Section 10.1, on or before February 15th of each year.
f. The elections shall be conducted by an electronic ballot by the ballot agency to conduct fair elections. Ballots shall be emailed on or before March 1st of each year to qualified voting members as outlined in Article X, Section 10.1.B
g. Only the ballots submitted electronically by March 15th of each election year will be eligible for counting.
h. The Executive Committee shall engage the services of an independent election agency to conduct the election process under the supervision of the Chief Election Officer.
i. The results of the elections shall be communicated by the Chief Election Officer to the President immediately after counting the ballots. The President will call the candidates personally about the results. The President will also inform the results to the membership which will also be posted on the AAPI website. This process must be accomplished by March 15th each year.
j. If March 15th falls on a weekend or holiday, the counting will be conducted and results will be announced on the next working day.
k. The Chief Election Officer will cast his/her vote but that vote will only be counted in case of a tie.
l. If the spouse or parent or children of an Office bearer inclusive of Executive committee or Board of Trustee is running for any election, that particular office bearer shall mandatorily recuse himself/ herself from the nomination committee, election committee and any other decision-making procedures during the Election period.

A. CANDIDATES DEBATE

In an effort to limit the numerous phone calls and text messages that the members are inundated with during each election cycle, AAPI may provide an official forum for the candidates to reach out to the members about their candidature and eligibility for the post they are contesting for.

1. This will be conducted virtual or hybrid meeting and broadcast to the members
2. It will be in the form of an opening statement by all candidates
3. There will be a question-and-answer session for the contestants for officers, namely vice-president, secretary, and treasurer unless any position is uncontested.
4. There will be two moderators who are AAPI members, selected by a majority vote of the three confirmed presidents, namely, president, president-elect, and vice president and will be accepted by a simple majority of the candidates for the executive positions. In event of tie, the President will be the tie-breaker.
5. The questions will be selected by the moderators and approved by the three confirmed presidents, namely, president, president-elect, and vice president
6. The questions should be general, related to AAPI and not punitive
7. All candidates for a particular post will be allowed to answer the same question.

8. Time limit, number of questions, and debate format will be decided by the three confirmed presidents, namely, president, president-elect, and vice president
9. Notwithstanding the above, participation in this debate is not mandatory for the candidates

C. Recount of Election Ballots:

a. Any Candidate contesting the ballot count may request a recount by writing to the Chief Election Officer. The request must be sent within 5 working days after election results are announced.
b. The candidate requesting the recount shall bear the cost of the recount.
c. Only one recount for any one position shall be permitted.
d. The recount result shall be announced before March 31st and shall be binding on all parties.

D. 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.

10.3 ELECTION CODE OF CONDUCT DURING THE ELECTION PERIOD:

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

a. A biography submitted by the candidate will be sent by AAPI office to all the AAPI members four weeks prior to the Election. This will be a one-page presentation that will fit a passport sized photograph and 250 words. The Content will be the responsibility of the Candidate, and will follow norms of courtesy, with no negative comments or statements, direct or indirect. This biography of the candidate should be received in the AAPI Office two weeks before the posting date above. (Six weeks before Election).
b. In addition to the above, a Candidate, or any other person acting as an advocate for such Candidate, will restrain themselves, collectively and not individually, to only one fax, and one postal mail for communicating with an AAPI member. Any further communication to a Member will only be with that specific Member's permission, written or sent by email.
c. Each Candidate will have to deposit $1,000.00 with his/her application, in addition to the

Application Fee, for compliance with the Code of Conduct.

d. A Candidate who violates the Election Code of Conduct and Procedure shall be sanctioned or reprimanded by the Committee and may forfeit his deposit in the event of the Committee's findings as to any complaint lodged therein. The Committee reserves the right to supplement additional administrative sanctions based on the nature of the repeated conduct and the manner therein. The Committee's decision shall be final and reviewable only by the General Body.
e. Within one week of receiving the Complaint, the Committee shall provide all procedural and due process rights to the candidate regarding the complaint. A candidate shall respond in writing no later than 2-weeks upon receipt of the complaint. Thereafter the committee shall conclude its findings in writing with regards to any violations and sanctions therein. A copy of the recommendations by the committee shall be given to the President and the Candidate Violating the Code of Conduct. The executive committee with a 2/3rd majority will decide and execute sanctions if necessary.
f. Members of the executive committee, including that of election and nomination committee shall not be allowed to campaign on behalf of any candidate, other than themselves if contesting, during the election period. Any violation of this code shall result in immediate action against the member by the executive committee.
g. Notwithstanding any of the provisions of the Code of Conduct regarding elections, the Bylaws containing Election Procedure shall always be controlling and superseding any conflicts herein.

ARTICLE XI - AMENDMENTS AND ADOPTION

Section 11.1 – Amendments

All or any amendments to these Bylaws can only be amended by following procedures described in these articles and simple majority of mail in ballot received as described in Section 5.2.E.3 and or the changes to the bylaws shall be posted on the website of AAPI and only the applicable Section of the Bylaws as Amended shall be mailed out to the General Membership for approval or AAPI may use electronic ballot as approved by the Governing Body.

A. The proposed amendment may be initiated in writing in any General Body or Governing Body meeting with the concurrence of not less than ten (10) voting members whose concurrence is evidenced by their signatures. The proposed amendment, duly initiated, shall be referred to the Bylaws Committee for consideration and recommendation to the Governing Body as provided in these Bylaws.
B. The recommendations of any amendments by the Chair of the Bylaws Committee along with the recommendation as approved by the Governing Body shall be submitted to the General Body for consideration and approval. On approval by the General Body by email, by a simple majority of returned ballots or electronic ballots, the amendments shall be incorporated into these Bylaws with immediate effect.
C. Notwithstanding anything to the contrary provided in these Bylaws, in the event of a conflict between and provision in the AAPI's Articles of Incorporation which were filed with the State of Michigan on April 7, 1989 and these Bylaws, the provision contained in the

Articles of Incorporation shall be given precedence and priority over the conflicting provision in these Bylaws. AAPI shall have its office for business in the State of Illinois and Satellite Office in California.

D. These Bylaws have been duly adopted in accordance with the Articles of Incorporation and the applicable laws.
E. Unless the Governing Body declares any particular amendment as an emergency, the amendments shall take effect on July 1st.

Article XII: INDEMNIFICATION

SECTION 12.1: AAPI shall, to the fullest extent authorized or permitted by the Michigan Non-Profit Corporation Act (the "Act") or other applicable law, as the same presently exists or may hereafter be amended, indemnify a member of the Governing Body, Board of Trustees, Executive Committee, director or officer (the "Indemnitee") who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of AAPI, by reason of the fact that he or she is or was a member of the Governing Body, Board of Trustees, Executive Committee, officer, director, employee, non-director volunteer or agent of AAPI, or is or was serving at the request of AAPI as was a member of the Governing Body, Board of Trustees, Executive Committee, officer, director, employee, non-director volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonable incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the AAPI. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contender or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposedto the best interests of AAPI, and with respect to any action or proceeding, had reasonable cause to believe that the conduct was lawful.
An AAPI member will not be indemnified if there is a serious breach of fiduciary duty towards AAPI or misappropriation and abuse of AAPI funds.

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

AAPI shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify an Indemnitee who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action, or suit by or in the right of AAPI to procure a judgment in its favor by reason of the fact that the Indemnitee is or

was a member of the Governing Body, Board of Trustees, Executive Committee, officer, director, employee, non-director volunteer or agent of AAPI, or is or was serving at the request of AAPI as a member of the Governing Body, Board of Trustees, Executive Committee, officer, director, partner, trustee, employee, non-director volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of AAPI. However, indemnification under this Section shall not be made by a claim, issue, or matter in which the Indemnitee has been found liable to AAPI unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

SECTION 12.3 ACTIONS BROUGHT BY THE INDEMNITEE.
Notwithstanding the provisions of Sections 12.1 and 12.2 of this Article, AAPI shall not indemnify an Indemnitee or any member in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the Governing Board of the AAPI.

SECTION 12.4 APPROVAL OF INDEMNIFICATION.
An indemnification under Sections 12.1 or 12.1 of the Article, unless ordered by a court, shall be made by the AAPI as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct as set forth in Sections 12.1 or 12.2 of this Article. This determination shall be made promptly in any of the following ways:

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

SECTION 12.5 ADVANCEMENT OF EXPENSES.
Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 12.1 or 12.2 of this Article shall be paid by AAPI in advance of the final disposition of the action, suit or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by AAPI. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

SECTION 12.6 PARTIAL INDEMNIFICATION.
If an Indemnitee is entitled to indemnification under Sections 12.1 or 12.2 of this Article for a portion of expenses including attorney's fees, judgments, penalties, fines and amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

SECTION 12.7 INDEMNIFICATION OF EMPLOYEES, NON-DIRECTOR VOLUNTEERS AND AGENTS.
Any person who is not covered by the foregoing provisions of this Article and who is or was an employee, non-director volunteer or agent of AAPI, or is or was serving at the request of AAPI as a trustee, director, officer, employee, non-director volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exist or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits AAPI to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the Governing Body.

SECTION 12.8 OTHER RIGHTS OF INDEMNIFICATION.
The indemnification or advancement of expenses provided under Sections 12.1 to 12.7 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, these bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 12.1 to 12.7 of this Article continues as to a person who ceases to be a Member of the Governing Body, Board of Trustees, Executive Committee, Director, officer, employee, non-director volunteer or agent and shall inure to the benefit of the heirs, executors, and administrators of the Indemnitee.

SECTION 12.9 LIABILITY INSURANCE.
AAPI shall have the power to purchase and maintain insurance on behalf of any person who is or was a Member of the Governing Body, Board of Trustees, Executive Committee, director, officer, employee, non-director volunteer or agent of AAPI, or is or was serving at the request of AAPI as a trustee, director, officer, employee, non-director volunteer or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not AAPI would have the power to indemnify the person against such liability under the provisions of the Act.

SECTION 12.10 CONTRACT WITH AAPI.
The right to indemnification conferred in this Article shall be deemed to be a contract between AAPI

and each Member of the Governing Body, Board of Trustees, Executive Committee, director, officer, employee, non-director volunteer or agent who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, AAPI shall give written notice thereof to the Members of the Governing Body, Board of Trustees, Executive Committee, director, officer, employee, non-director volunteer or agent directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered."

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

Article XIII: ARBITRATION

Section 13.1
Any and all controversies or claims arising out of or related to the Bylaws, including but not limited to claims as a result of any election disputes as provided in these Bylaws, will be settled by binding arbitration conducted by Judicate West (JW) Arbitration and Mediation Services Head Office in Santa Ana, CA. The arbitrator appointed shall be from JW panel of retired Judges (www.judicatewest.com). The Arbitration shall be before one arbitrator in accordance with the Commercial Rules of Arbitration of JW and the California State Law. Prior to filing any claim in arbitration with JW, a member shall post a bond of $50,000 with JW and the arbitrator appointed shall approve the Bond as posted prior to proceeding with the case**.** JW shall not proceed or does not have Jurisdiction or authority to proceed as to the petition filed in arbitration, unless a Bond as indicated above have been posted by the member filing claim in arbitration. The undertaking is a prerequisite by a member to filing any claim in arbitration and AAPI can seek court relief in California for non-compliance or any contrary relief granted by the arbitrator regarding the posting of the undertaking. An "undertaking bond" in a derivative or a personal action is a financial security that a member claimant must post with the JW, before initiating a derivative lawsuit or claim of personal nature, essentially acting as a guarantee to cover potential legal costs and expenses the corporation might incur in defending against the lawsuit, should the member fail to prevail. The Bond shall be returned to the member if he/she prevails in the claim. AAPI reserves the right to increase the undertaking if the claim is prolonged resulting excessive fees and cost to AAPI. AAPI shall be entitled to all costs and fees should the member fail to prevail in arbitration. A member who fails to pursue his claim and dismisses it, shall be deemed to be a non-prevailing party. Unless extraordinary circumstances exist, ninety [90] days prior to filing a Claim in Arbitration, a member shall attempt to mediate his/her dispute by selecting a mutual *mediator* with Judicate West

Mediation Services. Failure to complete mediation as indicated in this Section shall bar any claims filed in arbitration.
The mediation with the selected mediator shall be completed within 90 days. The arbitration award may be entered as a final judgment in any court of competent jurisdiction and shall be enforceable by such court. The arbitrator shall give interim award of recovery of all costs and fees (including attorney fees, administrative fees, arbitrator fees and court costs) to AAPI against a member who brings action in State or Federal Court contrary to the provisions of this Section. Notwithstanding any provisions of this bylaws, neither the US Federal District Court nor any State Courts shall have any Jurisdiction to resolve any claims or dispute arising out of these bylaws or related to AAPI election matters. Both the Federal Courts and the State Courts are herein referred to as 'Courts'. Any such claims filed in the Courts shall be subject to immediate dismissal including award of any fees and costs incurred by AAPI. Upon demand by AAPI, any action commenced in the courts shall be immediately dismissed by a member and failure to do so shall result in the member paying all fees and cost for such actions to AAPI.

Section 13.2 – States And Federal Court 'The Courts' Lack Jurisdiction
Any and all States and US Federal Districts Court lack any Jurisdiction to hear any Injunctive Relief Actions or any Claims filed by any Member of AAPI against AAPI or its elected officers or agents or members. Courts are directed to dismiss all claims and or in the alternative transfer the claims to JW in CA. The Courts or the arbitrator shall have the power to award all attorney's fees and cost to AAPI against a member who violates the provisions of Article 13; Section 13.1 or order the arbitrator to give an interim award for attorney's fees and costs to AAPI. AAPI also reserves the right to bring a notice motion before the arbitrator for interim award of fees and costs to AAPI. AAPI reserves the right to bring any violation of AAPI Trademark and Tradename in US Federal District Court and enforce the order nationwide. However, AAPI reserves the right to file any action in US Federal District Court in Central District of California to immediately enjoin a member who violates AAPI Trademark and Tradename including Trade Logo of AAPI and ask for cost, fees and fines against the member.

Section 13.3
Any candidate for any elected position provided for in these Bylaws, as a condition of being recognized as a candidate, must sign the AAPI Code of Conduct and Affidavit for AAPI Election Candidate as may be adopted from time to time.

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

i) The Executive Committee shall circulate a notice of the intent of the dissolution of the Association to all dues paying members of the Association.

ii) Not more than Sixty days after such a notice is circulated, a special General Body Meeting shall be called and the motion for the dissolution of the Association shall be placed before the General Body. If the motion is passed by a two-third (2/3) majority vote of all dues paying members of the Association present at the meeting, then the Association shall be dissolved.

iii) Immediately following the dissolution of the Association, the Executive Committee as well as the General Body shall be dissolved. The Board of Trustees, however, shall continue to function for a period of not more than 180 days. During this period, it shall payoff all liabilities of the Association from the Association's assets and shall disburse any remaining assets to one or more organizations qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code by two-thirds (2/3) vote of both the Executive Committee and the Board of Trustees at their respective meetings.