
AMENDED AND RESTATED BY-LAWS
OF
ASSOCIATION OF PHYSICIANS OF PAKISTANI DESCENT
OF KENTUCY AND SOUTHERN INDIANA

A Kentucky Nonprofit Corporation

Amended April 26, 2011

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OF
ASSOCIATION OF PHYSICIANS OF PAKISTANI DESCENT
OF KENTUCY AND INDIANA**

PREAMBLE

WHEREAS the Association of Physicians of Pakistani Descent of Kentucky and Indiana (“APPKI” or “Association”) was formed as a non-profit organization to promote profession and social cohesiveness of the physicians of Pakistani origin; and to maintain the identity of this group of people and to provide a forum for scientific, educational, charitable, and social interaction and activities among its members.

**ARTICLE I
OBJECTIVES**

The APPKI’s objectives, in addition to those stated in its Articles of Incorporation, are:

- (a) to promote professional and social well being of its members;
- (b) To promote professional, academic, and technological advancement in the field of medicine and healthcare in Pakistan and the United States;
- (c) to nourish the longstanding friendly relationship between the United States and Pakistan;
- (d) to assist medical students of Pakistani origin in obtaining advance education and training in the United States;
- (e) to conduct seminars and other educational activities related to the field of medicine;

- (f) to support and foster the availability of medical services to indigent patients in the United States and Pakistan;
- (g) to coordinate and cooperate with other like-minded groups and organizations in the United States and Pakistan to carry out Association's objectives;
- (h) to promote and support the programs for social and human development in Pakistan by making direct and indirect capital and non-capital contributions to other non-profit organizations engaged in social and human development work in Pakistan, being specifically mindful of laws aimed at curbing money laundering, tax evasion, and terrorist financing;

ARTICLE II MEMBERSHIP

1. Membership Categories

1.1: Members

Membership under this category shall be open to all duly licensed physicians and dentists of Pakistani origin living in Kentucky or Southern Indiana who wish to promote Association's mission and its objectives.

1.2: Associate Members:

Associate membership is open to any individual of Pakistani origin residing in Kentucky or Indiana who wishes to promote Association's mission and its objectives.

1.3: Medical Student, Resident, and Fellows (MS, R, F)

Membership under this category is open to medical students, residents, and fellows in approved training programs in Kentucky and Indiana, who wish to promote Association's mission and its objectives.

1.4: Other Members

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

2. Membership Requirements

To become and remain a member in good standing, a candidate for membership shall:

- (a) Submit an application in a manner as prescribed by the Association;
- (b) Subscribe to APPKI's objectives, abide by its by-laws, obey its rules and regulations, and timely pay all membership dues, fees, and other assessments.
- (c) Receive a written approval of the membership application by a duly designated officer of the Association.

3. Suspension and Expulsion:

A member may be suspended for a period or expelled for any of the violations listed below. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Trustees, provided that a statement of the charges shall have been mailed by registered mail or secure e-mail to the member at his/her last recorded address at least 15 days before final action is taken thereon.

- (a) Deliberate violation of APPKI's Articles of Incorporation, bylaws, or other membership rules and requirements as described in the membership application;
- (b) Becoming an adverse party against the Association in a dispute or law suit;
- (c) Engaging in conduct prejudicial to the best interests of the Association.

4. Members' Right to Vote and Hold Office

Only members, as defined in Article II, section 1.1, have right to vote and hold office as officers or Trustees.

5. Annual Membership Fees. Annual dues and any special assessments shall be fixed by the Executive Committee and approved by Board of Trustees.

**ARTICLE III
BOARD OF TRUSTEES**

1. Management of the Association.

The property, business, and affairs of the Association shall be managed and controlled by its Board of Trustees ("BOT").

2. Members of BOT.

The Board of Trustees shall consist of no less than five (5) and no more than thirteen (13) members. The Board of Trustees may change the number of Trustees from time to time; provided, however, there shall always be an uneven number of Trustees. All trustees shall reside in Kentucky or Indiana during their term unless their prolonged absence is excused by the BOT for good cause. To be a member of the BOT, the candidate must have been a member for at least three consecutive years or five cumulative years. The Trustee positions shall be

numbered and the numbered Trustee positions shall have the following characteristics:

<u>Trustee Position Number</u>	<i>Term</i>	<u>Elected By</u>
1	3 Years	Board of Trustees
2	3 Years	Board of Trustees
3	3 Years	Board of Trustees
4	3 Years	Board of Trustees
5	3 Years	Board of Trustees
6	2 Years	Board of Trustees
7	2 Years	Board of Trustees
8	2 Years	Board of Trustees
9	2 Years	Board of Trustees
10	1 Year	Board of Trustees
11	1 Year	Board of Trustees
12	1 Year	Board of Trustees
13	1 Year	Board of Trustees

(a) Nomination and Election to BOT: Any member in good standing may nominate himself or another eligible member for a position on the BOT by submitting the nomination to the chair of the election committee in a manner prescribed by the election committee. Names of the eligible candidate shall then be put on a ballot and submitted to BOT for its vote on the nominees. Members may vote in person, by mail, or by email, subject to approval of the chair of the election committee. The election shall be by a simple majority. The Election Committee shall have a final say on the rules and procedure for conducting fair and transparent elections.

(b) Election Committee: The election committee shall be appointed by the Board of Trustees and shall consist of three (3) individuals who shall be members. One of the three members shall be a Trustee, with at least one year of unexpired term. The trustee-member of the Election Committee shall serve as the Chair of the Committee. The chair of the Board of Trustees shall notify the chair of the election committee at least two (2) months prior to the election date that a ballot is needed. The Election Committee shall provide the ballot to the Board of Trustees at least one (1) month prior to the election date.

(c) BOT Term: The term of service on the BOT shall not exceed three years. A member may serve two additional terms of one, two, or three years so long as each term is separated by at least one year without service on BOT. No one shall serve as a BOT for a cumulative period

of more than nine years. Any time served on the BOT by any member before the effective date of these amended bylaws shall not count.

(d) Disqualification for Excessive Unexcused Absence. Any member of the BOT or EC who has three unexcused consecutive absences shall be disqualified from further service.

3. Vacancy. Whenever any vacancy shall occur in the Board of Trustees, by reason of death, disability, or resignation, it may be filled by a vote of the majority of the remaining Trustees for the balance of the term.

4. Annual Meeting. The annual meeting of the Association shall be held on a time and at a place as designated by the President for the transaction of such business as may regularly come before it. The annual meeting of the BOT shall held on a time and at a place as designated by the President for the transaction of such business as may regularly come before it.

5. Special Meetings. Special meetings of the Board of Trustees may be called by order of the President, or by one-third of the Trustees then in office, by giving notice of the time, place and purpose or purposes of each special meeting. The notice shall be by mailing the same at least five (5) days before the meeting or by telephoning or e-mailing the same at least three (3) days before the meeting to each Trustee.

6. Conduct of Meetings/Voting. At meetings of the Board of Trustees, the President shall preside. If President is unable or unwilling to preside; BOT members shall elect one of them, by a simple majority vote, to chair the meeting.

The quorum requirement for the transaction of business shall be 2/3rd of the current BOT. Each Trustee shall have one vote. Except as otherwise provided by statute, the action of two-thirds ($\frac{2}{3}$) majority of the total number of Trustees present at any meeting, shall constitute the official act of the Board of Trustees, provided that a statement of the proposed agenda and action shall have been included in the notice or waiver of notice of such meeting of the Board. Any Trustee not present at the meeting shall be permitted to vote by proxy at any time which does not exceed two weeks from the meeting date, provided that such proxy vote is submitted to (and received by) the President/Chairperson within the required time limit.

7. Manifestation of Dissent. A Trustee of the Association who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

8. Removal of Trustee. Any Trustee and any executive officer may be removed by the affirmative vote of two-thirds ($\frac{2}{3}$) of the BOT.

9. Telephonic/Electronic Board Meetings. Trustees may participate in meetings of the Board of Trustees through use of electronic means if such can be arranged

so that all Trustees can hear and participate in the meeting. The use of telephonic/electronic means for participation shall constitute presence in person.

10. Compensation. No Trustee shall receive a salary or other compensation for service in such capacity, but the Trustees may be reimbursed for actual expenses incurred in the performance of such service.

11. Liability. No Trustee shall be liable for any debt, obligation, or liability of the Association.

12. Conflict of Interest. Any contracts, transactions or agreements that are, or may appear to be, a conflict of interest shall be fully disclosed and brought before the Board of Trustees for approval.

ARTICLE IV Officers

1. Election. Executive Committee shall consist of President, Immediate-Past President, President-elect, Treasurer and a Secretary. Each year members shall elect a President-elect, a Treasurer and a Secretary. The elections shall be held under the supervision of the Election Committee as appointed by the BOT and in accordance with its rules and procedures.

2. Removal. Any officer may be removed by the affirmative vote of two-thirds ($\frac{2}{3}$) of the BOT. Any officer, agent or employee, other than officers appointed by the Board of Trustees, shall hold office at the discretion of the officer appointing them.

3. Duties of President. The President shall be the principal executive officer of the Association. He shall exercise such duties as customarily pertain to the

office of President and shall have general and active supervision over the property, business and affairs of the Association and over its several officers.

4. Duties of Treasurer. The Treasurer shall have general custody of all the funds and securities of the Association and have general supervision of the collection and disbursement of funds of the Association. He shall endorse on behalf of the Association for collection checks, notes and other obligations, and shall deposit the same to the credit of the Association in such bank or banks or depositories as the Board of Trustees may designate. He shall enter or cause to be entered regularly in the books of the Association full and accurate accounts of all monies received and paid by him on account of the Association; shall at all reasonable times exhibit his books and accounts to any Trustee of the Association upon application at the office of the Association during business hours; and, whenever required by the Board of Trustees or the President, shall render a statement of his accounts. He shall perform such other duties as may be prescribed from time to time by the Board of Trustees or by the Bylaws. He may be required to give bond for the faithful performance of his duties in such sum and with such surety as shall be approved by the Board of Trustees.

5. Duties of Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees. He shall have custody of the corporate seal and general charge of the records, documents and papers of the Association not pertaining to the performance of the duties vested in other officers, which at all reasonable times shall be open to the examination of any Trustee. He shall perform such

other duties as may be prescribed from time to time by the Board of Trustees or by the Bylaws.

7. Vacancies. In case any office shall become vacant, the Board of Trustees shall have power to fill such vacancies. In case of the absence or disability of any officer, the Board of Trustees may delegate the powers or duties of any officer to another officer or a Trustee for the time being.

ARTICLE V ***Committees***

The President may create committees as needed. Meetings of such committees may be held without notice at such time and place as shall be determined from time to time by the committees. The committees shall keep regular minutes of their proceedings and report the minutes to the Board of Trustees when required.

ARTICLE VI ***Tax-Exempt Purposes***

1. Purpose of Association. The purpose of the Association is to transact any and all lawful activities permitted to the Association formed pursuant to KRS Chapter 273. Any such purpose is to be interpreted in a manner so as to qualify the Association as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor provision).

2. Compensation of Employees. Employees of the Association will be reasonably compensated for the services which they provide. The officers and Trustees of the Association will not be compensated for holding those positions,

but, if they provide services to the Association, they shall be reasonably compensated for same.

ARTICLE VII
Miscellaneous

1. Fiscal Year. The Board of Trustees shall have the power to fix, and from time to time change, the fiscal year of the Association. Unless otherwise fixed by the Board, the calendar year shall be the fiscal year.

2. Waiver of Notice. Any notice required to be given under the provisions of these Bylaws or otherwise may be waived by the Trustee or officer to whom such notice is required to be given.

3. Indemnification. The Association shall indemnify any Trustee, officer, or former Trustee or officer of the Association against any expense actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been a Trustee or officer, except in relation to matters as to which such person is adjudged to be liable for willful misconduct in the performance of such person's duties to the Association. The Association, may, but is not required to, obtain insurance providing for indemnification of Trustees, officers and employees.

4. Corporate Seal. The Board of Trustees may adopt, use and modify a corporate seal. Failure to affix such seal to corporate documents shall not affect the validity of such documents.

ARTICLE VIII
Amendment

The Board of Trustees shall have the power to add any provision to or to alter or repeal any provision of these Bylaws by the vote of two-thirds of all of the Trustees at any regular or special meeting of the Board, provided that a statement of the proposed action shall have been included in the notice or waiver of notice of such meeting of the Board.

ADOPTED this the _____ day of _____, 2011.

SECRETARY