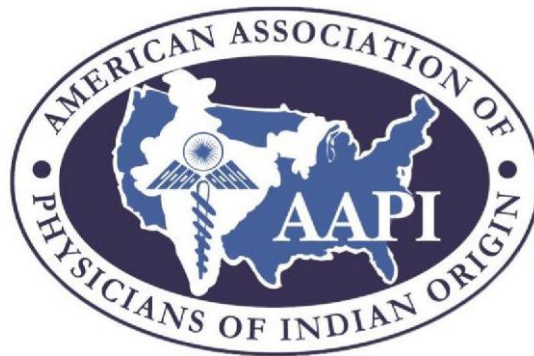


American Association of Physicians Of Indian Origin



AAPI Constitution and Bylaws

This document was prepared and adopted by the members on June 28, 2016 through mail in ballot

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, 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. The word "heritage" similarly, connotes ancestry.

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 and other medical scientists of Indian origin practicing in the United States under one umbrella organization.
- b. To assist Physicians and Dentists, Medical, Dental and Human Sciences 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) 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 HEADQUARTERS

Section 2.1 - Site

The AAPI will maintain a National Headquarters at a site approved by the Governing Body, as hereinafter defined.

Section 2.2 - Staffing

The AAPI's National Headquarters will be staffed by administrative support personnel as approved by the Governing Body, from time to time, the expenses for which shall be borne by the AAPI Operating Fund.

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-to-day 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, and in accordance with any contract, which may have been entered into with the Executive Director/Chief Development Director.

ARTICLE III – MEMBERSHIP

Section 3.1 – General

Membership in the AAPI shall be open to any physician or dentist or students of medicine, dentistry and human sciences 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 who hold or at any time held (retired physicians) an unrestricted license to practice medicine in any state of the USA or any physician or dentist currently enrolled in Residency program in 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. 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.

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

Residents, fellows, and students of medicine and dentistry, 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 section. Their participation will be governed in accordance with the Bylaws of the AAPI-MSR section, which will conform to the broad principles of the AAPI and as approved by the Executive Committee.

D. YOUNG PHYSICIANS (YPS):

Physicians who have completed their training and are in their first eight years of practice of medicine and who wish 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.

E. 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.

F. 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.

G. 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, specialty or medical school of graduation with at least fifty (50) paid active members consisting of physicians or dentists of Indian origin practicing in the United States) may become Member associations of the AAPI by paying one time life membership as assessed by the Governing Body. A second or subsequent organization representing the same or essentially the same region or other characteristic may 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 the immediately preceding 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.

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. Letter of intent

- ii. A copy of its Articles of Incorporation and Bylaws, and Certificate of Incorporation in good standing with the Secretary of State
 - iii. A complete application form with names, designations, address and contact numbers including email addresses of all its Officers and Directors.
 - iv. 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 – Revocation and Suspension

- a. Membership may be denied to or immediately suspended on temporary basis for any member who deliberately violates actions which are contrary to the best interest of AAPI by three-fourth (3/4) majority vote of the Executive Committee.
- b. Notwithstanding any of the provisions herein regarding controversies, upon denial and/or immediate suspension of the member, the President with approval of the Executive Committee shall appoint a hearing committee within 48 hours consisting of five (5) members which shall compose of two (2) Past Presidents, two (2) Past Chairs' of Board of Trustees and one (1) member-at-large. The Chairperson of the Committee shall be appointed by the President and the committee shall be delegated with the authority to investigate and make recommendation of its finding to the Executive Committee within 14 days of the composition.
- c. Upon Hearing Committee's recommendation of suspension or denial of the member, the Executive Committee shall call for an Emergency Governing Body Meeting as defined herein as in Section 5.3 (d), unless the scheduled Governing Body meeting is within a timeframe of four weeks away as such. The Hearing Committee will present to the Governing Body for final determination by two-third (2/3) majority vote of the Governing Body.
- d. Further, the Governing Body is authorized to remove such a person temporarily from the AAPI membership, pending the final outcome of any judicial proceeding.
- e. An approved Member Associations who submit evasive and incorrect information may be subject to retroactive revocation.

Section 3.5

Removal from Office:

- a. Any member serving in elected or appointed office or position who is subject to either suspension or removal for conduct of misuse of office or violates the objectives of AAPI'S Article of Incorporation or Bylaws shall be referred to the Board of Trustees and Executive Committee for a three-fourth (3/4) majority vote and thereafter subject to a Hearing Committee with a composition of five (5) neutral members who shall make the recommendation to the Governing Body for final decision.
- b. The provisions of the due process compliance of fair hearing and the procedure set forth in Section 3.4 (b) (c) (d) shall be applicable to this section regarding removal from office.

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. Composition: There shall be 5 members in this Committee. The AAPI Vice President (Chair), one member from the BOT, along with 3 appointed members by the Governing Body preferably from the pool of Past Presidents or past Convention Chairs). The Vice President of AAPI or the Executive Committee's designee shall serve as the Chair of the Committee.
- c. Term of the Members: Member with the longest tenure shall retire every year and a new member shall be appointed by the Governing Body, In case of a vacancy, the President of AAPI shall appoint a new replacement to complete the term of the vacancy.
- d. The Convention Advisory Committee will make recommendations for future Convention sites. The convention site shall be selected at least one year in advance. The Governing Body must approve the selection site. The Convention Advisory and Site Selection

committee will serve as facilitatory and advisory committee for the smooth running of the Annual Convention. The Convention Advisory and Site Selection committee must submit an independent report on the progress of the Annual Convention Meeting Planning in writing at every Governing Body meeting to run a smooth financially viable Annual Convention.

4.3 – Convention Chair

The AAPI President shall appoint the Convention Chair in consultation with the Executive Committee of the host chapter at least one year prior to the Annual Convention. The Governing Body must approve the Convention Chair's appointment. Effective as of July 4th, 2016, the Chairman of the Convention Committee shall be a voting member of the Governing Body.

4.4 – Time

The Governing Body will determine the dates of the Annual Convention, after consultation with the Executive Committee and the Convention Chairman

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

- i. Composition: President Elect of AAPI (Chair), one BOT member, the AAPI Treasurer, the Convention Chair, the Local Treasurer and the President of AAPI and the President of Host Organization.
- ii. At all times, AAPI Treasurer shall have access to the Financials of the Convention account.
- iii. 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, should submit financial reports to EC and BOT on regular basis, and should submit financial report at the Fall Governing Body meeting.

ARTICLE V - CORPORATE ORGANIZATION AND MANAGEMENT

Section 5.1 - Components of the Corporate Body

The AAPI's General Body shall be made up of all the members, the Governing Body, the Executive Committee and the 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 mail, email or fax at least 30 days 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 President shall 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. Once a quorum is established, the business of the meeting shall continue and all actions at the meeting shall be binding, even if a quorum is not present at later times in the meeting.
 - ii. If, upon a quorum call, a quorum is not present as defined above, then the President may entertain motions to recess, adjourn, or adjourn to reconvene at a later date. (i.e. fix the time to which to adjourn). In addition, the President may arrange for a mail-in ballot to decide specific and urgent issues scheduled for consideration at that 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. In case of an issue requiring immediate attention of the General Body, the Governing Body may authorize the Executive Committee to arrange for a mail-in 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.

Section 5.3 - Governing Body

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

- A. The Governing Body shall be composed of the Executive Committee, Members of the

Board of Trustees, Chairs of all the Standing Committees, Chair of the Convention Committee as defined in Section 4.3 and the Presidents of all dues paid/paying member organizations. President of a dues paying member organization may designate a duly qualified (Section 5.2 D) representative to attend a specific Governing Body meeting by informing the secretary in writing at least two weeks before the scheduled date. This alternate representative must be from the same member organization and must be present in the meeting to vote. In absence of Chair of Standing committee, vice chair of standing committee can act as an alternate representative with voting rights. 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.

- B. 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.
- C. The Governing Body shall meet not less than four (4) times per year in regular session. Two such meetings shall occur during the Annual Convention and such meetings shall constitute the Annual Meetings of the Governing Body.
- D. Special Meetings: The President may as he or she deems necessary or the Secretary shall, upon the written request of 20% of the voting members of the Governing Body can issue a call for a special meeting of the Governing Body.
- E. A quorum for any meeting of the Governing Body shall consist of 60% of the Governing Body members registered at the respective meeting.
- F. In addition, either the Governing Body or the Executive Committee may call a special meeting of the General Body or the Governing Body
- G. Any member of the Governing Body who wishes to bring new business matters before the Governing Body meeting shall submit this business in writing to the Secretary, at least 30 days prior to the meeting of the Governing Body, for consideration by the Executive Committee as to include such new business on the agenda
- H. Items not placed on the agenda by the Executive Committee for consideration at the Governing Body meeting may only be placed on the agenda during the Governing Body meeting upon the affirmative vote of at least a majority of the active members present.
- 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 mail, email or fax at least 30 days before each Governing Body meeting.

Section 5.4 - Executive Committee

The Executive Committee commonly known as the Directors of Association shall be responsible to provide continuity for the organization by setting up a corporate and legal existence, and to represent the organization's point of view through interpretation of its products and services, and advocacy for them. It shall also provide leadership and execute policies as approved by the Governing Body and the General Body. All Executive committee members will sign conflict of interest policy of the AAPI.

- A. The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Presidents of the AAPI Medical Student Resident Section and the Young Physicians' Section, the twelve Regional Directors and the Chair of the Board of Trustees. 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.
- B. 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. Vice President: Shall be active member of AAPI for at least 5 years, shall have at least three years on the Governing Body, of which two year must have been on the Executive Committee or as the Board of Trustee and at least one year experience must be serving as Treasurer or Secretary of the AAPI.
 - c. Secretary: Shall be active member of AAPI for at least 5 years, shall have served three years on the Governing Body, out of which one year should be as a President of local/State/Alumni of dues paying member association of the AAPI or as a Regional Director or as a Board of Trustee.
 - d. Treasurer: Shall be active member of AAPI for at least 5 years, shall have served two years on the Governing Body out of which one year should be as a President of local/State/Alumni of due paying member association of the AAPI or as a Regional Director or as a Board of Trustee.
 - e. Regional Director: shall be active member of AAPI for atleast 3 years, with atleast one year experience as a Governing Body Member.
- C. Contracts, deeds, documents and instruments shall be executed by the President and attested by the Secretary or the Treasurer.

- D. 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.
- E. Only active members of the AAPI within the membership of the AAPI as described by Article III shall be eligible for nomination and election to these offices.
- F. 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 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.
 - b. Notice of every meeting of the Executive Committee excepting emergency meeting and the Annual Meeting for which no notice shall be required, shall be by mail, email or fax 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.
- G. 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 two years on the Governing Body.

- 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 Governing Body, the Board of Trustees may 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, subject to the completion of any term of office of any prior President of AAPI who were approved as Board of Trustees under prior Bylaws:
 - 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.
- 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. Elected Board of Trustees member of AAPI will be eligible for nomination to official position on the Executive Committee of the AAPI after finishing the three years of term at the time of assuming the office.
 - a. The Chair of the Board of Trustees will be an ex-officio member of the Governing Body and the Executive Committee without voting rights.
 - b. The President shall be an ex-officio member of the Board of Trustees without voting rights.
 - c. The Board of Trustees 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 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.

Section 5.6 – Meeting Protocol

All meetings of the General Body, the Governing Body, the Executive Committee and the Board of Trustees, (each a “Corporate Body Component”), shall be conducted in accordance with Section 7(A). 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.

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 be the Chief Executive Officer of the AAPI and shall perform all duties incident 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 shall preside at all meetings of the AAPI, the Executive Committee, and of the Governing Body and the General Body.
- c. The President shall make such appointments as are required or authorized by the Articles of Incorporation, these Bylaws and by the Governing Body.
- d. The President in consent with the Executive Committee shall appoint the General Counsel of AAPI and decide the compensation for the Counsel therein. The President may appoint other professional advisors for the organization as he or she sees fit.
- e. The President may execute, with the Secretary or any other proper officer of the AAPI as authorized by the Governing Body, any deeds, mortgages, bonds, contracts or other instruments which the Governing Body has authorized to be executed; except in cases where the signing and execution thereof shall be expressly reserved unto the Governing Body.
- f. 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 the AAPI's objectives.
- g. The President may discontinue any such committee when its purpose has been served or its purpose is no longer desirable or attainable, in consultation with the Executive Committee.
- h. 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 President shall make the final decision, which shall be binding on all parties concerned. The President, however, shall be required to validate his or her decision either before or as soon as possible after the event by majority vote of the Executive Committee. If the President fails to accomplish such validation, the majority decision of the Executive Committee shall prevail. Prior approval by the Executive Committee is mandatory for any decision involving financial transactions on behalf of the AAPI which may result in significant financial consequences for the AAPI.

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 at the end of the President's term of office. 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 Articles of Incorporation and Bylaws

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.
- d. Will be responsible for the annual convention

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 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 submit the list of voting members to the Secretary on or before February 15th for certification

Section 6.5 – Secretary

The Secretary shall:

- a. Prepare & maintain the minutes of all meetings;
- b. Maintain an updated list of all members of the AAPI. He/she shall assist the Vice President and certify the list of voting members of the AAPI on or before February 15th
- c. 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;
- d. Keep an attendance record of all the meetings of the AAPI
- e. Be custodian of the Articles of Incorporation, Bylaws and amendments thereto;
- f. Notify committee members of their appointment and their assigned duties;
- g. See that all books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed,
- h. Perform such duties and exercise such other powers as may be assigned by the Executive Committee in the same capacity,
- i. Be responsible for transferring all the records of the AAPI, within 30 days after the Annual Meeting, to the incoming Secretary.

- j. From time to time, the Secretary shall call the Executive Committee Meeting at the majority consensus of the Executive Committee.

Section 6.6 – Treasurer

Unless otherwise directed by the Governing Body, the Treasurer will be the sole fiscal officer and the only authorized person empowered to have custody of the financial accounts of the AAPI, subject to audit powers of the Board of Trustees, the Executive Committee, the Governing Body and any outside auditors the AAPI may select.

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. Transfer to the next Treasurer within 30 days of the assumption of office by the later, all accounts of the AAPI;
- 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 President, who in turn will validate his decision with the Executive Committee within ten working days.

Section 6.7 - Regional Directors

There shall be twelve (12) 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; | 2. Mountain; | 3. Northwest Central; |
| 4. Southwest Central; | 5. Northeast Central-1; | 6. Northeast Central-2; |
| 7. Southeast Central; | 8. New England; | 9. Mid-Atlantic-1; |
| 10. Mid-Atlantic-2; | 11. South Atlantic; | 12. South; |
1. Pacific (the Pacific region will consist of Alaska, California, Hawaii, Oregon and Washington)
 2. Mountain (the Mountain region will consist of Arizona, Colorado, Idaho, Montana, Nevada, New Mexico, Utah and Wyoming)
 3. Northwest Central (the Northwest Central Region will consist of Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota and South Dakota)
 4. Southwest Central (the Southwest Central Region will consist of Arkansas, Louisiana, Oklahoma and Texas)
 5. Northeast Central -1 (the Northeast Central – 1 region will consist of Illinois, Indiana, and Wisconsin)
 6. Northeast Central II (the Northeast Central –II region will consist of Michigan and Ohio)
 7. Southeast Central (the Southeast Central region will consist of Alabama, Kentucky, Mississippi and Tennessee)
 8. New England (the New England Region consist of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont)
 9. Mid Atlantic – 1 (the Mid- Atlantic -1 region consist of New York)
 10. Mid Atlantic –II (the Mid Atlantic –II region consist of New Jersey and Pennsylvania)
 11. South Atlantic (the South Atlantic region will consist of Delaware, District of Columbia, Maryland, Virginia and West Virginia);
 12. South (the South region will consist of North Carolina, South Carolina, Georgia and 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 in his or her 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; and
- 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.

ARTICLE VII - GENERAL BODY MEETINGS AND AGENDA

- A. *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 these Bylaws.
- B. The Executive Committee will announce the date of the general body meeting and the venue no less than (60) sixty days prior to the meeting. Agenda of the general body meeting will be publicized to the general body electronically and placed on the AAPI website thirty days in advance.
- C. 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 forty five (45) days prior to the meeting of the General Body, for consideration by the Executive Committee as to whether to include such new business on the agenda.
- D. Items submitted as stipulated in section C of this article and not placed on the agenda by the Executive Committee for consideration at the General Body meeting may only be placed on the agenda during the General Body meeting upon the affirmative vote of at least a majority of the active members present.
- E. Time shall be provided at each meeting for members to introduce a question, which when approved by a majority, would be placed on the agenda for future discussion during subsequent meetings.
- F. Voting members of the general body will be credentialed and will have to be present to vote.

ARTICLE VIII: COMMITTEES

Section 8.1 - Committee Nomenclature

Standing Committees

The term of each Standing Committee shall be one year. The following shall be the standing committees:

1. Academic Affairs & Scientific Research Committee;
2. Alumni Committee;
3. Constitution and Bylaws Committee;
4. Awards Committee;

5. Charitable Foundation Committee (the “Charitable Foundation”);
6. Continuing Medical Education Committee;
7. Convention Advisory and Site Selection Committee;
8. Ethics and Grievances Committee;
9. Legislative Affairs Committee;
10. Liaison Committee/Graduate Medical Education (GME);
11. Membership Committee;
12. Nomination Committee;
13. Publications Committee;
14. Information Technology Committee;
15. Women Physician’s Committee;

Section 8.2 - Committee Chair

The term of office for each Committee Chair will be one year. The President may renew terms of office through reappointment, with the concurrence of the Governing Body. If chair’s term is not renewed through reappointment, he or she will continue in committee for one additional term as a regular voting member of the committee. All committee chairs will sign conflict of interest policy of AAPI. The Chair of each committee 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 President shall be an ex-officio member of all the committees, except the Nomination Committee.

Section 8.3 - Committee Membership

Members of each standing committee, except the Nomination Committee, shall be recommended by the Chair of each Committee and will be appointed by the President. Members and chairs of all standing committees shall be Voting Members of the General Body as defined under Section 5.2 D. Persons or entities not eligible for AAPI membership may be appointed as non-voting advisors to committees because of their expertise or any special value they bring to the committee.

Section 8.4 - Quorum

A 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 – Academic Affairs & Scientific Research 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 at least six (6) members including at least one (1) Young Physician member and one (1) Medical student / Residents and Fellow section (MSRF).
- D. Be chaired by a physician who has a background in academic medicine.

Section 8.7 – Alumni Committee

- A. The Alumni Committee shall consist of at least seven members. The President shall appoint the Chair of the Alumni Committee.
- B. 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.
- C. Help the Convention Committee in organizing different Alumni programs and meetings during the Annual Convention of AAPI

Section 8.8 – Constitution and Bylaws Committee

- A. The Articles of Incorporation and Bylaws Committee shall consist of at least seven (7) members. The President Elect shall be the Chair of the Articles of Incorporation and Bylaws Committee.
- B. It will be the Committee's responsibility to review the Articles of Incorporation and Bylaws at least once a year and endorse them, or suggest any amendments as needed for consideration by the Governing Body and the General Body. In addition, the Committee shall also review any amendments proposed by active members of the Governing Body or the General Body to the Articles of Incorporation or the Bylaws.

Section 8.9 - Awards Committee

The Awards Committee shall:

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

Section 8.10 – Charitable Foundation

- A. There shall be a minimum of seven (7) and a maximum of twenty one (21) members in the Charitable Foundation. The President will appoint the Chair with the approval of the Governing Body at the first meeting of the Governing Body held during the Annual Convention.
- B. The duties of the Charitable Foundation are as described in the Charitable Foundation’s charter and bylaws.

Section 8.11 - Continuing Medical Education Committee

- A. The Continuing Medical Education Committee shall consist of at least seven (7) members. The Chair of the Continuing Medical Education Committee will be appointed by the President with the approval of the Governing Body during the Annual Convention.
- B. 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.

Section 8.12 - Ethics and Grievances Committee

- A. The Ethics and Grievances Committee shall consist of at least five (5) members. The President will appoint the Chair with the approval of the Governing Body.
- B. The function of the Committee shall be to respond to complaints or charges of discrimination against the members of the AAPI and to respond to any questions about unethical behavior or grievances against members of the AAPI.

Section 8.13 – Legislative Affairs Committee

- A. The Legislative Affairs Committee shall consist of at least five (5) members. The President will appoint the chair with the approval of the Governing Body. 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.

Section 8.14 – Liaison/Graduate Medical Education Committee

The Liaison Committee shall:

- A. Consist of a Chair and at least four (4) members;
- B. Function as a liaison between the AAPI and other professional organizations within the United States and abroad, who have similar interests and goals;
- C. Send members to represent the AAPI at meetings of such organizations as described in subsection B of this section; and

- D. Report to the Governing Body at its regular meetings

Section 8.15 - Membership Committee

- A. The Membership Committee shall consist of at least seven members. The Vice President shall serve as the Chair of the Membership Committee.
- B. The Committee is responsible to assist the Secretary to maintain and update the membership roster and to recruit new member organizations and members to the AAPI.

Section 8.16 - 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 will be:
 - 1. Past President (Chair)
 - 2. President Elect
 - 3. Five members elected at the Fall Governing Body, each representing member associations, Alumni and Specialty associations and two members-at-large.
 - 4. Interested eligible members shall give their names in writing to the Secretary two weeks prior to the commencement of the Fall Governing Body meeting and may not be necessarily present at the meeting. The Governing Body shall then appoint the members at its Fall meeting.
- C. The Committee shall be charged with the responsibilities to:
 - 1. Receive nominations for the following positions:
 - i. Vice President
 - ii. Secretary
 - iii. Treasurer
 - iv. Board of Trustees
 - v. Regional Directors
 - 2. Evaluate and finalize the qualifications of the nominees for positions according to the following eligibility criteria:
 - i. Standing in the community and the AAPI.
 - ii. Commitment to the goals of the AAPI.
 - iii. Further, for the following positions each and every candidate must have completed serving, at the time of taking the office, the following additional requirements:
 - Vice President: Refer to Section 5.4.A.2
 - Secretary: Refer to Section 5.4.A.3

- Treasurer: Refer to Section 5.4.A.4
 - Trustee: Shall have served two years on the Governing Body.
- iv. Willingness of the candidate to devote time and effort to the work of the AAPI
 3. The Committee slate should consist of names of all candidates suitable for the position. A short summary of the service of each candidate to the AAPI should also be included.
 4. The Chair and the members of the Nominating Committee shall not canvass support or solicit votes for individual candidates.
 5. Any claims or controversies regarding the decision of the Nomination Committee shall be dealt and handled by the Nomination Committee. Notwithstanding the provisions of Section 13.1 and 13.4, the Chairman of the Nomination Committee shall be entitled to participate in any proceedings and present its findings and decisions therein.
 6. The Nomination Committee shall send the preliminary slate to the President on or before February 7th and subsequently send final slate at 4:00 pm CST on Feb 15th of the election year or the last date of withdrawal to the Chief Election Officer and the President.

Section 8.17 - Publications Committee

- A. Publications Committee shall consist of at least five (5) members. The President will appoint the Chair of the Committee with the approval of the Governing Body.
- B. 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 and mailing of the "AAPI Journal" at least four times a year or as otherwise directed by the Executive Committee.

Section 8.18 – IT 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

Section 8.19 – 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

General: The Governing Body will set the dues for Patron members. The monies so generated shall remain in an escrow account controlled by the Board of Trustees. The Board of Trustees shall give 4% of the total patron fund each year on July 1st in one installment to be used for the AAPI operational accounts. 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.

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 – ELECTIONS

Section 10.1: Eligibility Criteria for the Voters in AAPI Elections:

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

Section 10.2: Call for Nominations

- A. The Nomination Committee shall invite nominations from the entire voting membership via any mode such as postal-mail, e-mail, faxes, telephone or the AAPI Journal or similar publication for all open positions on the Executive Committee and Board of Trustees listed in Article V Section 5.4.and 5.5 on or before December 31 of the preceding year.
- B. Any current dues paying member of the AAPI can make nominations on behalf of a candidate to the Chair of the Nomination Committee. Nominations must be seconded by another member. Candidates shall include a written statement of acceptance and also to serve the office if elected, along with a signed disclosure form
- C. A candidate may file nomination and contest for only one position in any given election. Members are prohibited from nominating more than one candidate for any given position. No nominations will be allowed after the 4:00 PM CST on January 31 dead line date
- D. The Executive Committee may levy a Filing Fee against all the Nominees. The Governing Body shall approve the amount. Nomination fee should reach AAPI office along with completed application on or before the deadline of January 31 before 4:00 PM (CST) by check or written credit card information.
- E. All the candidates are required to have valid unrestricted license to practice in USA and Sign following
 - a. Attestation of questions & nominations papers
 - b. Authorization & Consent for verification & release of information
 - c. Statement of acceptance
 - d. Candidates agreement for binding arbitration of election disputes as approved by the Governing Body
 - e. AAPI Code of Conduct

Section 10.3 - Announcement of the Slate of Candidates

- A. The Nomination Committee shall send the slate of nominees to the President 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.

Section 10.4 - The Election Process

- A. The Immediate Past Chair of the Board of Trustees will serve as Chief Election Officer to conduct the election unless otherwise determined by two-thirds of the Governing Body in attendance at a duly constituted meeting. He or she may appoint two Election Officers: one from Past President and one from Past Chair, Board of Trustees with approval of majority of Executive Committee members to help conduct the elections. The immediate past Chief Election Officer shall serve as an ex-officio member.
- 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 Secretary shall assist the Vice President to prepare the list of voting members and shall 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 a mail ballot. Ballots shall be mailed on or before March 7th of each year to qualified voting members. As provided in Article X, Section 10.1. Electronic Voting in place of mail ballots can be considered if approved by the Governing Body.
- G. Only the ballots received via mail to the specified address by second Friday of April of each election year will be eligible for counting.
- H. The Executive Committee shall engage the services of an independent agency to conduct the election process under the supervision of the Chief Election Officer.
- I. The results of the election shall be communicated by the 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 web site. This process must be

accomplished by April 12th of each year. All ballots should be stored until the next Election.

- J. The Chief Election Officer will cast his/her vote but that vote will only be counted in case of a tie.
- K. AAPI may use electronic ballot for the voting when available and approved by the Governing Body.

Section 10.5: - 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. One representative of each candidate for the contested position shall be permitted to observe the count.
- D. The recount result shall be announced by last working day of April and shall be binding on all parties.

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

- A. In the event of a vacancy of position of the President-Elect, vice president will ascend to position of the president elect and a special election for vice president as per Section 5.4.B shall be conducted by mail ballot within 60 days thereof.
- B. Vacancies due to death or resignation or removal of any other elected official shall be filled by the President 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, 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.

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.
- B. 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.
- C. The recommendations of any amendments by 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 mail in ballot~~, by a simple majority of returned ballots or electronic ballots, the amendments shall be incorporated into these Bylaws with immediate effect.
- D. 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. The Articles of Incorporation and any amendments thereto, are available for viewing on the following State of Michigan web site:
http://www.dleg.state.mi.us/bcs_corp/sr_corp.asp. AAPI shall have its principal place of business and incorporation in the State of Illinois and shall make all efforts to transfer its Non Profit status to the State of Illinois from the State of Michigan.
- E. These Bylaws have been duly adopted in accordance with the Articles of Incorporation and the applicable laws.

Article XII: INDEMNIFICATION

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 Indemnatee in connection with the action, suit, or proceeding, if the Indemnatee acted in good faith and in a manner the Indemnatee 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 contendere or its equivalent, does not, of itself, create a presumption that the Indemnatee did not act in good faith and in a manner which the Indemnatee reasonably believed to be in or not opposed to the best interests of AAPI, and with respect to any action or proceeding, had reasonable cause to believe that the conduct was lawful.

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 Indemnatee 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 Indemnatee 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 Indemnatee in connection with the action or suit, if the Indemnatee acted in good faith and in a manner the Indemnatee 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 Indemnatee 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 Indemnatee 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 Indemnatee or any member in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnatee; 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 Indemnatee.

SECTION 12.9 LIABILITY INSURANCE.

AAPJ 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 AAPJ, or is or was serving at the request of AAPJ 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 AAPJ would have the power to indemnify the person against such liability under the provisions of the Act.

SECTION 12.10 CONTRACT WITH AAPJ.

The right to indemnification conferred in this Article shall be deemed to be a contract between AAPJ 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, AAPJ 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 controversy or claim arising out of or related to the Bylaws, including but not limited to claims as a result of any election provided for in these Bylaws, will be settled by binding arbitration conducted in AAPI Head Office in Oak Brook, Illinois, before one arbitrator in accordance with the Commercial Rules of Arbitration with JAMS commonly known as Judicial Arbitration and Mediation Services (JAMS) www.jams.com. Arbitration may only be commenced after exhaustion of the mediation process set forth in Section 13.4 and any other internal dispute procedures that may be adopted from time to time by the Governing Body. The arbitration award may be entered as a final judgment in any court of competent jurisdiction and shall be enforceable by such court. Notwithstanding the applicability of other laws or any other provision of these Bylaws the Federal Arbitration Act will apply to the construction and interpretation of this arbitration provision. The arbitrator may award recovery of all costs and fees (including attorney fees, administrative fees, arbitrator fees and court costs) to the prevailing party such as, for example, injunctive relief. By virtue of being a member of AAPI, each member waives any and all rights to bring action for judicial or injunctive relief with respect to any provision of the Bylaws or the conduct of the activities by AAPI by its Officers, Members of the Executive Committees, Members of the Board of Trustees or the Governing Body. Upon demand by AAPI, any action commenced in the court of law shall be immediately dismissed by a member and failure to do so shall result in the member paying all fees and cost for such actions to AAPI.

Section 13.2

Prior to commencing any process to arbitration, a person must tender to the President or President Elect their written resignation as a member of AAPI and must resign from any offices or other positions they hold within AAPI. At the time of commencement of any such arbitration, the person so commencing such action must pay to AAPI a nonrefundable fee of \$30,000 to help defray AAPI's time and costs, even if AAPI is not a named party in such action. Failure to pay such fees at the time of the Notice of the Claim, shall be summary dismissal of the claim for Arbitration with JAMS.

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.

Section 13.4

Any controversy or claim arising out of or relating to these Bylaws or any related agreement or

any of the transactions or elections contemplated by these Bylaws will be subject to the following procedure before arbitration may be commenced: (1) a representative of each of the parties, including the complainant, AAPI and any other party affected by the controversy or claim will meet to discuss and attempt to resolve the controversy or claim and such meeting shall occur in person at AAPI Head Office in Oak Brook, Illinois, within thirty (30) days of any party giving written notice of a controversy or claim to another party; (2) if the controversy or claim is not resolved as contemplated by clause (1), within ten (10) days or a reasonable time therein after such meeting, each party will, by mutual consent, select a qualified mediator from Chicago Bar Association, Attorney Mediation Panel to mediate such controversy or claim, provided that this mediation will not be binding on any of the parties; If the parties fail to reach a consensus as to the neutral mediator, than the parties shall ask the Director of Chicago Bar Panel to appoint the most qualified mediator in the subject area. Each party shall share the cost and the fees of mediator equally; and (3) if the controversy or claim is not resolved as contemplated by clauses (1) and (2), the parties will have such rights and remedies as are available under these Bylaws or, if and to the extent not provided for in these Bylaws, are otherwise available.

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 AAPI charitable foundation.