

Constitution and Bylaws of Pakistani-descent Physicians Society

October 19, 2010

PREAMBLE

We the physicians of Pakistani descent, out of our conviction for our profession and motherland, do hereby proclaim the establishment of the Pakistani-descent Physicians Society, so that collectively we all can: uphold ethical and moral values, engage in social and professional activities, support educational and intellectual pursuits, upgrade medical care and thus glorify our Society.

To this effect, we hereby set forth and enact the following laws governing the Society, which shall be binding on each and all of us in totality, until and unless properly amended by the provisions herein. So help us God. Amen.

Written and developed by the following Committee:

Arif H. Agha, M.D. (Chair) Javed Imam, M.D. (President)

Members: Nasir Rana, M.D, Riaz Elahi, M.D., Hasina Javed, M.D.

THE CONSTITUTION

1. NAME

The name of this organization shall be the Pakistani-descent Physicians Society (PPS). Hereafter, it will be referred to as "The Society."

2. AFFILIATIONS

The Society shall be an independent, not for profit, professional and educational organization incorporated in the United States of America, and shall have no substantial political affiliations or activities.

3. AIMS AND OBJECTIVES

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

3.1 To foster scientific development and education in the field of medicine and delivery of better health care, without regard to race, color, creed, gender or age.

3.2 To assist newly arriving Pakistani physicians in orientation and adjustment.

3.3 To institute ways and means to cooperate with other medical organizations in North America.

3.4 To encourage medical education and delivery of better health care in Pakistan specifically by arranging donations of medical literature, medical supplies, and by arranging lecture tours, medical conferences, and seminars in Pakistan.

3.5 To participate in medical relief and other charitable activities in Pakistan, other countries and in North America.

3.6 To inform and educate decision makers and opinion making leaders in problems confronted by the medical community in general and Pakistani-American physicians in particular.

4. MEMBERSHIP

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

5. INTERNAL STRUCTURE AND ORGANIZATION

5.1 General Body

5.1.1 It shall consist of duly registered members of the Society, according to the provisions provided herein.

5.1.2 This will be the supreme authority of the Society wielding absolute power on the conduct of the affairs of the Society. It, however, for the smoother running of its affairs, will delegate this authority to various components as outlined herein.

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

5.2 Board of Trustees

5.2.1 It shall act as the overseer and custodian of the Society.

5.2.2 It shall consist of active members of the Society elected as prescribed in the Bylaws.

5.2.3 It shall have control of all fixed assets and property of the Society.

5.2.4 In this capacity, the trustees shall be the "Ombudsman" on behalf of the general membership and shall act to preserve and protect the Society when threatened to be dissolved.

5.3 Council

5.3.1 It shall be the legislative and policy-making body of the Society.

5.3.2 It shall consist of elected officers and seven (7) councilors of the Society as described in the Bylaws.

5.3.3 It shall fix the date and place of meetings.

5.3.4 It shall create and authorize the standing committees, as recommended by the President. 5.3.5 It may create and authorize special and Ad Hoc committees as and when needed.

5.3.6 The Chairperson and the Secretary of the Board of Trustees will be the ex-officio members without voting rights.

5.4 EXECUTIVE COMMITTEE

5.4.1 It shall consist of the President, President-elect, Secretary, and Treasurer. Immediate-past President will be ex-officio member with right to make motions and to vote.

5.4.2 It shall keep an up-to-date Directory of members.

5.4.3 It shall be responsible for management of the affairs of the Society.

5.4.4 It shall propose the annual budget and plans to the Council for approval.

6. OFFICERS AND ELECTED REPRESENTATIVES

6.1 The officers of this Society shall be the President, the President-elect, the Immediate-past President, the Secretary, and the Treasurer.

6.2 The President-elect, the Secretary, and the Treasurer shall be elected by the general body, except as otherwise provided by the Bylaws with respect to the filling of vacancies.

6.3 Seven (7) councilors shall be the elected as defined in the bylaws

6.4 Each officer and councilor of the Society shall maintain physical residence in North America during his/her tenure.

7. FINANCES

7.1 Funds for meeting and expenses of the Society activities shall be financed by annual dues, special assessments, and voluntary contributions.

7.2 Annual membership dues and assessments shall be fixed by the Council and approved by the general body.

7.3 The financial status of the Society shall be presented by the Treasurer to the general membership at its annual meeting.

7.4 All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositaries as the Council may select.

7.5 The Council may authorize any Officer or Officers or any agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

7.6 All checks, drafts or other methods for payment shall be signed by the treasurer or president or an Officer determined by resolution of the Council.

7.7 All notes, mortgages or other evidence of indebtedness shall be signed by the President or by an Officer determined by resolution of the Council.

7.8 No money will be borrowed from or lent to the Organization unless authorized by a resolution of the Council.

7.9 No contracts will be entered into on behalf of the Organization unless authorized by a resolution of the Council.

7.10 No documents may be executed on behalf of the Organization unless authorized by a resolution of the Council. Such authority may be general or confined to specific instances.

7.11 Unless so authorized or ratified by the Council or within the agency power of any Officer, no Officer, agent or employee shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

7.12 The accounts shall be audited in accordance with generally accepted auditing practices by an independent auditor appointed or approved by the Board of Trustees at such times as the Council may determine.

7.13 The independent auditor shall prepare for the Organization a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes and such other additional reports or information as may be ordered by the Council. The auditor's charges and expenses shall be proper expenses of administration.

7.14 No loan may be made to any Officer or Trustee or Member of the Organization. Any Trustee or Officer who assents to, or participates in, the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

7.15 No part of the net earnings of the Society shall inure to the benefit or be distributed to its members, trustees, officers, or private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not campaign on behalf of any candidate for public office. However, PPS can lobby for the issues pertaining to the membership. Notwithstanding any other provision of these activities, the Society shall not carry on any other activities not permitted to be carried on (a) by a Society exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code or (b) by a Society whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code.

8. NON DISCRIMINATION

8.1 In the conduct of all aspects of its activities, the Organization shall not discriminate on the grounds of race, color or gender. As required by law, this Non Profit will not discriminate against employees or clients on the basis of race, color, religion, marital status, ancestry, sex, sexual orientation, physical or

mental disability, medical condition, HIV status, status as a Vietnam-era veteran or special disabled veteran, age, citizenship, or Union activity.

8.2 For the purposes of this Article only, medical condition means any health impairment related to or associated with a diagnosis of cancer, or health impairments related to genetic characteristics.

9. CONFLICT OF INTEREST

9.1 No person under a duty to promote the interests of the Organization shall do so when also in a position to promote a competing interest. This shall include all Organization employees, Trustees, Officers, Member and any Member of a Committee.

9.2 When there is a question as to whether a conflict of interest exists, the individual affected shall disclose the potential conflict of interest and any and all relevant information to the Board of Trustees. After disclosure is made, the Board of Trustees shall meet to determine whether a conflict of interest, detrimental to the Organization, exists.

9.3 The Council shall encourage all related parties to prevent a conflict of interest whenever possible. Fiduciaries shall do so by:

- a. Not accepting anything but gifts of insubstantial value from vendors.
- b. Avoiding the lending of employees to or the acceptance of a loaned employee from, other organizations. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment shall be signed.
- c. Refusing to enter into self-dealing relationships with the Organization.
- d. Only discussing financial, tax and legal aspects of giving to the Organization with a donor when the donor has independent financial, tax or legal counsel present.
- e. Encouraging donors who plan to make a sizeable gift in response to a personal solicitation to act only with advice of independent counsel.

10. BYLAWS

10.1 The Society shall adopt Bylaws for the conduct of its affairs in harmony with this Constitution.

10.2 The Bylaws may not restrict or alter any proviso defined in this Constitution.

10.3 Robert's Rules of Order shall be adopted for the conduct of the meetings.

11. AMENDMENTS

11.1 Amendments to this Constitution can be initiated by

11.1.1 25 or 10% of Active members of the Society in good standing.

11.1.2 Majority of Council members.

11.1.3 Majority of Board of Trustees.

11.2 The amendments thus initiated shall be referred to the Constitution and Bylaws Committee, which shall report to the council 30 days before the next meeting, with their recommendations.

11.3 The Council will accept, reject or amend these proposals at the first meeting after receiving them. At least two-thirds of council members must accept an amendment for it to be sent to the General Body.

11.4 These amendments will be circulated to the general body members at least 30 days in advance of the annual general body meeting via either postal mail or electronic mail or both.

11.5 The amendments rejected by the Council shall be returned to the proposer who may resubmit it with twenty-five (25) additional signatures of active members of the Society in good standing in which case these amendments shall be circulated to the general membership 30 days prior to the annual meeting and will be presented to the general body for a vote.

11.6 An amendment shall be approved only when it receives more than 50% of votes of members present in the general body meeting with quorum

11.7 If an amendment fails to be acted upon in general body meeting for lack of quorum, a ballot or electronic poll or an email shall be sent within four weeks to the general membership. The membership should respond prior to the set deadline. No response by the deadline will be deemed no objection to the amendment and considered a positive vote. The amendment shall become effective immediately upon adoption.

12. DISSOLUTION

12.1 No proposal for dissolution of the Society shall be considered unless recommended by the majority of the trustees and discussed at the next meeting of the Council and after four (4) weeks' notice in writing has been given to each member in good standing. The Society shall not be dissolved if 10% or more of the members in good standing or majority of the Trustees dissent.

12.2 Upon dissolution of the Society, the Board of Trustees shall, after paying or making provision for payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BYLAWS

13. ADDRESS

The Council shall fix the address of the Society.

14. COMPOSITION

The society will be made up of general body, council, executive committee and the board of trustees

15. MEMBERSHIP

15.1 As used in these Bylaws, except as otherwise herein expressly qualified, the term "physician" means person graduated from a recognized medical, osteopathic or dental school.

15.2 There shall be no discrimination on the basis of religion, gender, race, or ethnic origin.

15.3 Membership will be confirmed by the President-elect of the Society subject to membership criteria as defined in the bylaws. Membership confirmation can be approved or rejected by the council if challenged.

15.4 Membership year shall be from January 1 to December 31.

15.5 Membership in the Society will be suspended for a criminal conviction by a court of law or a disciplinary action by a board of Medical Examiner or professional board resulting in revocation of medical licensure.

15.5.1 Suspended membership may be reinstated by the Board of Trustees at the recommendation of the Council on dismissal of charges and/or the disciplinary action.

15.6 Active Members

15.6.1 Active membership in the society shall be open to anyone who has graduated from a recognized medical, osteopathic or dental school in Pakistan or anyone of Pakistani descent who has graduated from a recognized medical, osteopathic or dental school anywhere in the world.

15.6.2 To be eligible for active membership in the Society, a physician must hold an unrevoked license in North America and/or be involved in Academics or Medical Research approved by the institution review board or engaged in healthcare management with proof of employment from state approved institution.

15.6.3 Active members shall be either annual dues-paying or Lifetime members residing in Illinois and contiguous states.

15.6.3.1 Any active member of the Society, on payment of ten (10) years of current annual dues in one lump sum or in installments, making full payment within one year may apply for Lifetime membership in the Society.

15.6.3.2 Lifetime members will be exempt from paying registration fees at meetings held in North America.

15.6.4 Council may exempt dues of any active member, when in their opinion payment of such dues is hardship upon a member.

15.7 Physicians-in-Training Members

15.7.1 They will be exempt from paying annual dues.

15.7.2 Candidates for Physicians-in-Training membership shall provide written proof of being in an approved training program in North America.

15.7.3 They will have no right to vote or hold office in the Society.

15.7.4 However, they may become a voting member by paying full annual dues.

15.8 Emeritus Members:

Retired physicians may apply for emeritus membership. Shall be dues exempt, shall have no vote, and shall hold no office. They may, however, be appointed as members of committees or task forces, etc.

15.9 Honorary Members:

The Society may elect as an honorary member any person distinguished for services or attainments in medicine or the allied sciences, or who has rendered other services of unusual value to the Society or humanity. Shall be dues exempt, shall have no vote, and shall hold no office. They may, however, be appointed as members of committees or task forces, etc.

15.10 Associate Members:

The Society may elect to give Associate membership to persons engaged in human sciences and health care related services other than medicine.

15.10.1 Associate members may serve on committees or task forces of the Society and participate in all of its activities.

15.10.2 They shall not have the right to vote or hold any office in the Society.

15.10.3 The dues for the associate members shall be equal to fifty percent (50%) of the annual dues.

15.11 Student Members: Any student of Pakistani descent enrolled in a medical, dental or osteopathic college in North America may be admitted to the Society.

15.11.1 They will be exempt from paying annual dues.

15.11.2 Candidates for election to Student membership shall provide written proof of being in an approved institution in North America.

15.11.3 They will have no right to vote or hold office in the Society.

15.12 Affiliate Membership: Physicians who are not of Pakistani descent and reside in North America may apply for affiliate membership. They shall pay 50% of the annual dues, shall have no vote, and shall hold no office. They may, however, be appointed as members of committees or task forces.

16. DUES AND ASSESSMENTS

16.1 Annual Dues:

16.1.1 Shall be determined by the Council.

16.1.2 The term of annual dues will be the calendar year.

16.2 Arrears:

16.2.1 Any member whose dues are not paid by May 31st will be considered in arrears and will not be eligible to vote or hold office in the Society that year.

16.3 Assessments: The Council may from time to time make special assessments.

17. GENERAL BODY MEETINGS

17.1 Determination of Time and Place:

17.1.1 During each annual session the Society may hold one or more General Body meetings.

17.1.2 The number and times of these General Body meetings shall be determined by the Council.

17.1.3 One annual meeting shall be arranged by the Council each year between September and November.

17.1.4 Such meeting shall be presided over by the President, or in his/her absence, the President-elect.

17.2 Actions:

17.2.1 At any General Body meeting of this Society, the membership may direct the Council to appoint committees or commissions for scientific, cultural, and social investigations of special interest and importance to the profession and the public.

17.2.2 Such investigations and reports shall not become official actions or expressions of this Society until so approved by the Council.

17.3 Quorum:

17.3.1 Twenty (20) percent of the voting members constitutes the quorum for that meeting. Once the quorum is established the business of the meeting shall continue and all action at the meeting shall be binding, even if the quorum for that session is not present at later times in the meeting.

17.3.2 Presence of at least 50% of the voting membership registered at the annual meeting will constitute the required quorum to reject an action taken by the Council or the BOT.

17.3.3 Once quorum requirements are met, a simple majority of those present will be required for adoption of a resolution.

17.3.4 In cases of overriding of a Council or BOT action and when a referendum is being conducted, a majority of 2/3 of those voting will be considered affirmative.

18. ADMINISTRATION OF DONATIONS

18.1 The Council shall take appropriate actions to make the Organization known to people of the community and to seek donations from a wide segment of the population of the community. The Organization may, at the discretion of the Council, raise revenues through fund raising activities and donations. The Council has the right to refuse any donation made or offered to the Organization either with or without cause.

18.2 All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as directed by the Council. Absent any direction from the Council, the funds may be used for the general purposes of the Organization.

18.3 Each fund of the Organization shall be presumed to be intended, and shall be actually applied:

- a. To be used only for charitable, educational, scientific, civic, patriotic, political, social, literary, athletic, research, agricultural, horticultural, religious or other non-profit purpose allowed by state statute.
- b. To be productive of a reasonable income which is to be distributed annually or, if accumulated, to be accumulated in a reasonable amount and for a reasonable period for charitable purposes.
- c. To be used only for such purposes and in such manner as to not disqualify the donation as a charitable contribution, gift or bequest in computing any federal income, gift or estate tax of the donor of the estate and not to disqualify the Organization from exemption under Section 501(c)3 of the Internal Revenue Code.

18.4 Any donor may, with respect to a donation made for use of the Organization, give direction at the time of the donation in accordance with the following:

- a. donor may specify the geographical limits for use of the donation, including use in or for areas within or outside the community in which the Organization is located,
- b. donor may designate the field of charitable purposes or particular charitable organizations or purposes to be supported,
- c. donor may designate the manner of distribution including amounts, times and conditions of payments and whether from principal or income,
- d. donor may designate a name as a memorial or otherwise for a fund given or anonymity for the donation,
- e. donor may designate reasonable limits or additions to the investment or administrative powers of the Organization and
- f. all such directions or designations shall be followed except as otherwise provided by these Bylaws.

18.5 If any direction by a donor would, if followed, result in the use of any donation or fund contrary to the charitable purposes of the Organization, or if the Council is advised by counsel that there is a substantial risk of such result, the direction shall not be followed, but shall be varied by the Council so

far as necessary to avoid such result, except that if a donor has clearly stated that compliance with the direction is a condition of such donation, then the donation shall not be accepted unless an appropriate judicial or administrative body first determines that the condition need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of administration.

18.6 Whenever the Council decides that conditions or circumstances are such or have so changed since a direction by the donor as to purpose, or as to manner of distribution or use, that literal compliance with the direction is unnecessary, undesirable, impractical or impossible, or the direction is not consistent with the Organization's charitable purposes, it may, by a 2/3 (two thirds) vote of the Trustees, order such variance from the direction and such application of the whole or any part of the principal or income of the fund to other charitable purposes, as in its judgment will then more effectively serve such needs. Similarly, whenever the Council decides that a donor's directions as to investment or administration have, because of changed circumstances or conditions or experience, proved impractical or unreasonably onerous, and impedes effectual serving of such needs, the Council may likewise order a variance from such directions to the extent in its judgment is necessary.

18.7 The Council may segregate any funds whenever convenient or useful as determined by the Council in its sole discretion or as directed by a donor. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name internal bookkeeping accounts reflecting appropriately the interest of such fund in each common investment.

18.8 The Council shall, from time to time, but not less than annually:

- a. Determine all distributions to be made from net income and principal of each fund pursuant to these Bylaws and any applicable donor's directions and make payments to organizations or person to whom payment are to be made, in such amount and at such times and with such accompanying restrictions, if any, it deems necessary to assure use for the charitable purposes and in the manner intended.
- b. Determine all disbursements to be made for administrative expenses incurred by the Council and direct the respective officers as to payment thereof and funds to be charged. Disbursements for proper administrative expenses incurred by the Council, including salaries for such professional and other assistance as is from time to time deemed necessary, shall be directed to be paid as far as possible, first from any funds directed by the donor for such purpose and any balance out of other Organization funds.

18.9 All determinations by the Council as to distributions and disbursements shall be by a majority vote of the Council, unless otherwise expressly provided in these Bylaws or by a valid direction of a donor as a condition of a donation.

19. BOARD OF TRUSTEES (BOT)

19.1 Composition:

19.1.1 The Board shall be composed of five (5) immediate past Presidents of the Society and two (2) other annual members selected by these five (5) members at the recommendation of the council. If at any time, less than five (5) immediate past presidents are available to serve on the Board, the remaining members of the Board may, by a majority vote, elect any active member/members to fill the vacancy/vacancies as an interim trustee.

19.1.2 All trustees shall reside in the State of Illinois during their term of office.

19.1.3 No trustee shall hold any office during his/her trusteeship.

19.1.4 Any trustee may, however, be involved in any committee of the Society and may chair only a special committee at the request of the Council and/or the Board.

19.2 Qualifications:

In addition to the 5 past presidents serving on the board, the two additional selected members of BOT should have following qualifications

19.2.1 Should have been an active member for Three (3) consecutive years immediately prior to BOT election or total of at least five (5) years.

19.2.2 Should have served on the council for at least one (1) year

19.2.3 At least one month before the Annual General Body Meeting of the Society each year, the Council shall submit two (2) names to the Board for consideration for election to the Board for the annual term. The Board shall select both or one to the Board that year. Should the Board reject one or both names submitted by the Council, the Council will submit another two new names and repeat the process until the replacement is acceptable by the Board.

19.3 Term of Office:

19.3.1 Each member of the Board will serve for five (5) years except as follows:

19.3.2 An interim Trustee will serve only until the time when additional past president/ presidents are available to serve as Trustee; and

19.3.3 The term of the senior most ex-president as a trustee shall end when a new ex-president becomes available to serve as Trustee.

19.4 Two annual members selected under 19.1.1 will serve for one year unless reelected

19.5 Officers:

19.5.1 The officers of the Board shall be a chairman and a secretary.

19.5.2 Each shall be elected for one (1) year from amongst the trustees at the annual meeting.

19.5.3 Each of these two officers may be re-elected for as many terms as the Board may desire.

19.5.4 The Chairman shall be the spokesman and the presiding officer of the Board and the secretary shall act as the recording officer.

19.5.5 The Chair will only vote if there is a tie.

19.6 Meetings:

19.6.1 The Board shall meet at least twice and one of them at the time and place of the annual session of the Society.

19.6.2 It may hold any number of such meetings as the trustees may determine.

19.6.3 The Board may be called into session by the Chairman on his/her own or upon the request of the other trustees or when a petition is filed or appears to be filed for dissolution of the Society.

19.6.3.1 The purpose of such special session shall be stated in the notice of call and no other business shall be transacted.

19.6.4 A resolution shall be introduced to the Board by a Trustee.

19.6.5 Any meeting can be conducted via teleconference or videoconference except the one meeting to be held at the time and place of the annual session of the Society.

19.7 Powers and Duties

19.7.1 As the overseers of the Society, the Board shall be the only authority to receive and discuss a proposal of dissolution of the Society.

19.7.1.1 The recommendation of the Board, both the majority and minority views in case of dissent shall be presented by the Chairman or the Secretary of the Board at the next annual or emergency meeting of the Society.

19.7.1.2 In the event of dissolution as prescribed under Article 10 of the Constitution, the Board shall be the sole body to disperse the assets of the Society.

19.7.1.3 If four (4) trustees dissent with the majority decision of the general membership, they may, after dispersing the assets retain the papers of incorporation and may revive the Society.

19.7.2 The Board of Trustees shall oversee long-range and strategic planning for the Society.

19.7.3 The Board of Trustees shall receive quarterly reports of the Society's accounts.

19.7.4 Any expenses over ten thousand (10,000) dollars, which has not been budgeted has to be approved by the BOT.

19.7.5 The BOT should present the report on the assets of the society.

19.7.6 The BOT will appoint the Ethics and Grievance Committee.

20. COUNCIL

20.1 Composition:

20.1.1 The Council shall be composed of officers of the Society, and seven (7) councilors. Immediate-past President will be ex-officio member with right to make motions and to vote.

20.2 Officers:

20.2.1 The officers of the Council shall be the President, President-elect, Secretary, and Treasurer of the Society.

20.3 Meetings:

20.3.1 The Council shall meet at least six (6) times a year and at least once every two months to conduct the business of the Society. The time and place of each meeting will be announced to the members of the council at least two (2) weeks in advance. The meeting will be open to any dues paying member of the Society who may obtain information regarding time and place of such meeting from the President and/or Secretary of the Society.

20.3.2 It may hold special meetings when called by the President or by the petition of 25% of the Council members.

20.3.3 At special meetings the only subject discussed shall be the one for which the meeting was called.

20.3.4 Any special or regular meeting can be conducted via teleconference or videoconference.

20.4 Quorum:

20.4.1 A quorum of the council shall consist of 50% of its members, provided that a majority of such quorum does include at least two (2) officers of the Society.

20.5 Powers and Duties:

20.5.1 As the legislative body of this Society, the Council shall have the power and authority to adopt, institute, and carry out such methods and measures as it may deem to be in the best interest of the Society including but not limited to following:

20.5.2 It shall adopt rules and regulations for its own governance and for the administration of the affairs of the Society.

20.5.3 The newly elected council shall have the authority to approve the appointment of committees, regular or special, from among its members or those not members of the Council.

20.5.4 All such committees shall report to the Council and their members may participate in debate upon their committees' reports, whether or not members of the Council.

20.6 Resolutions:

20.6.1 Each resolution introduced in the Council shall be introduced by a member of the Council.

20.6.2 It may be referred to the proper reference committee before action is taken thereon.

21. EXECUTIVE COMMITTEE

21.1 Qualifications of Officers:

21.1.1 All officers of the Society shall have been members in good standing for two (2) consecutive years prior to being considered for an office.

21.1.2 All officers shall reside in North America during their term of office.

21.2 President:

21.2.1 The President shall be the general executive officer of the Society.

21.2.2 He/she shall preside at all meetings of the Society.

21.2.3 He/she shall deliver the President's Address.

21.2.4 He/she shall appoint necessary standing and special committee chairs with the consultation of other members of the council at a council meeting.

21.2.5 He/she will fill vacancies thereon.

21.2.6 He/she shall be the presiding officer of the Council with the right to vote therein in a case of a tie.

21.2.7 He/she shall perform such other duties as are imposed upon him/her by the Constitution and Bylaws of this Society.

21.2.8 The President will serve a term of office for one (1) year.

21.2.9 He/she will hold the office of Immediate-Past President at the conclusion of his/her term as President and will serve as a member of BOT.

21.3 President-elect:

21.3.1 The President-elect shall act for the President in his/her absence or disability.

21.3.2 Should the office of President become vacant, the President-elect shall succeed to the Presidency for the un-expired term.

21.3.3 The President-elect shall be a member of the Council with the right to vote therein.

21.3.4 The President-elect shall verify the membership.

21.4 Secretary:

21.4.1 The Secretary shall be an active member of the Society.

21.4.2 He/she shall be the recording officer of the Council and the General Body.

21.4.3 He/she shall also discharge the following duties:

21.4.3.1 He/she shall supervise all arrangements for the holding of each meeting in compliance with the Constitution and Bylaws and instructions of the Council.

21.4.3.2 He/she shall send out all official notices of meetings, committee appointments, certificates of election to office and special committee assignments.

21.4.3.3 He/she shall receive and transmit to the Council the annual and other reports of officers and committees.

21.4.3.4 He/she shall institute and correlate each new activity of the Society under the supervision of the Council.

21.4.3.5 He/she shall perform such other duties as are imposed upon him/her by the Constitution and Bylaws of the Society.

21.5 Treasurer:

21.5.1 The Treasurer shall be the manager of all recurring funds of the Society.

21.5.2 He/she shall be accountable, through the Council, to the Society.

21.5.3 He/she shall also discharge the following duties:

21.5.3.1 Collect all annual membership dues, assessments, donations and such money as may be due to the Society.

21.5.3.2 Keep membership records and issue membership certificates.

21.5.3.3 He/she shall deposit all funds received in an approved depository and disburse them upon order of the Council.

21.5.4 He/she shall render a report to the Council reviewing the society's funds and imparting recommendations for the advancement of the Society's interest at each meeting of the Council.

21.5.5 He/she shall present the annual report at the annual general meeting of the Society.

21.5.7 He/she shall perform such other duties as are imposed upon him/her by the Constitution and Bylaws of the Society.

21.6 Term of Office:

Except as herein provided, officers and councilors shall take office on January 1 of each year and serve until December 31. Councilors may serve a consecutive term of no more than 3 years if re-elected annually.

22. COMMITTEES OF THE SOCIETY

Standing Committees of the Society shall be appointed by the President with the advice of the Council except as under 19.7.6. (See Appendix A for the composition and functions of the committees).

The Committees will be:

- A. Nominations and Election Committee
- B. Constitution and Bylaws Committee
- C. Ethics and Grievance Committee
- D. Membership Committee
- E. CHAPs and PPS/APPNA Clinic Committee

- F Website and Communication Committee
- G: Other Committees

23. INDEMNITY & INSURANCE

23.1 The Organization may, at its option, to the maximum extent permitted by law and by the articles, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Organization. For the purposes of this Section, an "agent" of the Organization includes a person who is or was a Trustee, Officer, employee or agent of this Organization or any other corporation, partnership, joint venture, trust or other enterprise working with this Organization, or was a Trustee, Officer, employee or agent of a corporation which was a predecessor corporation of this Organization or of any other enterprise at the request of such predecessor corporation.

23.2 The Organization may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, Employee or agent of the Organization or who is or was serving at the request of the Organization as Trustee, Officer, Employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify such person against such liability under the provisions of these bylaws.

24. ELECTIONS

24.1 Nominations:

24.1.1 The Nomination and Elections Committee (NEC) shall seek nominations from the general membership at least three (3) months before the annual meeting. After considering the nominations so received, the NEC will submit a slate of candidates for various offices of the Society to all members at least thirty (30) days before the annual meeting along with a short resume of each candidate. There shall be at least one nominee for each position. For an office of the Society, other candidates who receive at least fifteen (15) nominations from those members who have been in good standing for two (2) consecutive years shall be included on the ballot in addition to the nominee of the NEC. No member of the Nominating Committee will be eligible for any post on the ballot composed by the Committee.

24.2 Election:

24.2.1 Election of officers of the Society will be held by secret ballot with a simple plurality required for election. No candidate shall be elected to an office of the Society for more than two consecutive terms. However, the general membership may by an affirmative vote of two-thirds of those voting, waive this restriction.

24.3 Ballot:

24.3.1 The members of the society may cast vote by mail, online or a hybrid method as decided by the council at the recommendation of nomination and election committee.

24.3.2 The elections may be conducted internally by the society or through third party professional election agency. Council may assess each candidate reasonable fees for using external agencies.

24.3.3 If paper ballot is used, members of the Society will cast their votes by mail. The ballot, enclosed in a separate envelope, will be mailed in an outer envelope to Nomination Election Committee (NEC) or the external agency. The deadline for the receipt of the ballot in the office of the Society shall be ten (10) days before the Annual Meeting. Only the outer envelope will bear the name and signature of the member; the inner envelope and the ballot will bear no identification. The NEC or the external agency, after recording the receipt of the ballot and verification of the standing of the member in the society, will tabulate the unopened ballot in the presence of members of the NEC and the representatives of the candidates. The ballot must meet the predefined instructions and criteria on the ballot. The ballot will be opened by the Chairman of the Nomination and Elections Committee or his nominee for tabulation on the morning of the Annual General Body meeting. The results of the election will be announced by the Chairman of the Nomination/Election Committee during the business session. In case of a tie, a runoff election will be conducted amongst the candidates receiving equal votes. No new names will be either sought nor will be added to the list of candidates indicated on the original ballot for the post under consideration. This re-election will be conducted by the same committee which conducted the original election, and new ballots will be sent only to those members who were declared as eligible voters at the time of the original election.

24.3.4 The council at the recommendation of NEC may opt to have an online election provided more than 90% of voting members have provided deliverable valid email addresses. If the remaining undeliverable email addresses cannot be corrected with reasonable effort, hybrid election may be conducted in which undeliverable email bearing members will be sent paper ballot as under 24.3.3.

24.3.5 Election code of conduct defined in appendix B will be signed by and binding on all contesting candidates.

25 VACANCIES

25.1 An office of the Society shall be declared vacant by the Council whence an officer resigns, or leaves North America for a period longer than four (4) months without prearrangement with the Council, or becomes unable to carry out the duties of the office for reasons of health or otherwise.

25.2 Should the office of the President become vacant, the President-elect shall succeed to the Presidency for the un-expired term.

25.2.1 Should the office of President thereafter again become vacant, if the un-expired term is less than six (6) months, the Immediate Past President will succeed to the Presidency.

25.2.2 In case the un-expired term is longer than six (6) months, the Council, at a regular or a special meeting, shall elect a new President from amongst the Councilors to serve until the completion of the un-expired term.

25.3 The vacancy of the office of President-elect will be filled in the following manner:

25.3.1 Should the office of President-elect fall vacant within the first six (6) months of the term of this office; the vacancy will be filled by a special election to be directed by the President.

25.3.2 If the duration of vacancy is less than six (6) months, the vacancy shall remain vacant.

25.3.2.1 The Election Committee in this case will be chartered at the time of scheduled election to seek nominations for both the President and President-elect for the next term.

25.3.2.2 Should the position of President-elect fall vacant after the prescribed election process has begun, the candidate so elected shall assume the office of President on completion of the term of the incumbent President.

25.4 Should the offices of Secretary and Treasurer become vacant, Council shall fill these posts by electing from amongst the members of the Council.

25.5 The post of other Councilors will be declared vacant as specified in 25.1 of this Chapter. In such cases, the new council will fill the vacancy at its discretion from amongst the general members of the Society.

26. REFERENDUM

26.1 Referendum at Society Meeting: At any general or special meeting of this Society, the General Body shall, by a two-thirds (2/3) vote of the voting members present, order a general referendum upon any question pertinent to the purposes and objectives of the Society, provided, however, that a quorum at such general or special meeting shall consist of not less than one-third (1/3) of voting members of the Society who are in good standing.

26.2 The General body meeting of this Society can be called for a specific purpose by a petition to the Council signed by one-fourth (1/4) of the active members in good standing.

27. SEAL

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

28. EMERGENCY

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

29. DEFINITION OF SESSION AND MEETING

29.1 Session: A session shall mean all meetings at any one call.

29.2 Meeting: A meeting shall mean each separate convention at any one session.

30. AMENDMENTS

These Bylaws may be amended in accordance with the following procedure:

30.1 An amendment may be proposed by a majority of members of the Council or Board of Trustees by submitting such proposal to the Constitution and Bylaws Committee.

30.2 The Constitution and Bylaws Committee shall submit its recommendations to the requisitioning body at least thirty (30) days before any Council or Board meeting.

30.3 Adoption of the amendment shall require the affirmative vote of 50% of the Council and the Board members eligible to vote and present at the said meeting of the Council, irrespective whether the Council or the Board initiated the request.

30.4 The amendment(s) approved by both the Council and the Board shall be presented to the general membership thirty (30) days before the next annual meeting for their approval.

30.4.1 The procedure for this action has been as described in 9.7.

31. PARLIAMENTARY AUTHORITY

Roberts Rule of Parliamentary Procedures will govern the proceedings of the Society except in such cases as are covered by the bylaws and special rules adopted by the Society. The President may, if he/she deems it necessary, appoint a Parliamentarian for such interpretation of rules at any particular meeting.

APPENDIX A

Committees of the Society

The function of a committee is as an advisory group to the council or Board of Trustees.

A. NOMINATION AND ELECTION COMMITTEE

1. The Committee shall develop rules and regulations for and conduct elections for the Society in accordance with the Constitution and Bylaws.
2. Throughout the year, the Committee will seek out and evaluate and help develop future leaders of the Society.

B.CONSTITUTION AND BYLAWS COMMITTEE

1. This Committee will be responsible for reviewing and developing recommendations for amendments to the Constitution and Bylaws to keep the organizational structure and function responsive to the current needs.
2. The Chairman of this committee will serve as a resource person to the organization for parliamentary procedure.
3. The Committee shall organize educational programs for the leadership of the Society regarding parliamentary procedure and conduct of meetings, etc.

C ETHICS AND GRIEVANCE COMMITTEE

1. The Committee will receive and review and give an opinion on all grievances brought forward by any of the members of the organization.
2. This Committee will also review and make recommendations to the Council and the Board regarding any questions of ethical conduct that may be raised about any of the members of the organization.

3. The Committee will develop guidelines, policies and procedures regarding the performance of above functions and insuring the rights of each member and proper due process and present these guidelines to the Council for approval.

D.MEMBERSHIP COMMITTEE

1. The Membership Committee shall be responsible for development of programs for enrollment and retention of members.
2. The Committee will develop and organize a membership benefits package to make membership in the organization attractive for the Pakistani-descent physicians.
3. The Committee will study the needs and the desires of the Pakistani physicians in general, and the membership in particular, and make appropriate recommendations to the Council, so that Society programs can be adjusted to meet those needs and wishes.

E: CHAPs and PPS/APPNA Clinic Committee

The committee will encourage PPS members to volunteer time and to serve at the PPS/ APPNA clinic and at its Community Health Awareness Programs. The committee will raise funds to sustain the clinic functions. The committee will lay annual budget and plans to expand the services. The committee will report to the council for its needs for appropriate actions

F. WEBSITE AND COMMUNICATION COMMITTEE

The Committee will be responsible for management and upkeep of the Website of the society as well the blast email communication. The committee will be responsible for all online publications of the Society including e-newsletter, Directory, and other publications that the Council or the officers may decide to publish. The committee will provide database information in Excel file to the president on request from time to time prior to the council meetings. The committee will inform the council on the stats of email address accuracy and will make efforts to correct the invalid email address.

G. ANY OTHER COMMITTEE DEEMED NECESSARY BY THE PRESIDENT OR THE COUNCIL.

APPENDIX B

PPS ELECTION CODE OF CONDUCT

1. All dates pertaining to nomination and election process shall have prior approval of the PPS Council. PPS members contesting for any position in PPS shall abide by the following guidelines.
2. Candidates shall file the officially approved form with the Nomination and Election Committee (NEC) by the date set by NEC.
3. The application shall be accompanied by formal nominations as required by PPS bylaws and election rules of procedures. The NEC would not have the authority to reject a candidate as long the person fulfills the nomination requirement as set in PPS bylaws and election rules of procedures
4. NEC shall obtain in writing the candidate's consent that this code is binding under all circumstances.

5. NEC will announce the slate of candidates to membership in timely fashion as outlined in bylaws and election rules and procedures.
6. NEC shall circulate among PPS members' brief and concise bio data of candidates. This bio data shall conform to a standard format for all candidates.
7. The NEC shall follow the rules of procedures as outlined in PPS bylaws and rules and regulations approved by the Council. Any proposed changes in existing rules or adoption of new rules shall be approved by the PPS Council.
8. No candidate or his/her supporters shall indulge in any electioneering or canvassing except what is outlined under item #9 below. These shall include advertisements of any kind, television and radio commercials, and appearance on radio and television shows to promote directly or indirectly a candidacy or a candidate. The only exception would be the advertisement in PPS Journal and publications of PPS website. The use of PPS logo in any form of communication is prohibited by the candidates.
9. Telephone calls, direct mailings and faxes to members shall be permitted as long as the member is not on a No Call, No Fax list maintained by PPS. The list shall be made available to candidates free of charge by PPS. Negative campaign, slandering and any accusation without factual support will be considered a violation of the code and could potentially lead to disqualification if deemed appropriate by the NEC.
10. First violation of this Code-of-Conduct shall be ground for a cease and desist citation and a fine, not to exceed \$1,000 per violation. A second violation by a candidate shall be ground for removing the candidate's name from the election ballot at the discretion of the NEC.
11. A voters list will be released to all the candidates after its approval by the President- Elect and the council. The candidates must sign off the voters list within 10 days of its receipt. Any questioned member(s) eligibility will be determined by the Nomination and Election Committee as per PPS Constitution and Bylaws
12. All candidates shall acknowledge the sole jurisdiction of PPS to resolve all disputes and grievances. Furthermore all candidates shall agree that upon conclusion of PPS procedures for dispute resolution the decision arrived at by PPS shall be FINAL and shall not be subject to any recourse outside PPS whether judicial or extra-judicial in any state of the union.
13. The following shall be the mechanism for addressing complaints and grievances arising out of Nomination and Election process:
 - a. The complaint is lodged with **Nomination and Election Committee**. If the issue is not resolved to the satisfaction of the person lodging the complaint, it should be appealed to:
 - b. **Ethics and Grievances Committee**. If the issue is still unresolved the person lodging the complaint should appeal to:
 - c. **The Board of Trustees**. The decision of the Board of Trustees shall be final and binding and shall not be subject to judicial or extra judicial review or recourse.
14. It is emphasized that the above process shall take precedent over other business and should be conducted expeditiously. While the complaint resolution is in motion, next step in the

nomination and election process shall be withheld till the resolution of the complaint. All grievances and alleged violations shall be promptly submitted in writing to the chairman of the NEC with a copy to the President and chair BOT.

15. This appendix may be modified with by the NEC with approval of BOT prior to election process and will be uniformly applied to all contestants.