

INDIAN PHYSICIANS OF SOUTH FLORIDA, INC. BY-LAWS

Preamble

Whereas the need exists for cohesive action on part of physicians, dentists and **podiatrists** of Indian heritage residing in **South Florida**, it is hereby resolved that a non profit organization be formed to maintain the identity of the same group of people, to provide a forum for scientific, educational, cultural, charitable and social interaction among its members. The term "Indian" is used throughout this Constitution and Bylaws in an ethnic sense, and the word "heritage", similarly connotes ancestry.

Article I Name

The name of the association shall be Indian Physicians of South Florida herein referred to as IPOF.

Article II Objectives

- A. To bring together physicians, dentists and **podiatrists** of Indian heritage residing in **South Florida**.
- B. The association is organized exclusively for scientific, educational, cultural, social and charitable purposes.
- C. To assist medical, dental and **podiatry** students in pursuing their career.
- D. To conduct seminars and other educational programs to acquaint members of new scientific developments in the field of human medicine.
- E. To support and foster the availability of medical assistance to **people in need**.
- F. To make contributions to organizations which qualify as not-for-profit, as defined in Internal Revenue Code sections 501 (c), United States tax code.
- G. To provide mutual understanding and cooperation between this association and other medical societies.
- H. To maintain a directory of physicians of Indian origin.
- I. To provide other member services as needed.

Article III National Affiliation

IPOF will have national affiliation with AAPI and is designated a subchapter of AAPI (American Association of Physicians of Indian Origin)

Article IV Restrictions and Dissolution

A. Restrictions

No part of the net earnings or the assets of the Association shall be used for the benefit of, or be distributed to its members, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, for reimbursement of expenses as approved, and to make payments and distribution in furtherance of the purposes set forth in Article II hereof.

B. Dissolution

Upon the dissolution of the Association, the Board of Regents shall, after paying or making provisions for the payment of all liabilities to the Association, dispose of all the assets of the

Association exclusively for the purpose of the Association in such manner or to such organizations organized exclusively for charitable, cultural 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 further United States Internal Revenue Law as the Governing Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Broward County, exclusively for such purposes or to such organization or organizations as said court shall determine to be organized and operated exclusively for such purposes.

Article V Membership

Section 5.1 General

Membership in IPOF shall be open to any physician/dentist/**podiatrist** of Indian **heritage residing in** South Florida. Membership shall also be open to all other qualified persons (as defined in Membership articles below) who contribute to the objectives and causes of IPOF.

Section 5.2 Categories of Membership

Members shall be divided into the following categories.

A. Voting Members.

Voting members shall be:

1. Life Members admitted after a single payment of the Life member dues as set by the Governing Board.
2. Annual Members who have paid the annual dues timely as set by the Governing Board.

Eligibility: Individuals in good professional standing.

B. Non-Voting Members

1. Honorary Members (Non-Physician category)

IPOF is empowered to confer on an individual the title of "Honorary Member" if the following factors are met:

- (a) Person should have contributed significantly enough to enhance the presence of IPOF overall
- (b) Person should be recognized as distinguished in a field that is of prime importance to the causes of organized medicine and physician goals and objectives in pursuit of patient care.

Honorary Membership is to be nominated by the President **or a member of the Board of Regents**, and is subject to approval by the Governing Board. Membership may be granted by a **two third** majority in favor of motion. **The Governing Board, by two thirds vote, reserves the right to revoke Honorary Membership at any time.**

2. Benefactor Membership.

This can be any individual or business or entity that donates a minimum of \$25,000 to IPOF. A Benefactor should support the causes and objectives of IPOF, in principle. The donation should be in **before** any membership in this category can be confirmed. Life bequests, gifts through life insurance proceeds, annuities or estates may only be considered as fulfillment of Benefactor Membership upon IPOFs' receipt of funds in full. Future promises do not qualify for immediate membership. IPOF Governing Board, **by two thirds vote**, reserves the right to qualify acceptance of any person, business or entity in this category.

3. **Medical Students and Residents (MSR).** *Non-voting members.*

Residents, fellows, and students of medicine, dentistry, **and podiatry** of Indian heritage be represented in IPOF. Their participation will be governed in accordance with the broad principles of IPOF and approved by the IPOF.

Section 5.3 Qualifications

Any person as set forth in Section 5.2 A, may attain membership in IPOF provided that the applicant:

- A. Subscribes to the objectives of IPOF, abides by Bylaws, rules and regulations, pays the prescribed fees and dues, and submits an application in prescribed form.
- B. Receives approval of application for membership by the Governing Board of IPOF by a majority vote.

*Non-voting membership categories are to be considered on a case-by-case basis.
Refer to section 5.2 B for details.*

Section 5.4 Revocation

- A. Membership of any member **may be revoked** for violation of Constitution and Bylaws of IPOF.
- B. The President, with the approval of the Executive Committee, shall appoint a Hearing Committee for investigation and recommendations regarding the revocation of the membership in question.
- C. The Hearing Committee shall follow normally accepted due process mechanisms before making its recommendations to the Governing Board.
- D. The Governing Board shall decide by two-thirds majority vote if the recommendation of the Hearing Committee should be accepted.

Section 5.5 Impeachment

- A. If any of the elected or appointed members misuse his/her office or is guilty of misconduct or violates the objectives of the Constitution and Bylaws for the personal gain or misappropriates the funds of IPOF or falls foul of the law resulting from **an act of felony that results in** conviction, he/she shall be liable for impeachment and/or forfeiture of his/her position immediately.
- B. An impeachment process may be initiated by a signed petition from **one-half** of the members of the Governing Board.
- C. After the impeachment procedure is initiated, the Governing Board shall appoint a Hearing Committee to investigate the allegations and recommend necessary action to the Governing Board. The Hearing Committee shall follow necessary mechanisms for ensuring due process.
- D. An impeachment can be effected only if three-fourths of the Governing Board agrees on the reasons for impeachment by voting affirmatively.

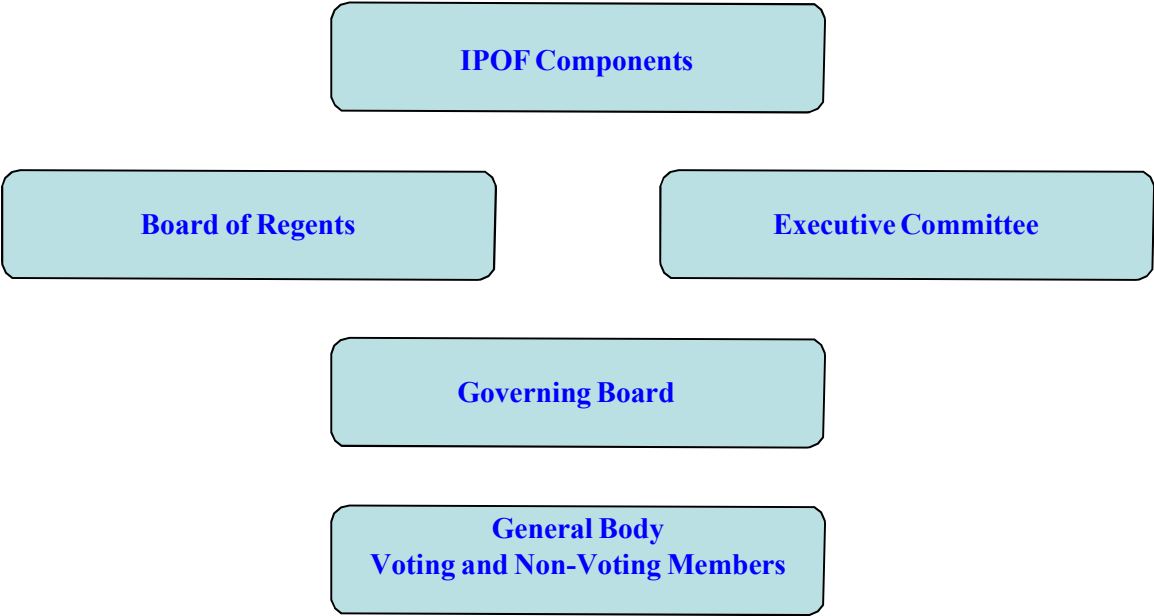
Article VI Annual Meeting

Section 6.1 Purpose

The Annual Meeting of the General Body shall be held ~~at~~**on** the **date and** time designated by the **Executive Committee**, provided however that the **Executive Committee** shall call for a meeting of the General Body **at least once a year**.

Only life/annual members and their spouses/significant others are eligible to attend IPOF sponsored annual meetings. If the President wishes to invite non-IPOF members, then this must be discussed by the EC.

Article VII Organization of the Corporate Body



Section 7.1 Components of the Corporate Body

The corporation shall be made up of the General Body, the Governing Board, the Executive Committee and Board of Regents.

Section 7.2 General Body

Subject to the Constitution and Bylaws, the General Body retains the ultimate authority of the Association.

- A. The General Body shall consist of voting members as set forth in paragraph C of this section.
- B. All voting members shall be notified of all General Body meetings by e-mail at least thirty (30) days before General Body meeting.
- C. Voting members of the General Body shall be:
 - 1. Annual dues paying members in good standing.
 - 2. **Life members.**
- D. At the annual General Body meeting, those members present and eligible to vote may conduct the business of General Body meeting. If a member eligible to vote makes a quorum call, the presiding officer shall decide if the quorum is present

Twenty five (25%) of the voting members constitutes the quorum for **the** meeting of the General

Body. Quorum once having been 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 a later time in the meeting.

If, at the quorum call, a quorum is not present as defined above, the Presiding officer may entertain motions to recess, adjourn or adjourn to reconvene at a later date (i.e. fix the time to which to adjourn) and/or may arrange for e-mail ballot to decide specific and urgent issues scheduled for consideration at that meeting. Simple majority of the returned ballots shall decide the issues.

At a General Body meeting that is called for a **specific issue**, by announcement to the general membership with thirty (30) days notice, the voting members present at **that** meeting will constitute a quorum, **and** only for consideration and voting on **that** specific issue.

Section 7.3 Governing Board

The Governing **Board** is the main deliberative body for the policies of the Association and discharges the responsibility of the General Body while the latter is in recess.

- A. The Governing **Board** shall be composed of the members of the Executive Committee and members of the Board of Regents.
- B. The Governing **Board** shall have the duties and powers as ordinarily delegated to the Governing **Board** of an Association or Corporation. It shall govern and direct the activities of the Association. It may fill any vacancies in the Governing **Board** by appointment, in accordance with the provisions of the constitution. It shall have the authority to create staff positions and to assign appropriate titles thereto. It shall create all standing committees and direct their activities. The Governing **Board** shall set the membership dues for the Association for all categories of membership. **Any changes in bylaws have to be approved by the Governing Board.**
- C. The Governing **Board** shall meet not less than **twice** a year in regular session.
- D. Special meeting: The President shall at request of at least **30%** of the voting members of the Governing **Board**, issue a call for the special meeting of the Governing **Board**.
- E. A quorum for any meeting of the Governing shall consist of **30% or more** of the Governing **Board** members eligible to vote.
- F. The **Board of Regents** or the Executive Committee **by a simple majority** may call a special Governing **Board** meeting.
- G. **President or a Governing Board member designated by him will preside over the meetings and will not have voting rights except to break a tie. All decisions unless pre-specified are by simple majority.**

Section 7.4 Executive Committee.

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

- A. The Executive Committee shall be made up of **the following elected offices**; President, Vice President, Secretary, Treasurer, **and eight members at large. The committee will also include immediate past President.** The Executive Committee shall have the authority to act for and on behalf of the corporation in the recess of the Governing **Board**.
- B. Contracts, deeds, documents and instruments shall be executed by the President and attested by the Secretary or Treasurer unless the Governing **Board** shall in particular situations designate another procedure for their execution.

- C. Checks, notes, drafts and demands for money shall be signed by the officer or officers designated from time to time by Executive Committee. In the event no designation is made by the Executive Committee, checks, notes drafts and demands for money may be signed by any two officers.
- D. **More than 30% of voting members of Executive Committee shall constitute the quorum.**
- E. Only Voting Members of the Organization within the membership of IPOF as described by Article V shall be eligible for nomination and election to these offices.
- F. The Executive Committee shall meet no less than **four** times a year in regular session. **Time and place to be determined by the president.** Notices for meetings shall be sent out in a reasonable time frame. **These meetings can be held concurrently with Governing Board meetings.**
- G. The elected officers will be required to become life members. The term of office will be two years. No elected officer shall serve more than two consecutive terms in the same office, except for members at large who can serve for three consecutive terms. Past Presidents as long as they are members of Board of Regents may not compete for Executive Office. The president’s term is limited to two years without the option of re-election for consecutive terms. To be eligible for the post of president the member should have served on the executive committee for at least four years and to be eligible for the post of Vice President, Secretary or Treasurer for at least two years.
- H. **A special meeting of the Executive Committee can be called by the president with approval of two other members of the Executive Committee or by any member of the Executive Committee with approval of a simple majority and giving 10 day notice to all members.**

Section 7.5 Board of Regents

The Board of Regents shall keep ultimate authority in IPOF for ensuring its fiscal welfare and stability. , **Past Presidents having successfully completed their term** are eligible to become members of the Board of Regents. In case of crisis, it shall act as a mediator to resolve the dispute and its decision then would be binding. It will be the custodian of all the assets of IPOF and will be a caretaker body at the time of dissolution. The current President will be an honorary member of the Board of Regents, and will serve as Chairman of the **Board of Regents. Maximum number of members in the Board of Regents will be 11 (eleven) members, excluding the present president. In the absence of voluntary resignation of members of the Board of Regents and if the number exceeds 11, the presidents elected most recently will stay on the Board of Regents. Failure of a member to attend at least one meeting of the Governing Board for any one full calendar year will be considered as voluntary resignation from the Board of Regents.**

Article VIII Duties of Officers of Executive Committee

Section 8.1 President

The President shall be the Chief Executive Officer of the Organization and shall perform all duties incident to the office of the President and such duties as may be designated by the Governing Board. He/she shall preside at all meetings of the Organization, Executive Committee and of the Governing Board. He/she shall make such appointments as are required or authorized by Constitution and by the Governing Board. He/she may sign with the Secretary or any other proper officer of the Organization authorized by Governing Board, any deeds,

mortgages, bonds, contracts or other instruments which the Governing Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Governing Board to some other agent of the Organization.

He/she shall designate all official delegates and representatives to other organizations. He/she shall appoint such special Ad Hoc Committees as may be necessary to further the Organization's objectives and he/she may discontinue such committees when their purpose has been served or their purpose no longer is desirable or attainable in consultation with the Executive Committee. The President and members of the Executive Committee would be jointly responsible to the Governing Board and shall be responsible to one another.

In case of any disagreements in the execution of policies of IPOF, the President shall make the final decision which shall be binding on all parties concerned. The President, however, shall be required to validate his/her decision either before or as soon as possible after the event by majority vote of the **Governing Board and such meeting will be called in as a special meeting within one month of the incident.**

In case he/she fails to accomplish such validation, the majority decision of the **Governing Board** shall prevail. Prior approval by **Governing Board** is mandatory for any decision involving financial transactions on behalf of the Organization fraught with major consequences for the Organization.

Term and Eligibility for President of IPOF:

- a. *Maximum 1 term of 2 years*
- b. *Experience for 4 years as a Board member (Secretary, Treasurer, or VP)*

Section 8.2 Past Presidents

The immediate past president shall remain on the executive committee for two years after completing his term.

Section 8.3 Vice President

The Vice President shall assist President, Treasurer and Secretary as needed at the direction of the President. **In the event that the President resigns or is unable to carry out his duties, the Vice President shall assume the role of the President till the end of the current President's term. In case the remainder of the term exceeded eighteen months, the Vice President who has now become the President cannot seek the office of the President for the subsequent term. This appointment has to be approved by the Governing Board by a simple majority vote.**

Term and Eligibility for VP of IPOF:

- a. *Maximum of 1 term of 2 years*
- b. *Experience for 2 years as a Board member (Secretary or Treasurer)*

Section 8.4 Secretary

Term and Eligibility for Treasurer/Secretary of IPOF:

- a. *Maximum of 2 consecutive terms of 2 years each.*
- b. *Minimum of 2 years Of experience as EC member.*

The Secretary shall:

- A. Keep an account of all minutes of all meetings. **These minutes shall be available to IPOF members at request.**
- B. Maintain an updated list of all members of IPOF.
- C. Issue an agenda of regular and special meetings after consultation with the Executive Committee.
- D. Keep copy of all official correspondence.
- E. Keep attendance records of all meetings.
- F. Be custodian of Constitution, Bylaws and amendments of Organization.
- 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. Be a member of the Executive Committee in the same capacity.
- I. Be responsible for transferring all the records of the Organization within 30 days after the Annual Meeting to the incoming Secretary.

Section 8.5 Treasurer

Term and Eligibility for Treasurer/Secretary of IPOF:

- a. Maximum of 2 consecutive terms of 2 years each.
- b. Minimum of 2 years Of experience as EC member.

Unless otherwise directed by the Governing Board, the Treasurer will be the sole fiscal officer(s) for the Organization.

Section 8.6 Executive Director

The Executive Director is a person appointed by the Governing Board to provide leadership toward the achievement of the organization's broad mission and strategic goals. **He /she shall be a nonvoting member of the Executive Committee.**

The Executive Director will assist the President and the Executive Committee in fulfilling their annual event calendar. This position is a non-elected leadership position for a person of management caliber with experience in managing the affairs of an association.

It will be the duty of the Executive Director to present strategies and methods to help the organization enhance its operating revenue budget on an annual basis. The Executive Director shall assist in communications of the Governing Board at the direction of the President. The Executive Director may play a partial role as liaison between IPOF and the local County Medical Society, AAPI, and other medical / charitable / educational non-profit bodies, with assistance from other interested IPOF Office Bearers. The aim of this involvement will be to strengthen ties between IPOF and other non-profit organizations.

The Executive Director will enhance the overall presence of IPOF in areas of special events such as an “Expo / Symposium”, creative marketing, strategy, and revenue expansion. The Executive Director will manage select communications aspects of the association, to include oversight of a web based marketing platform.

The Governing Board may choose to waive the need for an Executive Director. **The Governing Board must approve the appointment of the Executive Director every 2 years.**

Section 8.7 Members at Large

Term of EC Members:

Term of EC Members will be for 2 years for a maximum of 2 consecutive terms. After completion of two consecutive terms, EC members may either get elected for a Board member position (Secretary or Treasurer) or may be reelected for EC after a gap of 2 years.

Eight members at large will be elected to the Executive Committee to serve 2 year terms. Their role will be to assist the president and the office bearers in their administrating duties and they may be requested to chair the sub-committees.

ARTICLE IX General Body Meeting and Agenda

- A. Robert's Rules of Order shall govern all meetings of this association in all cases where they are applicable, except where they are inconsistent with the Constitution and Bylaws of IPOF.
- B. The Executive Committee will recommend the agenda of the General Body meeting and any special meetings.
- C. Any member who wishes to bring new business matters before the General Body meeting shall submit this business in writing to the Secretary at least 30 days prior to the General body meeting for the Executive Committee's decision on whether to include it on the agenda.
- D. Items 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 with the affirmative vote of at least a majority of the active members present.

Article X Committees

The Executive Committee will form the following Committees when needed.

- A. Membership Committee *Membership Committee will be responsible to keep an updated roster of membership/membership dues/member information.*
- B. Constitution and Bylaws Committee
- C. **Web Site Committee**
- D. Nomination Committee:
Nomination Committee will initially nominate a candidate for the President position for the following term. In case of a disagreement, this matter should be referred to the Board of Regents. The President Elect will then become a member of the Nomination Committee and will then propose the names for the positions of Secretary, Treasurer, and any vacant EC positions.
- E. Charitable Foundation Committee: *All donations of more than \$500 made on behalf of IPOF must be approved by the EC.*
- F. Continuing Medical Education / Academic Affairs Committee.
- G. Any other Committee that is appropriate for the Association.

All Committees are formed **and can be changed every two years** at the sole discretion of the current Executive Committee with final approval of the Governing Board.

All rules made by the Governing Board, Constitution and Bylaws will be followed.

Article XI Dues

Section 11.1 Determination of Annual Dues

Annual dues will be determined by the Governing Board and approved by the General Body during the Annual Meeting.

Medical students, residents, and fellows will not have to pay any membership fee of \$10 during their education / training.

All annual members must pay their annual fee by Jan 1 of each year to maintain their annual membership from Jan. 1 – Dec. 31 of that year. Life members will not have to pay any fee after they have paid their life membership fee.

Section 11.2 Exemptions

Students will be non-voting and non-dues paying members. Dues of Residents in training in hospitals will be determined by the Governing Board.

Section 11.3 Life Members

Dues from Life members will be set by the Governing Board. Monies so generated will be used for the activities of the Association. Life Membership dues will be placed in an escrow account. Interest from this escrow account, at the discretion of the Governing Board, can be used for day to day activities of the Association, but the principal shall remain an asset of IPOF, and can be disbursed only under exceptional circumstances with the agreement of the Governing Board.

Article XII Elections

Section 12.1 Call for Nominations

Nominating committee shall comprise of immediate past president (chairman), present president and the president before the immediate past president. In the event one of these members is unable to serve, the president shall fill his/her spot with another member from the board of regents.

Nomination committee shall prepare a slate of appointments approved by the executive committee and announce it to the General Body forty five days before the election.

The Nomination Chair (Immediate Past President) shall invite nominations from the entire voting membership list for all positions **at least** 30 days before the Annual Meeting. Any Member in good standing at least for one year can make a nomination(s) on behalf of the candidate to the Chair of the Nomination Committee. Nominations shall be seconded by another member in good standing, and should, in addition, have a verbal or written statement accepted by the candidate. The candidate shall contest for only one position at any given time.

The President Elect must be elected no later than 6 months prior to the Annual Gala. The President Elect will then become a member of the Nomination Committee.

Section 12.2 The Election Process

~~The Election shall be held and completed at the Annual Meeting.~~

Elections process for the upcoming Board members and Executive Committee should be completed at least 4 weeks prior to the scheduled Annual Gala.

- A. The voting members as provided in Section 7.2D shall have the right to vote. Each member shall have one vote for each vacant office.
- B. The Secretary of the IPOF shall certify list of voting members.
- C. The ballots shall be distributed during the Annual Meeting and will have a list of all candidates.
- D. The results of the election shall be announced in the Annual Meeting immediately after counting ballots.
- E. In the event of a tie, the President shall put in a casting vote.
- F. Request for recount will be permitted only from the candidate.

Section 12.3 Resignation or Death of Elected or Nominated Official

Vacancies arising from death or resignation of elected official(s) should be filled by the President and confirmed by the Governing Board at its next meeting. However, if similar circumstances arise after nomination, or if the nominee declines before election, the Nomination Committee will propose another candidate. In case of death of the President Elect, a special election should be conducted for the same.

Article XIII Amendment and Adoption Section

13.1 Amendments

These Bylaws may be amended, repealed or altered in whole or part by a ~~two-third~~**simple** majority vote of any duly organized meeting of the **General Body**.

- A. The proposed amendment may be initiated in writing in any Executive Committee **or Governing Board** meeting **by the General Body with 20 signatures of voting members**.
- B. The proposed amendment, duly initiated, shall be referred to the Bylaws Committee.
- C. The recommendation of the Bylaws Committee shall be submitted to the **Governing** Board for consideration and approval. On approval, the amendment(s) shall be **presented to the General Body and if approved will be** incorporated into the Constitution with immediate effect.

THESE CHANGES HAVE BEEN ADOPTED AND APPROVED BY THE EXECUTIVE BOARD and GENERAL BODY ON MAY 18, 2016