

Presented for amendments and approval on 07.03.09 to the General Body at San Francisco, California Annual Summer Meeting.  
**Approved by General Body on 07.03.09 at San Francisco, CA during 13th Annual Summer Meeting of AIMCAANA.**

In the name of Allah – the Beneficent, the Merciful

## PREAMBLE

A numbers of graduates of Allama Iqbal Medical College Lahore, Pakistan currently reside and practice in USA. A group of about 5 graduates in a meeting held during the 1997 annual meeting of the Association of Pakistani Physicians of North America expressed the desire to form an Alumnus Association with the primary goal of professional and social interaction.

We, the graduates of Allama Iqbal Medical College Lahore, Pakistan, residing in North America, out of our conviction for our profession, do hereby proclaim the establishment of Allama Iqbal Medical College Alumni association of North America (AIMCAANA).

We aim to collectively engage in professional activities and support our Alma Mater in each and every way possible maintaining the high ethics and striving for excellence in all our pursuits.

To this effect, we hereby set forth and enact the following laws governing the Association. These shall be binding on each one individually and all of us collectively, until and unless properly amended by the provisions herein. So help us God, ameen.

## CONSTITUTION

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## BYLAWS

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# POLICIES AND PROCEDURES

## 24. CODE OF ETHICS

# CONSTITUTION

## 1.0 ARTICLE: I NAME

The name of this organization shall be the Allama Iqbal Medical College Alumni Association of North America (AIMCAANA). Hereafter, it will be referred to as "The Association."

## 2.0 ARTICLE: II AFFILIATIONS

The Association 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. It shall function closely with the Association of Pakistani-Descent Physicians of North America (APPNA). All attempts shall be made to conform to the certification requirements of IRS as a non-profit organization.

## 3.0 ARTICLE: III AIMS AND OBJECTIVES

The primary purpose of the organization is to provide a forum for professional and social interaction among Allama Iqbal Medical College Lahore, Pakistan Graduates.

The other aims shall be:

3.1 To arrange periodic meetings of AIMC Graduates to better understand their needs and provide them a forum for professional and social interaction. To provide leadership and direction to graduates in their interaction with other organizations in North America and all over the world.

3.2 To assist and guide physicians during their training at Allama Iqbal Medical College and in postgraduate training in Pakistan and in North America.

3.3 To institute ways and means to cooperate with other similar organizations in North America, Pakistan and other international forums.

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 provide support to the students, faculty and administration of Allama Iqbal Medical College as requested by them on specific projects.

3.6 To participate in medical relief and other charitable activities.

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

3.8 To foster, preserve and perpetuate medical ethics generally amongst physician community and specifically amongst AIMC Graduates.

## 4.0 ARTICLE: IV MEMBERSHIP

The membership of the Association shall be of the following categories: Active, Physician-in-Training, Associate, Emeritus, Honorary, Affiliate, and Student.

## 5.0. ARTICLE: V INTERNAL STRUCTURE AND ORGANIZATION

### 5.1 General Body:

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

5.1.2 This will be the supreme authority of the Association wielding absolute power on the conduct of affairs of the Association. 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 Association may be approved, rejected or amended by this body.

### 5.2 Board of Trustees:

5.2.1 It shall act as the Custodian and Ombudsman of the Association.

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

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

## 6.0 ARTICLE: VI OFFICERS

6.1. The Elected Officers of the Association shall be the President, President-elect, Immediate-past President, Secretary, and the Treasurer.

6.2. They shall be elected by the General Body, except as otherwise provided by the Bylaws with respect to the filling of vacancies.

6.3 Each officer of the Association shall maintain physical residence in North America during his/her tenure.

## 7.0 ARTICLE: VII FINANCES

7.1. Funds for meeting and expenses of the Association activities shall be financed by \_\_\_\_\_ annual dues, special assessments, fund raising activities and voluntary contributions.

7.2. Annual membership dues and assessments shall be fixed by Executive Committee and approved by the General Body.

7.3. Financial status of the Association shall be presented by the Treasurer to the general membership at its annual meeting.

7.4. No part of the net earnings of the Association shall be used to the benefit or be distributed to its members, trustees, officers, or private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these activities, the Association shall not carry on any other activities not permitted to be carried on:

(a) By an association exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1786 (or the corresponding provision of any future United States Internal Revenue Code or

(b) By an association whose contributions are deductible under section 150 (c) (2) of the \_\_\_\_\_ Internal Revenue Code of 1786, or the corresponding provision of any future United \_\_\_\_\_ States Internal Revenue Code).

7.5 Any unbudgeted expense of greater than \$10,000 (Dollars Ten Thousand) shall require an approval of the BOT.

## 8.0 ARTICLE: VIII Adoption of Bylaws

8.1 The Association shall adopt bylaws for the conduct of its affairs in harmony with this Constitution.

8.2. The bylaws may not restrict or alter any proviso defined in this Constitution.

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

# BYLAWS

## 9.0 CHAPTER 1 ADDRESS

The Executive Committee shall decide the address of the Association.

## 10.0 CHAPTER 2 MEMBERSHIP

10.1. As used in these Bylaws, except as otherwise herein expressly qualified, the term "physician" means a graduate of ALLAMA IQBAL Medical College, Lahore, Pakistan.

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

10.3 Membership will be conferred by the Secretary of the Association at the recommendation of the Chair of Membership Committee.

10.4 Membership year shall be from January 1 to December 31st of each year.

10.5 Membership in the Association will be terminated for a felony conviction by a court of law or revocation of a professional license by a board of Medical Examiners or Licensing authority. The member is required to inform the secretary of such a conviction or limitation of Licensure.

10. 5.1. The Executive Committee may reinstate suspended membership at the recommendations of the Executive Director and Chairperson of the Membership Committee on removal of charges and/or disciplinary action.

10.6. Active Members:

10.6.1 Active membership in AIMCAANA shall be open to anyone who has graduated from Allama Iqbal Medical College, Lahore, Pakistan.

10.6.2 To be eligible for active membership in the Association or in any of its component societies, a physician must hold an un-revoked license in North America and/or be involved in Academics, Medical Research, or management in any field of Health care in North America, and comply with all provisions of the Bylaws of their society and this Association.

10.6.3 Active members shall be either annual dues-paying members and residing in North America or Lifetime members.

10.6.4. The Board of Trustees / Executive Council on the recommendation of the Membership Committee may exempt dues of any active member when in their opinion payment of such dues is a hardship upon a member.

10.6.6. The dues for Lifetime Membership and Annual membership will be set by the Executive Council and approved by the General Membership.

#### 10.7: Physicians-in-Training Members

10.7.1. They will be exempt from paying annual dues.

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

10.7.3. They will have no right to vote or hold office in the Association.

10.7.4. These members may serve on committees or task forces of the Association and participate in all of its activities

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

#### 10.8: Associate Members:

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

10.8.1. The association may also elect to associate membership laypersons who are not involved directly in the field of medicine.

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

10.8.3 They shall not have the right to vote or hold any office in the Association.

#### 10.9. Emeritus Members:

10.9.1 Retired physicians may apply for emeritus membership and will be dues exempt.

10.9.2 They shall have no right to hold an office in the Association.

10.9.3 They may serve on different committees if requested to do so by the EC.

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

#### 10.10. Honorary Members:

10.10.1 The Association may elect as an honorary member any person distinguished for services or attainments in medicine or the allied sciences, or who has rendered their services of unusual value to the Association or humanity.

10.10.2. These members shall be recommended by the Executive Council.

10.10.3. They shall not have the right to vote or hold any office in the Association.

#### 10.11 Student Members:

10.11.1. Any student of Allama Iqbal Medical College, Lahore, Pakistan may be admitted to the Association.

10.11.2. They will be exempt from paying annual dues.

10.11.3 They will have no right to vote or hold office in the Association.

#### 11.10 Affiliate Membership:

11.10.1 Physicians who are not graduates of Allama Iqbal Medical College, Lahore, Pakistan 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.

## 11.0 CHAPTER 3 DUES AND ASSESSMENTS

11.1.1 The annual and lifetime dues shall be determined by the Executive Council and approved by the General membership.

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

## 12.0 CHAPTER 4 GENERAL BODY MEETINGS

12.1. Determination of Time and Place:

12.1.1. During each annual session the Association may hold one or more general body meetings.

12.1.2. The Executive Council shall arrange at least one annual meeting each year.

12.1.3 Such general body meetings shall be presided over by the President, or, in his absence, the President-elect or a designee appointed by the President.

12.2. Quorum:

12.2.1. Presence of Twenty Five percent (25%) of the voting members of the Association registered at any Meeting shall constitute a quorum for that meeting. Once the quorum is established the annual meeting shall continue and all actions shall be binding even if the quorum for that session is not present at later times in the meeting. If the meeting is adjourned and recalled then quorum will be required to be reestablished for any matters that require a binding vote.

12.2.2. Presence of at least 50% of the voting membership (registered at the meeting) will constitute the required quorum to reject an action taken by the Executive Council or the Board of Trustees.

12.2.3 A simple majority of those present will be required for adoption of a resolution.

12.2.4. In cases of overriding of an Executive Council or Board of Trustees action and when a referendum is being conducted, a majority of two third of those voting will be considered affirmative.

## 13.0 CHAPTER 5 BOARD OF TRUSTEES (BOT)

13.1 Composition:

The Board shall be composed of five (5) members of the Association.

13.1.1 All trustees shall reside in North America during their term of office.

13.1.2 Any trustee may be involved in any committee of the Association and may chaironly a special committee at the request of the Executive Council and/or the Board.

13.2. Qualifications:

13.2.1 To be included in the BOT, a candidate must have been an active member for at least five consecutive years or seven (7) cumulative years.

13.3. Term of Office:

13.3.1. Each member of the Board shall act as a trustee for five (5) years.

13.3.2 The terms of the trustees will be staggered so that one trustee's term expires each year and is replaced.

13.3.3. No trustee shall be re-elected to the Board at the end of first term.

13.3.4. The term of office shall be January 1st to December 31st. of the same year.

13.4. Election of BOT:

13.4.1 Five trustees in the initial Board will be appointed by the Executive Council with in ninety days of approval of this constitution. Their term will start from January 1st.

13.4.2 The term of the initial BOT shall be staggered by declining years. The BOT at their first meeting shall decide on the term of office of its members.

13.4.3 Annually following the establishment of the First BOT, At least one month before the elections of the Association, the Executive Council shall submit three (3) names to the Board for consideration for election to the Board. The Board shall elect from amongst these three (3) members to fill any vacancies on the Board that year. Should the Board reject all three names submitted by the Council; the Council will submit another three new names and repeat the process until the replacement is acceptable by the Board.

13.5. Officers of BOT:

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

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

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

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

13.6. Meetings of BOT:

13.6.1. The Board shall meet at least annually at the time and place of the annual session of the Association.

13.6.2. The Board may hold any number of meetings other than at the annual meeting as may be necessary for the efficient running of the association.

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

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

13.6.4. Only a Trustee shall introduce a resolution at the meeting of the Board.

13.7. Powers and Duties of BOT:

13.7.1. As the custodian/ombudsman of the Association, the Board shall be the only authority to receive and discuss a proposal of dissolution of the Association.

13.7.1.1 Recommendations 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 Association.

13.7.1.2. In the event of dissolution as prescribed under Article XI of the Constitution, the Board shall be the sole body to disperse the assets of the Association.

13.7.1.3. Only in situation of dissolution, if four 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 Association.

13.8. The Board of Trustees shall advise the Executive Council on long-range and strategic planning for the Association.

13.9. The Board of Trustees shall receive annual reports of the Association's accounts.

## 14.0 CHAPTER 6 EXECUTIVE COUNCIL

### 14.1. EXECUTIVE COUNCIL

The Executive Council shall consist of The Executive Committee and The Councilors.

### 14.2. Executive Committee

The Executive Committee shall consist of:

1. President
2. President Elect
3. Immediate Past President
4. Secretary
5. Treasurer
6. Executive Director

### 14.3. Councilors:

14.3.1. There shall be ONE councilor from each of the time zones i.e. EASTERN, CENTRAL, MOUNTAIN and PACIFIC.

14.3.2. There shall be FOUR "Councilors –at-Large" who may reside in any part of North America.

### 14.4. Eligibility of Officers:

14.4.1 The President; President-Elect; Secretary and Treasurer should be active members in good standing, for at least two years.

14.4.2 Councilors should be an active member for at least ONE year.

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

### 14.5. Term of Office:

Except as herein provided, all officers shall take office on January 1st of the year and serve until December 31st of the same year.

### 14.6. Quorum of Executive Council:

The quorum for all Executive Council meetings shall constitute the presence of more than 50% of voting members. All binding decisions made by the EC shall require a simple majority vote.

### 14.7. President:

14.7.1. The President shall be the general executive officer of the Association.

14.7.2. He/she shall preside at all meetings of the Association

14.7.3. He/she shall appoint necessary standing and special committees, in consultation with and approval of the simple majority of the Executive council.

14.7.4. He/she will fill vacancies in consultation with and approval of the simple majority of the Executive council thereon.

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

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

14.7.7. He/she will hold the office of Immediate-past President at the conclusion of his/her term as President.

### 14.8. President-elect:



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

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

14.9. Secretary:

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

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

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

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

14.9.5. He/she shall institute and correlate each new activity of the Association under the supervision of the Executive Council.

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

14.10. Treasurer:

14.10.1. The Treasurer shall be the manager of all recurring funds of the Association.

14.10.2. He/she shall be accountable to the Association. The finances are to be reported to the Executive Council quarterly and the BOT and General Membership Annually.

14.10.3. He/she shall also discharge the following duties:

14.10.4. Collect all membership dues, assessments, donations and such money as may be due to the Association.

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

14.10.6. The Executive Council or the BOT may cause an annual audit of his/her accounts to be made by a certified public accountant.

14.10.7. He/she shall present the annual report at the annual general meeting of the Association.

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

14.11. Executive Director:

14.11.1. The Executive director shall be nominated by the Executive Council within ninety days of approval of this constitution for a term of five years.

14.11.2. He/ She shall maintain the offices of the Association and oversee and execute the day to day workings of the Association in consultation of the Executive Committee.

14.11.3. The Executive Director shall not have a vote in the Executive Committee/ Council. If he/she is an active member of the association he/she may vote as an active member.

## 15.0 CHAPTER 7 COMMITTEES OF THE ASSOCIATION

### 15.1 Standing Committees

15.1.1. Standing Committees of the Association shall be appointed by the President with the advice of the Executive Council. Members of the committees may have staggered terms.

15.1.2. The following shall be the standing committees of the Association. In addition to these the President with the advice of the Executive Council may appoint Ad-Hoc Committees as necessary.

#### 15.1.2.1 Nominations and Election Committee

#### 15.1.2.2 Membership Committee

#### 15.1.2.3. Constitution and Bylaws Committee

#### 15.1.2. 4. Communication and Publication Committee

#### 15.1.2.5. Ethics and Grievance Committee

15.2. Chairs of all standing committees of the Association shall be appointed by the President in consultation with the Executive Council.

15.3 Ad-hoc committees may be appointed for special purposes by the President.

15.3.1. Special committees may be appointed by the President with the advice of the Executive Council.

15.3.2 Term of Ad-hoc committees appointed by the President will expire at the end of the term of the President or at the end of the project that the committee was set up to do; whichever comes first.

15.3.3. Term of the Ad-hoc committees may however be extended by the new Executive Council to permit them completes the assigned task.

## COMMITTEE STRUCTURE AND RESPONSIBILTIES:

### 15.4. Nomination and Election Committee

15.4.1.1. The President with the approval of the Executive Council shall appoint the Nominations and Elections Committee.

15.4.1.2. The Committee shall develop rules and regulations for and conduct elections for the Association in accordance with the Constitution and Bylaws.

### 15.5. Membership Committee

15.5.1. The Membership Committee shall be responsible for development of programs for enrollment and retention of members.

15.5.2. This Committee will develop and organize a membership benefits package to make membership in the organization attractive for the Pakistani physicians.

15.5.3. This 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 BOT, so that Association programs can be adjusted to meet those needs and aspirations.

### 15.6. Constitution and Bylaws Committee (CABL)

15.6.1 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.

15.6.2. The Chairman of this committee will serve as a resource person to the organization at the time of the annual, as well as the regional and other meetings.

15.6.3. The Committee shall organize educational programs for the leadership of the Association regarding parliamentary procedure and conduct of meetings, etc.

#### 15.7. Communication and Publication Committee

15.7.1. This Committee will be responsible for all publications of the Association including newsletter, and other publications that the Executive committee or the BOT may decide to publish.

15.7.2. The Committee will develop mechanisms and raise funds to support publications of the Association so that they become at least a budget neutral project.

15.7.3. The Committee will endeavor to publish a newsletter and a journal that is published regularly including news about and of interest to members of the Association and review articles and/or medical research papers.

15.7.4. The committee Chair (or a member designated by him/her) shall be the moderator of official AIMCAANA web site and any other official mechanism of communication as adopted by the Executive Council.

#### 15.8. Ethics and Grievance Committee

15.8.1 The Committee will receive, review and give an opinion on all grievances brought forward by any of the members of the organization.

15.8.2. This Committee will also review and make recommendations to the executive committee and the Board regarding any questions of ethical conduct that may be raised about any of the members of the organization.

15.8.3. 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 Executive Council for approval.

15.8.4. The Committee shall present its report/findings and recommendations to the Executive Council for action. An adverse action by the Executive Council against a member(s) may be appealed to the Board of Trustees. The decision of the Board will be final unless overturned by the General Body.

## 16.0 CHAPTER 8 ELECTION

16.1 The Association wishes to use this process as an opportunity for the general membership to select the best amongst those proposed by the Association. As such, it hopes that candidates and their supporters uphold the ethical and moral high ground as is expected from them. Each contesting candidate shall sign a code of ethics and conduct after the confirmation of the nomination.

#### 16.2. Nominations:

16.2.3. All nominations are to be duly proposed and seconded by members in good standing.

16.2.4. The proposed officer must be willing to accept the nomination

16.2.5. Self nomination is possible but not encouraged. In case of self nomination, the nominee will be duly seconded by at least three members in good standing.

16.2.7. The Nomination and Election Committee will have the sole responsibility for verifying the eligibility of a candidate.

16.3.3 Election result will be announced by Election/Nomination Committee.

#### 16.3. Date of Elections:

16.3.1. The Nominations and Elections Committee shall ask for nominations from the general membership on April 1st.

16.3.2. The nominations are to reach the Committee at the latest by May 1st.

16.3.3. The Committee shall present the slate of qualified candidates to the Executive Council by May 13th.

16.3.4. The ballots shall be mailed to the members (postal and/or electronic) before May 31st .

16.3.5. The completed ballots are to be returned to the person and address specified by June 18th postmark.

16.3.6. The ballots will be counted on the day or before the of alumni summer annual meeting The results of the elections shall be announced at the annual meeting of APPNA after counting in the presence of the representatives of the candidates.

16.3.7 If the candidates are elected uncontested, no ballot will not be mailed to the members.

#### 16.4. Tied Election:

16.4.1. In case of a tie, a run-off election will be conducted amongst the candidates receiving equal votes and the election process shall be completed by December 31st. With suitable time frames as assigned by the Nominations and Election committee.

#### 16.5. Disputes

16.5.1. All complaints regarding any misconduct during the election campaign and/or any disputes or irregularities of election process shall be submitted in writing to the Election/Nomination committee within one week of election.

16.5.2. Election and Nomination Committee after appropriate hearing will give its decision within two weeks.

16.5.3 The decision of Election/Nomination Committee shall be considered FINAL in these cases. However if there is a grievance against the Nominations and Elections Committee; it may be appealed to the BOT. The decision of the BOT shall be binding in all cases.

## 17.0 CHAPTER 9 VACANCIES

17.1. An office of the Association shall be declared vacant by the Executive Committee when an officer resigns, or leaves North America for a period longer than three (3) months without prearrangement with the Executive Committee, or becomes unable to carry out the duties of the office for reasons of health or otherwise.

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

17.2.1. 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.

17.2.2. In case the un-expired term is longer than six (6) months, , the Executive Committee at a regular or a special meeting, shall appoint an interim President from amongst the members of the Executive Committee.

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

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

17.3.2. Should the position of President-elect fall vacant after the prescribed election process has begun, the Executive Committee shall fill this posts from amongst the members of the Association.

17.4. The vacant office of Past-President shall remain vacant until the end of that term.

17.5. Should the offices of Secretary and Treasurer become vacant the Executive Committee shall fill these posts from amongst the members of the Association.

## 18.0 CHAPTER 10 REFERENDUM

18.1. Referendum at Association Meetings:

18.1.1 At any general or special meeting of this Association, 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 Association, 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 Association who are in good standing

18.2. A general body meeting of this Association can be called for a specific purpose by a petition to the Executive Committee signed by one-fourth (1/4) of the active members in good standing.

## 19.0 CHAPTER 11 SEAL

The seal of the Association shall be a common seal. The power to change or renew the seal shall rest with the BOT.

## 20.0 CHAPTER 10 EMERGENCY POWERS

When prompt speech or action is imperative, authority to speak or act in the name of this Association is vested in the president or designee.

## 21.0 CHAPTER 11 DEFINITION OF SESSION AND MEETING

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

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

## 22.0 CHAPTER 12 AMENDMENTS

22.1. These Bylaws may be amended in accordance with the following procedures:

22.1.1. Amendments to the bylaws may be proposed by fifteen (15) active members in good standing or majority of trustees or a majority of the Executive Council.

22.1.2. These proposals shall be submitted to the Constitution and Bylaws Committee.

22.1.3. The Constitution and Bylaws Committee shall submit its recommendations to the Executive Committee at least fifteen days before the next EC meeting.

22.1.4. Adoption of the amendment shall require the affirmative vote of 2/3 of the Executive Committee.

22.1.4. The amendments approved by the Executive Council shall be presented to the General Membership for approval. A simple majority of eligible and present members at the General Body meeting, or simple majority of eligible members by postal or electronic media can be used. If no response is received from the member; it shall be considered as in favor of the amendment.

## 23.0 CHAPTER 13 CODE OF ETHICS

All members; elected cabinet; BOT; appointed Committee Chairs and members of these committees are required to accept and follow the code of conduct as prescribed in the AIMCAANA Code of Ethics.

## POLICIES AND PROCEDURES:

### 24.0 CODE OF ETHICS

- A. Lead the organization to fulfill its aims and objectives and promote the ideals as established in the Constitution and Bylaws of AIMCAANA.
- B. Be truthful in all forms of professional and organizational communication.
- C. Report negative financial and other information promptly and accurately, and initiate appropriate action;
- D. Prevent fraud and abuse and aggressive accounting practices that may result in disputable financial reports;
- E. Ensuring a work environment that is free from harassment, sexual and other; coercion of any kind, especially to perform illegal or unethical acts; and discrimination on the basis of race, ethnicity, creed, gender, sexual orientation, age, or disability;
- F. Any member of AIMCAANA who has reasonable grounds to believe that a member has violated this Code has a duty

to communicate such facts to the Ethics and Grievance Committee.

G. Conduct all personal and professional activities with honesty, integrity, respect, fairness, and good faith in a manner that will reflect well upon the organization;

H. Condemn the exploitation of professional relationships for personal gain;

I. Avoid financial and other conflicts of interest;

J. Respect professional confidences;

K. Refrain from participating in any activity that demeans the credibility and dignity of AIMCAANA and its aims and objectives.

L. Respect the uniqueness and intrinsic worth of every individual;

M. Treat people with dignity, respect and compassion to foster a trusting work environment free of harassment, intimidation, and unlawful discrimination;

N. Assure an environment of inclusiveness and a commitment to diversity in the organizations we serve.

O. Develop, administer and advocate policies and procedures that foster fair, consistent and equitable treatment for all.

P. Regardless of personal interests, support decisions made by our organizations that are both ethical and legal.

Q. Safeguard restricted or confidential information.

R. Seek expert guidance if ever in doubt about the ethical propriety of a situation.

S. When using the name of organization in any representations within or outside the organization ensure accuracy of the representation. When using the name of the organization in matters which may reflect or suggest support from the association ensure that proper approval procedures from the office of the association are taken.