

Constitution & Bylaws

Initial Constitution 1975

Chair, Ishaq Chishti, MD

Amendments

July 5, 1996: Chair, Riaz Chaudhry, MD

July 2, 2010: Chair, M. Haseeb, MD

Members

Arif Agha, MD Masood Akbar, MD Khalid Mahmood, MD Mubasher Rana, MD

CONSTITUTION

ARTICLE I: NAME

The name of this organization shall be King Edward Medical College Alumni Association of North America (KEMCAANA); hereafter it will be referred to as the “Association.”

ARTICLE II: AIMS AND OBJECTIVES

The Association shall be a not-for profit, nonpolitical, educational, humanitarian, and charitable organization. The objective of this Association shall be to bring into one compact organization the eligible graduates of the King Edward Medical College/University, Lahore, Pakistan. The aims and objective shall be:

1. To the advancement of medical science, elevation of standard of medical education, and extension of medical knowledge in Pakistan, particularly at the King Edward Medical College/University Lahore, Pakistan.
2. To assist Pakistani physicians, specifically the graduates of the King Edward Medical College /University, Lahore, Pakistan, in obtaining post-graduate training in North America and other Pakistani physicians in their orientation and adjustment.
3. To promote and advance the delivery of health care in Pakistan.
4. To participate in medical relief and charitable activities in North America and abroad.
5. To guard and foster the medical interests of members, and to interact with similar associations who would preserve, protect and enhance the image of the medical profession and Pakistani physicians.
6. To help Pakistani physicians in North America develop pride in Pakistani culture, preserve, protect and promote Pakistani heritage and values.

The purposes for which this Association is organized are exclusively educational, scientific, literary, charitable and religious within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities that are not permitted for an organization 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 law.

ARTICLE III: MEMBERSHIP

The membership of the Association shall be of the following categories:

A. Active Members: The medical graduates of the King Edward Medical College /University who wish to subscribe to the objectives of the Association, currently practicing or in training in North America, are eligible to become active members upon paying the dues. The active

members shall be entitled to all of the privileges of the Association including the right to vote and hold office.

B. Honorary members: KEMC alumni residing in the US, who have retired from medical practice or are physically challenged may continue to be active members or may choose to become honorary members and shall be exempt from dues.

C. Associate members: Graduates of other medical colleges in Pakistan or elsewhere, residing in the US who wish to subscribe to the objectives of the Association, may become associate members upon paying dues.

D. Children of KEMC Alumni of North America who graduated from medical colleges elsewhere and are currently practicing or in training in the US, are eligible to become Associate members unless otherwise specified in the bylaws.

Honorary and Associate members shall be entitled to the privileges of the Association, but shall not vote or hold office.

ARTICLE IV: OFFICERS

1. PRESIDENT

2. PRESIDENT-ELECT

3. SECRETARY

4. TRESURER

5. THE IMMEDIATE PAST PRESIDENT

6. COUNCILORS. There shall be six (6) councilors:

There shall be one councilor from each of the following time zones:

Eastern

Central

Mountain & Pacific

There shall be one councilor from Canada.

There shall be two councilors- at large who may reside in any part of North America.

In order to have a councilor each region must have a least ten (10) active members.

However, if a region has less than ten (10) active members, the region with the most active members shall have two (2) councilors.

Each officer shall be elected annually as defined in the bylaws. All of the officers shall serve until their successors are elected and installed. A member shall be eligible for nomination to any office only if he/she has been an active member of the Association for at least three (3) consecutive years or be a lifetime member for one (1) year immediately preceding his/her nomination. Each officer shall maintain physical residence in North America during his/her tenure. Vacancies for an unexpired term shall be filled as specified in the bylaws.

ARTICLE V: EXECUTIVE COUNCIL

The Executive Council shall be the governing body of the association, and consist of the President, President-elect, Secretary, Treasurer, Councilors, and the immediate Past-President. The Council shall control the management of the financial affairs and funds of the association. The council shall fix the date and place of meetings. It shall create and authorize the appointment of standing and ad-hoc committees and maintain an up-to-date directory of members. The Council shall be responsible for proposing next year's budget at the annual general body meeting and the safekeeping of all financial and pertinent records. It shall have total control of all funds and property of the association. The Council shall meet at least

twice between annual meetings at the call of the President. Special meeting may be called by the President or at the written request of four members of the Council.

ARTICLE VI: BOARD OF TRUSTEES

The Board shall be composed of five (5) members of the Association. All trustees shall reside in North America during their term of office. No trustee shall hold office in KEMCAANA during his or her tenure. Any trustee however may be involved in any Committee and may Chair any special committees at the request of the Executive Council. The Board shall be elected and serve as specified in the Bylaws of the Association.

ARTICLE VII: ADDRESS

In the absence of a principal office, the address of the Association shall be the location and physical address of the Secretary of the Association and may change from time to time. The Executive Council by a two-third vote may however determine the principal location of the America offices.

ARTICLE VIII: AMENDMENTS

This constitution may be amended by a two-third vote of all active members. The proposed amendment must be circulated or mailed to all members of the Association at least thirty (30) days in advance of the Annual General Body Meeting, and provided such amendment has been initiated by twenty-five (25) active members, or by simple majority of the Board of Trustees or majority of the council, and approved by a two third majority of the Executive Council at two (2) previous meetings and has been recorded as such. Amendments could be handled by mail ballot.

ARTICLE IX: DISSOLUTION

No proposal for dissolution of the Association shall be considered unless recommended by a two-third majority of the Board of Trustees, and then seconded by a two-third majority of the Executive Council, and after thirty days' notice in writing had been given to each member in good standing. The Association shall not be dissolved if 5% or more of its members dissent. Upon the dissolution of the Association, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for 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 Council shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is located, exclusively for such purposes.

BYLAWS

Amended in 2018

Constitution and Bylaws Committee 2018

Nadeem Tariq, MD, Chair

Ahmed Mehdi Malik, MD, Advisor

Members:

1. Mubasher Rana, MD
2. Mohammad Suleman, MD
3. Arif Toor, MD
4. Waseem Azeez, MD
5. Naseem Sheikh, MD
6. Fateh Shehzad, MD
7. Ziaullah Virk, MD
8. Humayun Tufail, MD
9. Faisal Niazi, MD
10. Azhar Chaudhry, MD
11. Naheed Usmani, MD
12. Amara Rahman, MD
13. Mohammad Aslam, MD

Amended in 2022

Constitution and Bylaws Committee 2022

Mubasher Rana, MD, Chair

Ahmed Mehdi Malik, MD, Advisor

Members:

Nasim Sheikh, MD

Mohammad Haseeb, MD

Naheed Usmani, MD

Nadeem Tariq, MD

Shahzad Khan, MD

Danish Bhatti, MD

Aqueel Imran, MD

Arif Agha, MD

INTERNAL STRUCTURE AND ORGANIZATION

1. General Body

1.1 It shall consist of duly registered members of the association, according to the provisions provided herein.

1.2 This shall be the supreme body of the association and shall have the authority to overturn decisions of the Executive Committee, the Board of Trustees, an Officer or a Committee of the Association with a 2/3 majority vote of Active Members.

2. Board of Trustees

- 2.1 It shall act as the overseer and financial custodian of the Association
- 2.2 It shall consist of 5 active members of the Association as prescribed in the Bylaws
- 2.3 All members of the board of trustees shall reside in North America during tenure of their office.
- 2.4 Board of Trustees shall not be expected to involve in the routine activities of executive Committee unless requested by a majority vote of Executive Committee members.

3. Executive Committee

- 3.1 It shall be the policy-making body of the Association.
- 3.2 It shall consist of the President, President-elect, Immediate-past President, Secretary and Treasurer.
- 3.3 It shall keep an up-to-date directory of members.
- 3.4 It shall be responsible for management of the financial affairs of the Association.
- 3.5 It shall approve the proposed annual budget for submission to the Council.
- 3.6 It shall approve the date and place of meetings as proposed by the President.
- 3.7 It shall recommend membership to the standing committees, to be approved by the President.
- 3.8 It may create and authorize special and Ad Hoc committees as and when needed.

CHAPTER I: MEMBERSHIP

- A. To be eligible for active membership in the Association the physician must have received their training in North America and must comply with all of the provisions of the constitution and bylaws of this Association. Physicians in training may become active members if they hold unrestricted license to practice medicine in their respective state, province, or country but are ineligible to hold office.
- B. There shall be no discrimination on the basis of religion, sexual orientation, race or ethnic origin in the membership of this Association.
- C. Membership will be confirmed by the President Elect at the recommendation of the Membership Committee of the Association.
- D. Membership year shall be from January 1 to December 31.
- E. Membership in the Association will be suspended for a criminal conviction by a court of law or a disciplinary action by the Licensing Authority resulting in revocation of medical licensure. 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.

ACTIVE MEMBERS:

1. Active members shall be either annual dues-paying members who are residing in North America or Lifetime members
2. Lifetime members shall be exempted from registration fees at meetings held in North America

PHYSICIANS-IN-TRAINING/RESEARCH MEMBERS.

1. Candidates for Physicians-in-Training membership shall provide written proof of being in an approved training or IRB approved research program in North America.
2. They shall not have right to vote or hold office in the Association.

3. However, they may become voting members by paying full annual dues and by fulfilling other requirements of an active member as specified in the Bylaws.

EMERITUS MEMBERS:

Retired physicians may apply for emeritus membership. They shall be exempted from membership dues and shall not have right to vote and shall not hold KEMCAANA office. They may, however, be appointed as members of committees and task forces.

HONORARY MEMBERS:

An honorary membership may be awarded to any individual in recognition of his/her outstanding and distinguished services and/or attainments in any field of medicine or allied sciences; and to senior faculty of King Edward College/University residing in North America. They shall be exempted from membership dues, shall not have right to vote and shall not hold KEMCAANA office. They may, however, be appointed as members of committees or task forces.

ASSOCIATE MEMBERS:

Graduates of other medical colleges in Pakistan or elsewhere who wish to subscribe to the objectives of the Association and may become associate members upon paying dues. Children of KEMC/ University Alumni of North America who graduated from medical colleges elsewhere and are currently practicing or in training, are eligible to become Associate members unless otherwise specified in the bylaws. They may, however, be appointed as members of committees or task forces.

CHAPTER II: DUES AND ASSESSMENTS

A. All active members shall pay full dues and full assessment as determined by the Council and approved by the general body.

B. Life-time dues shall be determined by the Council and approved by the general body. However, annual dues shall be determined by the Council and shall not need General Body approval.

C. The term of the annual dues shall be the calendar year. Any member whose dues are not paid by May 1 shall be considered in arrears and shall not be eligible to hold an office in that year or vote.

D. The Annual Membership dues will be \$100, and Life-time Membership will be \$ 1000.

E. The Honorary, Emeritus members and members-in-training shall be exempted from dues.

CHAPTER III: ANNUAL MEETINGS

A. The Association shall hold at least one (1) general body meeting every year. Additional meetings may be held at the discretion of the Council. Such general body meetings shall be presided over by the President, or in his absence the President Elect. Notice of the annual general body meeting shall be sent to each member of the association at least thirty (30) days in advance of the meeting.

B. Any matter affecting the welfare of the Association may properly come before the general body meeting provided such business has been specified in the notice of the meeting.

C. The time and place of the general body meeting shall be determined by the Council, which shall be responsible for the necessary arrangements.

D. The quorum for any annual general body meeting of the Association shall be constituted by at least ten (10) percent of the voting members present and registered at the APPNA annual meeting of that year; except in cases of a resolution to reject an action taken by the Council whence the presence of at least fifty (50) percent of the voting members of that meeting will constitute the required quorum. A simple majority of those present will be required to adopt a resolution except in cases of overriding of the Council action and when a referendum is being conducted. In those cases, a two-thirds majority of those voting will be considered affirmative.

E. The financial status of the Association shall be presented by the Treasurer to the general membership at each annual meeting.

CHAPTER IV: ELECTION OF THE OFFICERS

Section 1:

NOMINATIONS

The Nomination and Election Committee shall seek nomination from the general membership at least ninety days before the annual meeting. After considering the nominations so received, the committee will prepare a slate of candidates for various offices of the Association. To be eligible for nominations for an office a candidate must be an active member of the Association for at least three (3) consecutive years, or be a lifetime member for one (1) year immediately preceding his/her nomination. No member of the Nomination and Election Committee will be eligible for any post on the ballot.

Section 2: ELECTIONS

All active members whose dues have been paid by May 1st, shall have the right to vote that year. The election of officers of the Association will be held by a secret mail or electronic ballot.

Voter Eligibility: All lifetime members are eligible to vote in the annual elections for the officers of the Association. All annual dues paying members are also eligible to vote if they have paid their dues prior to May 1st of that calendar year.

The final voter list of active members as verified by the membership committee and approved by the President Elect will be provided to the Nomination and Election committee at least 2 weeks before the ballots are sent out.

Section 3: ELECTION PROCESS:

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

3.2 The members of the Association shall cast their votes by secret ballot either by mail or electronic media conducted by an authentic election agency approved by the Executive Committee. The mail ballots enclosed in a separate envelope will be mailed in an outer envelope to the agency conducting the elections authorized by the Council. The deadline for the postmark on the mailed ballot at the address provided should be at least

30 days before the annual meeting. Only the outer envelope shall bear the name and signature of the member, the inner envelope and the ballot will bear no identification.

3.3 Each candidate shall be allowed to name one (1) representative to attend the counting and tallying of mailed ballots.

3.4 The authorized person at the election agency, after recording the receipt of the mailed ballot and verification of the standing of the member in the Association, shall open the mailed ballots in the presence of a member of the Nomination/Election Committee and the allowed representatives of the candidates. Electronic voting results will be released by the election agency to the Chairperson of the Nomination/Election Committee on the day of the Annual General Body Meeting.

3.5 The Chairperson of the Nomination and Election Committee shall announce the results of the election within 24 hours of tabulating the ballots.

3.6 A recount of the votes may be ordered by the President if there is a dispute. The recount shall be conducted in the same manner as the original count and tabulation. In case of a tie, a run-off election shall be conducted amongst the candidates receiving equal votes. This reelection shall be conducted by the same committee, in the same manner and from the same voting members.

3.7 The Nomination and Election Committee shall develop rules and regulations for the conduct of elections for the Association in accordance with the constitution and bylaws. The President in Consultation with the Nomination and Election Committee may change the timelines for the election process by up to 4 weeks.

Section 4: TERMS OF OFFICE:

The newly elected officers shall be sworn-in at the annual general body meeting, however the officers shall take office on January 1 of the following year and serve until December 31 of that year.

CHAPTER V: VACANCIES

Section 1: Any office of the Association shall be declared vacant by the council when an officer resigns or leaves North America for a period longer than four (4) months without prearrangement with the council or becomes disabled to carry out duties of the office for reasons of health or otherwise.

Section 2: Should the office of the President become vacant, the President-elect shall succeed to the presidency for the unexpired term.

Section 3. Vacancy of the office of the President-elect will be filled in the following manner:

A. Should the office of the President-elect fall vacant within the first six (6) months of this office, the Vacancy shall be filled by a special election to be directed by the President.

B. If the duration of the vacancy is less than six (6) months, the vacancy shall remain vacant. The nominating committee in this case will be chartered at the time of the scheduled election to seek Nominations of both the President and the President-elect for the next term.

Section 4: The vacant office of the immediate Past-President shall remain vacant until the end of that term.

Section 5: Should the office of the secretary or the Treasurer become vacant the Executive

Council shall fill these spots by electing from amongst the members of the Council.
Section 6: When the council declares a post of a Councilor vacant, the council shall fill these spots from electing amongst the active members of the Association at large from that region.

CHAPTER VI: DUTIES OF OFFICERS

Section 1: PRESIDENT

The President shall be the chief executive officer of the Association. The duties of the president shall include the following.

1. To preside at all the general body meetings of the Association.
2. To preside at all meetings of the Council.
3. To serve as chairman of the Council and official spokesperson of the Association.
4. To appoint all committees of the Association in consultation with the Council.
5. To appoint scientific and program chairman of various symposia and conferences conducted by the Association.
6. To appoint an editor of the KEMCOLIAN Newsletter/Journal, and supervise all publications of the Association.
7. To represent KEMCAANA at the Association of Pakistani Physicians of North America executive council meetings.
8. To appoint liaison or intermediary with various specialties and departments at the King Edward Medical College /University, Lahore Pakistan.
9. To serve as an ex-officio member of all committees of the Association.
10. To perform such other duties that may be required by the Council, or the general body.
11. To perform such other duties as may be required of him by law, custom, or other rules of The Association.

Section 2: PRESIDENT-ELECT

The duties of the President-elect shall include the following:

1. To assume the office of the President at the end of his term as President-elect.
2. To act for the President in his absence, disability of resignation.
3. To serve as a member of the Council.
4. To perform such other duties as may be required of him by the President, the council, or the general body.
5. To perform such other duties as may be required of him by law, custom, or other rules of the Association.

Section 3: SECRETARY

The duties of the Secretary shall include the following:

1. To serve as a recording officer of the Council and the general body.
2. To supervise and maintain preparation of the permanent record of all official minutes of the Association meetings.
3. To be the official custodian of all securities, and property deeds and titles owed by the Association

4. To serve as a member of the Council.
5. To supervise and maintain an up-to-date record/data of all the members and the King Edward Medical College alumni residing in North America.
6. To send out all official notices of meetings, committee appointments, special committee assignments, and elections to office.
7. To notify members and KEMC alumni in North America about dues, dues- reminders and special assessments.
8. To perform such other duties that may be required of him by the President, Council, and general body.

Section 4: TREASURER:

The Treasurer shall be the custodian of all funds of the Association, including the postgraduate funds, the lifetime dues funds, or any other special projects funds. He/She shall be accountable, through the council, to the Association. The duties of the Treasurer shall include the following:

1. To conduct all financial affairs of the Association.
2. To select a bank or trust company to act as custodian and transfer for all monies and securities subject to approval of Council.
3. To collect all annual membership dues, assessments, donations, and such monies that may be due to the Association.
4. To draw sign and send all vouchers of payment for indebtedness.
5. To make available for audit all records and transactions of the Association.
6. To file an annual return with the Internal Revenue Service.
7. To present an annual report at the annual general meeting.
8. To render a report to the Council reviewing the Association funds.
9. To perform such other duties that may be required of him by the President, Council, and general body.

Section 5: COUNCILORS

The duties of the Councilors shall include the following:

1. To serve as members of the Council.
2. To enlist new members and encourage active participation of members of their regions.
3. To arrange regional scientific and social meetings of the Association.
4. To perform such other duties that may be required of them by the President, Council, and general body.

Section 6: IMMEDIATE PAST PRESIDENT:

The duties of the Immediate Past president shall include the following:

1. To serve as members of the Council
2. To enlist new members.
3. To perform such other duties that may be required of them by the President, Council, and general body.

CHAPTER VII: COUNCIL

A. MEMBERS: The Council will be composed of the following members:

President, President-elect, Secretary, Treasurer, Immediate Past President and Councilors.

B. ORGANIZATION: The President of the Association will serve as the chairperson of the Council.

C. MEETINGS: The Council shall hold at least three (3) meetings annually. Special meetings of the Council may be called at any time by the President or on the written petition of four (4) members of the Council. Written notice of the council meetings must be given at least fifteen (15) days prior to the meeting except in an emergency.

D. DUTIES: The duties of the Council shall include the following:

1. To perform all acts and transact all business for and on behalf of the Association.
2. To manage the funds and property of the Association and conduct the affairs, work, and activities of the Association except as maybe otherwise provided for in these bylaws.
3. To supervise and oversee all the Association's projects.
4. To adopt measures in support of its members with regards to medical research and practice and to uphold aims and objectives of the Association.
5. To perform such other duties as may be required by the general body or other rules of the Association.

E. RESOLUTIONS: Each resolution introduced in the council shall be introduced by a member of the council. It may be referred by the President to the proper reference committee before the action is taken thereon.

CHAPTER IX: BOARD OF TRUSTEES.

Section 1. COMPOSITION

The Board shall be composed of five (5) members of the Association. All trustees shall reside in North America during their term of office. No trustee shall hold office in KEMCAANA during his or her trusteeship. Any Trustee however may be involved in any Committee and may Chair any special committee.

Section 2. QUALIFICATIONS

- a. Active member of the Association for five (5) consecutive years.
- b. Should have held an office or have been a committee chair in KEMCAANA in the past.

Section 3. TERMS OF OFFICE

- a. Each member of the Board shall serve as Trustee for five (5) years.
- b. The term of trustees shall be staggered so that one trustee's term expires each year and is replaced.
- c. No Trustee shall be elected to the Board for more than two (2) consecutive terms.
- d. At the initiation of these bylaws, the first five (5) trustees shall be elected at random by the Council preferably from the past Presidents. However, after this batch all other trustees are to be elected as outlines above and below.

Section 4. ELECTION

The Council shall submit three (3) names to the Board for consideration for election at least thirty (30) days prior to thirtieth (30th) day of September each year. The Board shall elect from these three (3) members to fill in any vacancies on the Board that year. Should

the Board reject all three (3) names submitted by the Council, the Council shall submit another three (3) names and repeat the process until the replacements are elected.

Section 5. Officers

The Board shall elect its own Chairperson and the Secretary, from among the trustees for a One (1) year term. These officers may be re-elected for as many terms as the Board may desire. The Chairman shall be the spokesman and the presiding officer of the Board and the secretary shall act as the recording officer. The Chair will only vote if there is a tie.

Powers and Duties

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

1.1 In the event of dissolution the Board shall be the sole body to disperse the assets of the Association.

1.2 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 Association.

2 The Board of Trustees shall oversee long-range and strategic planning for the Association.

2.1 The board has longitudinal oversight of KEMCAANA long-range projects to ensure implementation on the proposed plan of action and to evaluate outcomes.

2.2 No long-range project approved by KEMCAANA Council and BOT shall be disapproved by future KEMCAANA Council, until it is referred back to the BOT for reconsideration.

3 The Board of Trustees shall receive quarterly reports of the Association's accounts.

Section 6. MEETINGS

The Board shall meet at least once a year at the Annual meeting of the Association. The Board may hold any number of meetings at the call of the Chairperson, or at the request of other trustees. The Board may be called into an emergency meeting when a petition is filed or appears to be filed for the dissolution of the Association. The Board shall notify the Council as soon as possible for appropriate action to be taken including a call for an emergency session of the Association.

CHAPTER IX: FISCAL YEAR

The fiscal year of the Association shall begin Jan 1. and end Dec. 31.

CHAPTER X: FINANCES

All projects undertaken by the organization should have available funds prior to start of a project and be budget neutral.

Section 1: Available Funds:

The association may raise funds from:

1. Membership dues and voluntary contributions. Annual or lifetime membership dues and Assessments shall be determined by the Council and approved by General Body.
2. Special assessments on active and associate members, on recommendation of the Council and approved by the general body.
3. Sale of publications of the Association.

4. Other sources approved by the Council or the general body.
5. Upon approval by majority of KEMCAANA Executive Committee of that year, up to 0.5 % of total value of endowment funds may be transferred to KEMCAANA operations accounts on quarterly basis as service charges to help administer these endowment funds and run the organization.
6. No fund raising for any project shall be done on behalf of KEMCAANA unless it is recommended by the concerned committee and is approved by the Executive committee. All monies collected on behalf of KEMCAANA shall be deposited in the accounts of the organization.

Section 2: Disbursement of funds:

Funds may be disbursed by the Treasurer only as authorized by (1) The Executive Committee (2), the general body Emergency appropriations and disbursement may be authorized by the President in amounts not to exceed \$10,000 per year.

Section 3: Appropriation of funds:

The treasurer shall prepare and present to the Council a budget allocating sufficient funds to carry on the business of the Association.

Section 4: Conflict of Interest:

No part of the net earnings of the Association shall inure to the benefit of or distributable to, its members, trustees, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the association shall be carried on the 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 articles, 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 1986 or the corresponding provision of any future United State Internal Revenue Code or (b) by an Association whose contributions are deductible under section 170(c) (2) of the Internal Revenue code of 1986, or the corresponding provision of any future United Stated Internal Revenue Code.

CHAPTER XI: COMMITTEES

The committees of KEMCAANA shall be the standing and special committees. The Chairperson will be appointed by the President. The committees shall formulate their own rules or procedure. These rules must be in compliance with the rules set forth by the Council or with the constitution and bylaws of the Association.

Section 1: STANDING COMMITTEES

The following Standing committees of the Association shall be appointed by the President in consultation with the Council, except for Ethics and Grievance committee.

- 1 Finance Committee
- 2 Post Graduate Education & KEMCAANA House Committee
- 3 Host Committee
- 4 Nomination and Election Committee

- 5 Scientific, Research and Education Committee
- 6 Ethics and Grievance Committee
- 7 Membership Committee
- 8 Scholarship Committee
- 9 Publication/Communication Committee
- 10 Social Welfare Committee
- 11 KEMCAANA Medical Mission Committee
- 12 Computer Lab and Website Committee
- 13 Young Investigator Award Committee

SECTION 2. SPECIAL COMMITTEES

From time-to-time special committees may be created by the President, Council, or the general body. The creating body shall specify the members of the committee, the chairman of the committee and charge to the committee. The special committee reports in writing to the creating body and stands dissolved after its assignment has been completed.

CHAPTER XII: SEAL

The seal of the Association shall be a (special) seal. The power to change or renew the seal shall rest with the Council.

CHAPTER XIII: AMENDMENTS

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

- (a) Amendments to the bylaws may be proposed by twenty-five (25) active members in good standing, a majority of the Council or a majority of the Board of Trustees.
- (b) These proposals shall be submitted to the Constitution and Bylaws Committee.
- (c) The Constitution and Bylaws Committee shall submit its recommendations to the Council at least thirty (30) days before the next Council meeting.
- (d) Adoption of the amendment shall require the affirmative vote of simple majority of the Council.
- (e) The amendments approved by the Council shall be presented to the General Membership for approval. A simple majority of eligible and present members at the General Body Meeting (Provided 25% of the active members are present), 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.