

BY LAWS OF THE

ASSOCIATION OF NIGERIAN PHYSICIANS

IN THE AMERICAS, INCORPORATED

Amended in Washington DC
July 3, 2010

Without Rules your rights are not guaranteed and when your rights are not guaranteed, your membership is essentially a hoax.

Alphonsus Obayuwana, MD

BYLAWS OF THE
ASSOCIATION OF NIGERIAN PHYSICIANS
IN THE AMERICAS, INCORPORATED

(Revised July 3, 2010, Washington DC)

ARTICLE I –NAME OF THE ORGANIZATION:

The name of the corporation shall be The Association of Nigerian Physicians in the Americas, Incorporated or ANPA Inc.

ARTICLE II – REGISTERED OFFICE, THE SECRETARIAT AND LOCATION:

The registered office of the Association shall be at such place in the State of Delaware as the Board of Directors may determine from time to time. The Association may also have other offices at such other places within or without the State of Delaware, as the Board of Directors may determine from time to time.

ARTICLE III – PURPOSE OF THE ORGANIZATION:

Section 1 The Association shall be a corporation established for charitable, educational, and scientific purposes; and its **vision** shall be a **healthier Nigeria in a healthier world.**

Section 2 In pursuit of its visions the **mission** of the Association shall be:

- A. To foster personal and professional growth of the Nigerian physicians in the Americas through camaraderie and unselfish exchange of ideas.
- B. To promote altruism, professionalism and scholarship among its members, in the treatment of all human diseases.
- C. To identify and stimulate interest in all matters affecting the health of Africans and Americans; and provide the forum for debating evolving health issues.
- D. To seek collaborative research opportunities in the international medical community and contribute to improved health care in the Americas and worldwide.
- E. To encourage the development of practical solutions to Nigerian health care problems through strategic initiatives and field activities inside Nigeria.

ARTICLE IV – MEMBERSHIP:

Section 1 Regular Members

- A. Regular membership in the Association shall be open to all physicians (Qualified/licensed physicians with M.D., Doctor of Medicine Degree; M.B. and B.S., Bachelor of Medicine & Bachelor of Surgery Degree; D.O., Doctor of Osteopathy Degree; Doctor of Chiropractic Degree; and D.D.S./D.M.D., Doctor of Dental Surgery or Doctor of Dental Medicine; and Podiatrists) of Nigerian heritage, physicians married to

Nigerians, physicians who are naturalized citizens of Nigeria practicing, teaching or otherwise engaged in the medical profession in the Americas (United States of America, Canada, Mexico, Central and South America, the Territories of the U.S.A., as well as the Caribbean).

- B. Physicians such as interns, residents, and fellows who are undergoing additional training and/or still in apprenticeship, in the medical and dental professions, in the Americas, shall also be eligible for regular membership.
- C. Students enrolled in Medical School, the Dental School, College of Osteopathy or Podiatry or School of Chiropractic, who are pursuing their education in the Americas, may attend the meetings of the Association as observers; but shall not be eligible for membership.

Section 2

Associate Members

- A. Associate Membership shall be open, at the discretion of the Board of Directors, to individuals in medical or allied health professions, who do not otherwise qualify for regular membership.
- B. An associate member shall have all the rights of regular members except the right to make motions, vote or hold an elective office.

Section 3

Affiliate Members

- A. Any member in good standing in the Association who then relocates to another country outside of the Americas shall be granted affiliate membership status.
- B. An Affiliate membership shall be maintained by regular payment of annual membership dues.
- C. An Affiliate member shall have all the rights of regular members except the right to make motions, vote or hold elective office.

Section 4

Honorary Members

- A. The Board of Directors may elect as honorary members (on the basis of position of honor or eminence in the community) persons who are not members of the medical profession or who are physicians but do not otherwise qualify for membership in the Association.
- B. Honorary members shall be designated as “Honorary members of the Association Nigerian Physicians in the Americas” and shall have such privileges as the Board of Directors shall determine.
- C. Honorary members shall have all the rights of regular members except the right to make motions, vote, or hold elective office.

ARTICLE V – MEMBERSHIP DISCIPLINE

Section 1

Infractions

- A. Any member may be reprimanded, suspended or expelled for conduct that include but not limited to indecorum and malfeasance which in the opinion of the Assembly is contrary or detrimental to the vision and mission of the Association.
- B. Recommendation for expulsion shall require a two-third vote of the members of the Board of Directors acting at a meeting called partly or solely for that purpose.
- C. The recommendation for any involuntary discontinuation of membership must be ratified by two-third vote of the general membership in order to become effective.
- D. Upon expulsion all rights and privileges of associate or regular membership shall be forfeited and terminated.

Section 2

Termination of Honorary Membership:

- A. All rights and privileges of any honorary member shall terminate upon resignation or death.
- B. The Board of Directors shall have the power to expel an honorary member for failure to maintain the requirement of such honorary membership or for any other cause, which, in its judgment is deemed sufficient for such revocation.
- C. An affirmative vote of at least two-third of the members of the Board of Directors shall be necessary for such an expulsion.
- D. A two-third vote of the general membership at a meeting or voting by mail shall be required to confirm and implement such expulsion.

Section 3

Proper Notification and Hearing

- A. No regular, associate, affiliate or honorary member shall be expelled until he or she has been notified, in writing, of the reasons for the proposed termination.
- B. Before involuntary termination of membership there shall also be a proper hearing according to the procedures to be established by the Board of Directors or as recommended in the most current edition of the parliamentary authority of the Association.

ARTICLE VI – FEES AND DUES:

Section 1

The Board of Directors shall, determine, or modify, from time to time, initiation fees, annual dues, and special assessments for all classes of members.

Section 2

The Board of Directors may waive, for individual members, the payment of fees, annual dues, or special assessments, according to procedures to be established by the Board of Directors.

Section 3

Honorary members shall pay no dues, shall have the privilege of attending the annual meeting without payment of the registration fee, or payment of any fee for social function-including receptions; but shall be responsible for all other charges such as transportation and hotel accommodation.

Section 4

Delinquent Fees and Dues:

- A. Any member who is delinquent in annual dues or any special assessment shall be notified by mail and given 30 days from the date of the letter to pay the outstanding debt or lose membership privileges and benefits.
- B. If such a member remains delinquent in the payment of dues, the Board of Directors after a period of time shall interpret the lack of payment as a voluntary resignation and shall therefore drop the name of the delinquent individual from the membership list of ANPA.
- C. Any individual so terminated for reasons of delinquency may be reinstated by reapplication for membership according to the procedures to be determined by the Executive Committee and approved by the Board of Directors.

ARTICLE VII – OFFICERS OF THE ASSOCIATION:

Section 1

The Officers of the Association shall be:

- A. The President
- B. The President-Elect
- C. The Immediate Past President
- D. The Treasurer
- E. The Executive Director

Section 2

Candidates for Elective Offices:

- A. Candidates for elective offices shall declare their intention and submit resume to the Executive Director at least 120 days before the election.
- B. Candidates for elective offices must be regular members show are in good standing in the Association by having paid their membership dues in full, on or before March 15, in the year of reference.
- C. Individuals or Chapters may submit nomination to the Executive Directors .

- D. The Executive Director shall ensure that all candidates for elective office meet the criteria established by the Board of Directors.
- E. The Executive Director shall submit the names of all candidates to the nominating committee at least ninety (90) days before the annual business meeting.
- F. The Nominating Committee shall screen all the qualified candidates and recommend one or two candidates for every elective office to the general membership at least thirty (30) days before the annual meeting.
- G. Any member who wishes to run for office but, not nominated by the Nominating Committee shall notify the Executive Director at least (14 Days) before the election of the intention to run for office as a write-in candidate.
- H. The Executive Director shall submit the name (s) and present the write-in candidate(s) to the membership at the annual meeting.
- I. The Executive Director shall appoint Tellers to conduct and tabulate the votes during the election process.
- J. Voting shall be by secret ballot.
- K. The election of officers shall be by simple majority votes.
- L. The Tellers and the Executive Director shall certify the results of the election by signing the appropriate election results sheet, after which the President shall announce the results of the election to the general membership.
- M. The elected officers shall assume office immediately at the close of the business meeting during which they were elected.

ARTICLE VIII - OFFICERS:

Section 1

FUNCTIONS, DUTIES, AND RESPONSIBILITES OF THE

The President:

- A. The President shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association; and shall also preside at all meetings of the Association.
- B. Shall serve as the chair of the Board of Directors.
- C. Shall preside at all meetings of the Board of Directors.
- D. Shall appoint the chairs of the standing committees of the Association (except the Nominating Committee, the Budget and Finance Committee, and the Ethics and Judiciary Committee) with the approval of the Board of Directors.
- E. Shall preside at all meetings of the Executive Committee of the Board of Directors.
- F. Shall represent the Association at Chapter meetings and at public functions.

- G. Shall perform such other duties as implied and shall be the official spokesperson of the Association.
- H. Shall serve for two years or until a successor is elected.
- I. Shall not be eligible for consecutive re-elections.
- J. Shall become Immediate Past President after the two years term of office.
- K. If a vacancy should occur in the Office of the President, the President-elect shall assume that office for the remainder of the unexpired term, and shall then continue in that office for an additional two-year term, with total duration not to exceed four consecutive years.
- L. There shall be a special election as soon as possible to fill the vacancy left by the President-elect upon assumption of the unexpired term of a Predecessor.

Section 2

The President-elect

- A. The president shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association; and shall also discharge the duties of the President in the absence of the President.
- B. Shall assume the office of the President at the conclusion of the two years term of the President.
- C. Shall serve as an ex-officio member of the Board of Directors.
- D. Shall serve for two years or until a successor is elected except when a premature vacancy in the office of president necessitates the election of a new President-elect.
- E. Shall serve as the scribe of the Board of Directors and Executive Committee meetings, in the absence of an Executive Director

Section 3

The Immediate Past President:

- A. The President shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association and shall also serve as ex-officio member of the Board of Directors.
- B. Shall serve as the chair of the Nominating Committee.
- C. Shall perform any such other duties as may be assigned by the Board of Directors.
- D. The term of office of the Immediate Past President shall be two years.
- E. If a vacancy should occur in the office of the Immediate Past President, such office shall remain vacant until the current President shall succeed to that office in accordance with these Bylaws.

Section 4

The Treasurer:

- A. The President shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association; and shall also be the custodian of the treasury and all the funds of the Association.
- B. Shall open an account or accounts with reputable bank(s) for the operation and utilization of the Association funds.
- C. Shall ensure that the President, the President-Elect, the Treasurer, and the Executive Director are signatories to all account opened in the name of the Association.
- D. Shall ensure that the signatures of at least the Treasurer and of the president or the Executive Director are on all check written in the name of the Association.
- E. Shall ensure that appropriate and valid invoices are furnished before checks are paid out by the Association to any vendor or contractor.
- F. Shall serve as an ex-officio member of the Board of Directors.
- G. Shall present a written report of the financial conditions or status of the Association at every meeting of the Board of Directors.
- H. Shall serve as the chairman of the Budget and Finance Committee which shall prepare the annual budget of approval by the Board of Directors annually.
- I. Shall serve as an ex-officio member of all subcommittees of the budget and finance committees.
- J. Shall furnish an annual financial statement to the members of the Association at the annual business meeting.
- K. Shall ensure that the finances of the Association are audited by a reputable certified public accountant before the annual business meeting of the Association.
- L. Shall serve for two years in office or until a successor elected.
- M. Shall be eligible for re-election to a second two year term in office.
- N. Shall be limited to maximum of four consecutive years in office.
- O. If a vacancy should occur in the office of the Treasurer the President in consultation with the Executive Committee or the Board of Directors shall appoint a member, who will serve as "Interim Treasurer" until the next annual business meeting at which a permanent Treasurer shall be elected by the general membership according to these Bylaws and the rules of the Association for the election of officers.

Section 5

The Executive Director:

- A. The President shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association; and shall also be appointed by the Board of Directors.
- B. Shall be appointed to an initial three (3) years term of office.
- C. Shall be eligible for subsequent reappointments or shall serve until a successor is found.
- D. Shall be the Chief Executive Officer and Recording Secretary of the Association.
- E. Shall direct the day-to-day activities of the Association.
- F. Shall serve as the scribe and ex-officio member (without vote) of the Board of Directors, and the Executive Committee.
- G. Shall have the authority to appoint and discharge any ANPA staff or employees, except that the Executive Assistant to the Board.
- H. Shall have the authority and privilege of being the sole signatory to any disbursement of funds allocated for the day to day operation of the Secretariat except as otherwise restricted in these bylaws.
- I. Shall have such other responsibilities, as the Board of Directors shall assign.
- J. If a vacancy should occur in the office of the Executive Director the following steps shall be taken: (a) the President shall appoint an "Interim Executive Director" no later than seven (7) days from the date of the vacancy, and (b) the Executive Committee shall convene an ad hoc emergency meeting no later that thirty (30) days from the date of the vacancy to appoint a new Executive Director for the Board to approve at the next Board Meeting.

ARTICLE IX –COMPENSATION OF THE OFFICERS FOR PERFORMANCE OF OFFICIAL DUTIES

Section 1

There shall be no monetary compensation for any officers of the Association for the performance of official duties, for which (s)he was elected. Except as may be applicable to the Executive Director under Article IX Section 3 of the by laws.

Section 2 Expenses individually incurred by an officer, elected or appointed, or any member of the Association acting on behalf of ANPA and engaged in any activities of benefit to the Association shall be Reimbursed for the amounts spent but only if prior authorization and approval of the Board of Directors and/or the Executive Committee has been granted for such expenditures, in advance.

Section 3 The Board of Directors shall determine the condition of service of the Executive Director on an annual basis, and may employ an Executive Director whose salary shall be established by the Board of Directors prior to commencement of the compensated duties.

Section 4 The appropriate committee(s) shall make recommendations to the Board of Directors, from time to time, regarding special consideration for performance of duties by individuals who may merit special awards for the performance of duties.

ARTICLE X-MEETINGS:

Section 1 Annual Business Meeting:
A meeting of the Association to be known as the Annual Business Meeting shall be held each year for the purposes of presentation of annual reports by the officers, the election of new officers as well as the consideration of other matters as the Board of Directors shall determine.

Section 2 Notice of the Meeting:
Written notice of the annual business meeting specifying the place, date, and the time shall be mailed, to all members of the Association, not less than sixty (60) days and not more than ninety (90) days prior to the date of such a meeting.

Section 3 Quorum:
The quorum required for the legal transaction of business at the annual business meeting shall be forty (40) active regular members of the Association or 10% of active membership.

Section 4 Special Meetings:
Special meetings of the Association may be called by the Board of Directors for such time and place as it may designate, provided notice thereof by mail shall been given to every member, not less than thirty (30) days and not more than sixty (60) days prior to the date of such a meeting which notice shall state the purpose and agenda for which the meeting is being called.

Section 5

Telephone Conference and Electronic Meetings:

- A. Members of the Board of Directors or any committee or subcommittee described herein or established pursuant to these Bylaws, may participated in a meeting through the use of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can simultaneously communicate with each other orally and aurally.
- B. Participation in such a Telephone Conference or Electronic Meeting pursuant to provisions in these bylaws shall constitute presence in person at the said ANPA meeting.

Section 6

Meeting attendance in absentia and voting by Proxy:

- A. Any member in good standing in the Association may attend the annual business meeting in absentia and also cast any vote in absentee, by ending a proxy to that effect to the Executive Director of the Association, at least fifteen (15) days before the scheduled meeting.
- B. The proxy shall be canceled and withdrawn if the member subsequently attends the said meeting in person.

Section 7

Waivers of Notice and Written Consents:

- A. Attendance of any person entitled to notice at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or properly convened.
- B. Any action which may be taken at a meeting of any committee or subcommittee, including any committee of the Board of Directors, shall be taken without a meeting if a written consent or consents setting forth the actions so taken shall be signed by a simple majority of members of such body as would be required to take such action at meeting of such body at which all members thereof were present, and filed with the Executive Director .

ARTICLE XI- BOARD OF DIRECTORS:

Section 1 Responsibility of the Board:

The Business affairs of the Association shall be managed under the direction of the Board of Directors who also shall set policies of the Association. Consistent with these by-laws, the Board shall have exclusive responsibility and authority to:

- A. Select and determine the terms of office of the Executive Director.
- B. Approve the operating and capital budgets of the Association.
- C. Elect regular members, associate members, honorary members and awardees of the Association.
- D. Modify and amend, from time to time, rules and regulations consistent with these Bylaws for the election of various classes of members.
- E. Set initiation fees, annual dues and special assessments for members of the Association.

Section 2 Membership of the Board of Directors.

The composition of the Board shall be as follows:

- A. Five ex-officio members, namely – the President, the President-Elect, the Immediate Past President, the Treasurer, and the Executive Director.
- B. Other members shall be appointed to the Board upon nomination by the Executive Committee or through the recommendation and sponsorship by an ANPA chapter.
- C. Only members in good standing* are eligible for appointment to the Board and for continuing membership on the Board.
- D. A chapter consisting of at least ten active members** is entitled to submit one nominee for appointment to the Board. Membership of 20 or more qualifies a chapter for a maximum of two nominees.
- E. Any aspiring (at-large) candidates shall make their interest known to the Executive Director in writing and/or await Presidential recognition on the basis of perceived merit.

* * An active member is a member with no outstanding dues

* A member in good standing is an active member who has attended at least one ANPA convention in the last two years.

- F. In appointing any member to the Board, the Executive committee shall give serious considerations to the nominee's number of years of service to ANPA, eligibility criteria, demonstrated interests in ANPA governance (e.g. active participation in standing or ad hoc committees), the regional diversity needs of ANPA and the potential for unique contributions to the Board by the nominee.
- G. Members of the Board shall not exceed 40 or such number as the Association shall set from time to time and the at-large members appointed by the Executive Committee shall not exceed fifty percent of the total number of Board members.
- H. If as a consequence of Section 2D and Section 2G above, additional nominees are needed to fill any remaining vacancies, those chapters with the largest memberships shall be allowed proportionate additional nominees, in spite of 2D.

Section 3

Term of Office for Members of the Board of Directors:

- A. The term of office for members of the Board shall be two years, or until successors are found.
- B. The President shall serve on the Board during his or her two year term of office.
- C. The President-Elect shall serve on the Board for the initial two years term of office, followed by two years as President, ending with two years as Immediate Past President, for a total of six consecutive years.
- D. The Immediate Past President shall serve on the Board during his or her two year term of office.
- E. The Treasurer shall serve on the Board for the initial two year of office, followed by two additional years if he/she is re-elected for a total of four consecutive years.
- F. The Executive Director shall serve on the Board for the initial three years, followed by a potential second term of three additional years for a total of six years.
- G. The chapter representatives as well as at-large members shall be eligible for reelection to a second two-year term for a total of four consecutive years. The maximum term of office on the Board for any chapter representative shall be four consecutive years except if eligible successors are not available.

Section 4

Officers of the Board of Directors:

- A. The officers of the Board of Directors shall be the Chair, the Vice-Chair and the Secretary.
- B. The President of the Association shall be the Chair of the Board of Directors.
- C. The President-elect shall be the Vice-Chair of the Board of Directors.
- D. The Executive Director shall be the Secretary of the Board of Directors.

Section 5

Term of Office for the Chair and Vice-Chair:

- A. The President as the Chairman of the Board, shall normally serve a single two-year term, and shall not be eligible for consecutive reelection.
- B. The President-Elect as the Vice-Chair of the Board shall normally serve a single two-year term of office and shall not be eligible for consecutive reelection.

Section 6

Vacancies on the Board of Directors:

- A. If a vacancy should occur in the office of the Chair, the President-Elect as Vice-Chair shall become the chair by virtue of becoming the President.
- B. Should a vacancy occur in the office of the vice chair and/or the office of the President-Elect the Board of Directors shall conduct an ad hoc meeting to elect a new “interim Vice-Chair” from its ranks. The “interim vice chair” shall serve in the capacity of Vice Chair only until such time that the general membership has voted to elect a new President-elect according to the established provisions in these bylaws.
- C. An “Interim Vice-Chair” of the Board shall not automatically become the President-Elect of the Association.
- D. All other vacancies on the Board, arising from expiration of tenures, and or resignations shall be promptly filled using the procedures stipulated in this Bylaws
- E. All impending vacancies on the Board due to expiration of tenures, shall be determined by the Executive Director every year and be included in the Director’s annual report at each business meeting.

Section 7 Duties of the Chair:

The Chair of the Board:

- A. Shall preside at all meetings of the Board of Directors.
- B. Shall appoint, in accordance with these Bylaws, the chair of committees of the Association.
- C. Shall have general supervision of the affairs of Board and the Executive Committee.

Section 8 Duties of the Vice-Chair:

The Vice-Chair of the Board:

- A. Shall in the absence of the chair, or while a vacancy exists in the office of the chair, perform the duties and exercise the powers of the chair.
- B. Shall perform such other duties as the Board of Directors may delegate and prescribe.

Section 9 Criteria for Maintaining Membership on the Board.

All Members of the Board:

- A. Shall be ANPA members in good standing.
- B. Shall attend more than 50% of all Board meetings, annually.
- C. Shall serve in at least one standing ANPA committee, other than the Board.
- D. Shall perform all such duties that may be delegated or assigned by the Board and its Executive Committee.

ARTICLE XII – MEETINGS OF THE BOARD OF DIRECTORS:

Section 1 Regular Meetings:

- A. The Board shall hold at least two regular meetings each year.
- B. An organizational meeting of the Board shall be held immediately before the start of the annual convention and/or during the convention and/or following the conclusion of the convention, at the same venue of the annual convention.
- C. A mid-winter Board retreat shall be held once a year at such a time and place as the Board may determine.
- D. The Board may hold its third or additional meetings in the form of videoconference, teleconference, or any other formats.

Section 2 Special Meetings of the Board of Directors:

- A. A special meeting may be convened at any time by the chair, subsequent to a request by a simple majority of the members of the Board or as provided for in these Bylaws. The Agenda of the special meeting must be clearly stated with specification of location, format, time, date, and expected duration of the meeting.

Section 3

Notification and Format of the Meetings of the Board:

- A. The Executive Director shall formally notify the members of the Board of Directors at least two (2) weeks before any regularly scheduled meeting.
- B. Notification shall be done by fax, or by regular mail, or by phone, or by e-mail.
- C. The meeting may be held via teleconference, videoconference or by the usual sit down fact-to-face format at a location agreed upon by a simple majority of the members of the Board.

ARTICLE XIII-EXECUTIVE COMMITTEE OF THE BOARD:

Section 1

The member of the Executive Committee shall be:

- A. The President who shall be the chair of the Executive Committee and preside at all meetings.
- B. The President-Elect who shall preside at the meetings in the absence of the President and chair.
- C. The Immediate Past President.
- D. The Treasurer.
- E. The Executive Director who shall be the secretary of the Executive Committee and shall serve without a vote.

Section 2

Duties and Responsibilities of the Executive Committee:

- A. Shall have full authority to act on behalf of the Board of Directors, when necessary, in the conduct of the affairs of the Association, except that it shall have no authority to appoint or discharge the Executive Director, approve the operating or capital budget, elect members, confer honorary membership, amend the Bylaws or rescind any action taken by the full Board of Directors.
- B. All activities of the Executive Committee of the Board shall be reported to the full Board of Directors at its regularly scheduled meetings.
- C. The Executive Committee shall meet at least every other month for officer's report; review of correspondence, and for general attendance to arising matters of governance or the execution of ANPA policies.

ARTICE XIV – THE COMMITTEES OF THE ASSOCIATION

Section 1

Standing Committees:

The standing committee of the Association shall be:

- A. Nominating Committee
- B. Budget and Finance Committee
- C. Membership and Credentials Committee
- D. Constitution and Bylaws Committee
- E. Ethics and Judiciary Committee
- F. Education and Scientific Research Committee
- G. Information and Technology Committee
- H. Programs Committee
- I. ANPA Consultancy Committee
- J. Public Policy and Government Relations Committee
- K. Medical Missions Committee
- L. Medical Specialties Committee

Section 2

Other Committees:

The Board of Directors may create as needed, from time to time, other standing or ad hoc committees.

Section 3

Appointment of the Committees:

- A. The composition of the various committees of the Association shall be as established by the Board of Directors.
- B. The Chair of the Board of Directors, subject to approval by the Board shall appoint the chairpersons of all the committees of the Association (with the exception of the Nominating Committee; the Budget and Finance Committee; and the Ethics and Judiciary Committee).
- C. The President shall be an ex-officio member of all the committees (except the nominating committee; and the Ethics and Judiciary Committee).
- D. The Chairs of the various committees may recommend members to their various committees, for approval by the Board of Directors except as otherwise stated in these bylaws.
- E. The members of any committee or subcommittee (except the Nominating Committee) shall be any such number as is required to carry out its duties and responsibilities efficiently.
- F. No member except as other-wise stated in these Bylaws shall serve on more than two committees without a special permission from the Board of Directors, (excluding subcommittee assignments).
- G. All committee appointments shall require the approval of the Board of Directors.

- H. The Executive Director shall keep at the Secretariat at all times the roster of all the standing and ad hoc committees, their respective chairs, the constituent members, their addresses, phone numbers and e-mail addresses.
- I. The term of office of a committee chair and the members of his/her committee shall be two (2) years or until replacements are named.
- J. Any vacancy in the position of the chairman of any committee shall be filled by another appointment by the chair of the Board of Directors, subject to the approval of the Board of Directors.
- K. Any vacancy in a committee and/or subcommittee shall be filled by an appointee of the chairman of that committee and/or subcommittee, subject to the approval of the Board of Directors.
- L. Only by special permission and prior approval of the Board of Directors shall any ANPA member be allowed to serve on more than two (2) standing committees and/or exceed a four (4) year tenure on a committee as an ordinary member or Chair.
- M. All committees and subcommittees shall report to their empowering bodies.
- N. All standing committees of the Association (except the nominating committee) shall meet at least every six months; and shall report its activities and present progress report to the Board of Directors; and shall report its achievements to the Assembly annually as deemed necessary by the Board of Directors.
- O. Each committee shall perform all such duties as prescribed and assigned to it by the Board of Directors and these Bylaws.
- P. A non-functioning committee shall be discharged by the Board of Directors and/or reconstituted by new members.

Section 3

The Nominating Committee:

- A. There shall be a nominating committee composed of a total of seven (7) members.
- B. The seven (7) members shall be the following:
 - 1. The Immediate Past President as the Chairman.
 - 2. Three (3) members appointed by the Board of Directors, among its ranks.
 - 3. Three (3) at-large members appointed by the President from the general membership, subject to the approval of the Board of Directors.

- C. All members, including the Immediate Past President shall serve no more than one term of office or a maximum of two years duration; and they shall not be eligible for reappointment to a consecutive second term.
- D. If a vacancy should occur in the office of the Immediate Past President, the Board of Directors shall appoint a new chairman of the committee, and such appointee shall not be the current President or the current President-elect.
- E. If a vacancy should occur in the nominating committee, (excluding the chair), the chairman of the Board of Directors shall appoint another member to fill the vacancy, subject to the approval of the Board of Directors.
- F. The nominating committee shall meet at least once a year.

ARTICLE XV – CHAPTERS, STATE BRANCHES, AND REGIONS

Section 1

ANPA Chapters:

- A. It shall require at least ten members to form a chapter of ANPA
- B. A chapter shall be considered a branch of ANPA in all respect.
- C. A chapter shall require the approval of the Board of Directors before it can be certified as a bona fide branch of the Association.
- D. Members of any chapter are automatically members of the association and shall be entitled to all the rights, benefits and privileges offered by the Association, as long as they remain active and in good standing within the organization.
- E. A chapter may represent an entire state, or only a part of a state (as in the USA) or a whole province or part of a province (as in Canada).
- F. A chapter may represent members from different adjoining or contiguous states (as in the USA) or different contiguous provinces or adjoining provinces (as in Canada).
- G. Different chapters in a particular state may elect to merge and form a single state chapter or branch (as in the USA) or different provincial chapters may elect to merge and form a single provincial branch or chapter as (in Canada). But all such mergers shall require approval of the Board of Directors.
- H. Each chapter shall elect, by simple majority vote, the officers of the chapters; which shall include at least, the Chairman, the Secretary, and the Treasurer. The term of office each officer shall be determined by the members of the chapter.
- I. No member shall hold any elective chapter office simultaneously with an elective national office.
- J. Any chapter officer who is elected to an ANPA office shall resign from his/her local chapter office within thirty (30) days of the national election.

- K. Each chapter shall formulate its own Bylaws and Constitution which must not conflict or contradict the Bylaws of the parent Association in any way, manner, or form; whenever and wherever there is any ambiguity or presumed contradiction between the ANPA Bylaws and the chapter Bylaws, the interpretation of the ANPA Bylaws shall supersede.
- L. ANPA dues shall be paid to the chapters. If a member resides in an area where a local chapter has not been established, the member will pay to the national. The Board of Directors shall determine the formula to disburse the funds appropriately.
- M. A chapter can open a bank account and conduct business on behalf of the chapter. Such an account would require national executive committee approval and two signatures of the local chapter officials. The account shall be subsidiary and open to all rules and regulations governing the national body. Each chapter shall submit a yearly statement of financial activities to the national treasurer for review and tax filing purposes.

Section 2

Decertification

- A. The Board of Directors shall have the power through decertification, to terminate the rights of any chapter to claim and/or imply affiliation with the ANPA if that chapter has engaged in activities detrimental to the best interests of the Association or has engaged in activities which violated the Constitution of the organization or has taken official position contrary to that of the ANPA or its Board of Directors or has knowingly violated any of the Bylaws, policies, and procedures of the ANPA as a parent Association.
- B. A chapter may be suspended or expelled from the ANPA for any severity infractions of ANPA rules and regulations.
- C. Officers of any chapter so disciplined shall be offered an opportunity to be heard pursuant to such reasonable procedures as the Board of Directors shall provide.
- D. Decertification and or termination of a chapter does not automatically mean loss of ANPA membership for the uninvolved and unimplicated members of that chapter.
- E. When a chapter becomes decertified pursuant to the above articles of ANPA Bylaws, a new chapter for that particular geographic location or area may be formed with the approval of the Board of Directors on such terms and conditions as the Board of Directors shall determine.

Section 3

ANPA State Branches and Regions

- A. When the chapters are functioning very well and membership has grown significantly, state branches may be formed and formalized at that time, subject to the mechanism and procedure to be established by the Board of Directors.
- B. The Board of Directors shall be empowered to establish the mechanism also for forming regional branches when it becomes necessary.

Section 4

Chapter, State Branch, and Regional Bylaws:

- A. The Bylaws of any ANPA chapter, state branch or region shall be the governing regulations of the said Chapters' state branches or regions.
- B. Whenever and wherever there is an actual conflict or ambiguity in the interpretation of the Bylaws of the National Association and that of its component Chapters, state branches, or regions, the ANPA Bylaws and Constitution shall prevail and supercede.

Section 5

Provisional Chapter Bylaws:

- A. Upon the approval of the Bylaws by the members of an ANPA chapter, branch or region the approved Bylaws shall be submitted to the Board of Directors for review and ratification.
- B. A copy of the approved and ratified Bylaws of each component ANPA chapter, branch or region shall be kept at the National Secretariat, in the office of the Executive Director at all times.

Section 6

Suspension of Chapter Bylaws:

- A. Whenever a chapter is suspended or decertified for disciplinary reasons its Bylaw shall automatically be rescinded and its assets shall be frozen by a vote of two-third of the Board of Directors of ANPA.
- B. During the period of formation of a new chapter or the reconstitution of a previously decertified chapter, the ANPA Bylaws shall temporarily serve as the Bylaws of such a chapter until new local governing Bylaws have been ratified by the Board of Directors for the new or re-certified chapter in question.

ARTICLE XVI –FINANCES:

Section 1

The fiscal year for the Association shall commence on January 1st and end on December 31st of the same year.

Section 2

The Budget and Finance Committee with the Treasurer as the chair shall oversee the fiscal integrity of the Association.

Section 3

Contract and Disbursement of Funds

- A. The signatures of the officers of the Association, namely the President, the President-elect, the Treasurer, and the Executive Director shall be registered with the bank/banks where the Association funds and accounts are held or kept.
- B. The Executive Director and the Treasurer shall be the regular signatories to any checks, drafts, or money orders issued or paid out on behalf of the Association.
- C. Whenever and if necessary, as in the absence of the Treasurer and/or Executive Director, any two of the four official signatories to the Association funds/accounts shall be acceptable for the operation of ANPA funds or accounts.
- D. The Executive Director may be the sole signatory in the disbursement of funds from the approved budget account specifically designated for the day-to-day operation of the Secretariat, except for checks in excess of \$500.00 or as otherwise recommended by the Budget and Finance Committee.
- E. All checks, notes, drafts, money orders or other forms of payment of money, including any kind of indebtedness payable to the Association shall be signed either by the Treasurer or such officer or officers, agent or agents of the Association, and in such manner as shall from time to time, be determined by the Board of Directors.
- F. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances, but shall always be subject to pre-approval by the Board of Directors.

ARTICLE XVII – INDEMNIFICATION:

Section 1

The Association shall indemnify any person who was or is a party, or threatened to be made a party to any pending or complete action, suit or proceeding, including action by all in the light of the Association to procure a judgment in its favor, by reason of the fact that such person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a partnership, joint venture, trust or other enterprise, against expensed (including attorney’s fees), judgments, fines and amount paid in settlement actually or reasonably incurred upon a determination in the specific case that such indemnification is required or is proper in the circumstances under section of the Delaware 145 General Corporation Law.

Section 2

The Association may purchase and maintain liability insurance on behalf of any or all such persons to the fullest extent permitted under Section 145 (g) of the Delaware General Corporation Law.

Section 3

Legal Services

- A. The Board of Directors may authorize the Executive Committee to utilize, maintain, and retain the services of legal counsel and consultation when and if necessary.
- B. The budget for such legal services shall be submitted to the Board of Directors for approval prior to entering into any contractual agreement with any legal counsel.

ARTICLE XVIII – DISSOLUTION:

Section 1

If the Association of Nigerian Physicians in the Americas is dissolved at any time, no part of its funds or property shall be distributed to or among its members, but, after payment of all indebtedness of the Association, all surplus funds and properties shall be used in accordance with the vision and mission of ANPA in such manner as the then governing body of the Association may determine.

ARTICLE XIX – PARLIAMENTARY AUTHORITY:

Section 1

Except to the extent it is inconsistent with federal and state laws, the articles of incorporation, these Bylaws and other ANPA special rules of order, the rules contained in the most current official and newly revised edition of the Robert’s Rules of Order shall be the parliamentary authority of ANPA as an Association and it shall govern all official meetings of the members of ANPA, its committees and subcommittees as well as the Board of Directors.

ARTICLE XX – LEGAL TRANSACTION OF BUSINESS

Section 1 Quorum and Official Policies:

- A. Unless otherwise specifically set forth in these Bylaws, the presence of a majority of voting members of the Board of Directors, or any committee or subcommittee described herein or established pursuant to these Bylaws, shall be necessary to constitute a quorum of such a Board, committee, or subcommittee for the legal transaction of business.
- B. Except where a greater vote is required by these Bylaws, the certificate of incorporation or any other applicable law, the decision of the majority of the voting members present at any meeting at which a quorum is established, shall constitute a legal act of such Board, committee, or subcommittee.
- C. Unless as otherwise specifically stated in these Bylaws, the legal act of a committee or subcommittee shall become an official policy of ANPA ONLY upon ratification by the Board of Directors or the general membership depending on the appropriate empowering body of the committee.

Section 2 Ex-Officio Status

Unless as otherwise specified in these Bylaws, any member of a committee or the Board of Directors who holds such position in an ex-officio status shall have all the rights accorded to a member of such a committee or Board, including the right to vote.

ARTICLE XXI – AMENDMENTS TO THE BYLAWS:

Section 1 Board of Directors’ Initiated Amendment (s)

- A. Proposed amendments to these Bylaws may be initiated by the affirmative two-third vote of the members of the Board of Directors present at a duly convened meeting of the Board of Directors at which a quorum is established.
- B. All proposed amendments to the Bylaws which are approved by two-thirds vote of the Board of Directors shall be submitted to the general membership at the annual business meeting for ratification.

Section 2 Individual member’s Initiated Amendment (s)

- A. Any regular and active member of ANPA may initiate proposed amendments to these Bylaws if the petition setting forth the text of the proposed amendments is signed by at least fifty (50) members of the Association and has been submitted to the Board of Directors at least ninety (90) days prior to the annual business meeting for comment.

- B. Only regular and active members in good standing may initiate a petition for proposed amendments to these Bylaws.
- C. A simple majority at an annual business meeting shall be required to accept or reject the comment or the recommendation of the Board of Directors in the initial consideration of any proposed amendments to these Bylaws.

Section 3 Ratification of Amendments

- A. Regardless of the method by which a proposed amendment is initiated, ultimately two-thirds vote of ANPA members present at a duly convened annual business meeting, with quorum established, shall be required to ratify amendments to these Bylaws.

THE ABOVE IS A CERTIFIED COPY OF ANPA BYLAWS AS WAS AMENDED AND APPROVED BY THE GENERAL MEMBERSHIP IN JUNE 2000 IN WASHINGTON, D.C. AND REVISED IN JUNE 2001 IN TORONTO, CANADA.

Nkem Chukwumerije, MD, Chair, Constitution and Bylaws Committee