

BYLAWS



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 Incorporated

Adopted, August 1996, Rye Town, New York

Amended and approved, July 2000, Washington DC

Revised, June 2001, Toronto, Canada

Amended and approved, July 2009, Abuja Nigeria

Amendments completed, July 2010, Washington DC

Amended and approved, November 2016, New Orleans

Amended and approved, June 2022, North Carolina

ARTICLE I – NAME OF 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 vision, 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 health care problems through strategic initiatives and field activities inside Nigeria and within our local communities.

ARTICLE IV – MEMBERSHIP

Membership in the Association shall be open to all Nigerians by birth, marriage, naturalization, heritage or by training.

- Section 1 Regular Members
- A. A person who holds the following qualifications is qualified to be a regular member: US-licensed physicians who have achieved the degree of Doctor of Medicine (MD), Bachelor of Medicine & Bachelor of Surgery (MBBS), Doctor of Osteopathy (DO), Doctor of Chiropractic (DC), Doctor of Dental Surgery/Doctor of Dental Medicine, (DDS/DMD), Bachelor of Dental Surgery (BDS), or Doctor of Podiatric Medicine (DPM).
 - B. Physician trainees who are interns, residents, and fellows (including international medical graduates) matched or yet to be matched and are undergoing additional training and/or still in apprenticeship in the

medical and dental professions within the Americas, shall also be eligible for membership with all the rights of regular membership except the right to make motions, vote, and hold office.

- 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.
- D. Retired individuals who have been regular members for at least five (5) years will continue to enjoy all the rights of regular members including the right to make motions, vote, or hold elective office.
- E. A member shall be considered disabled with provision of evidence or record that supports permanent physical or mental impairment as defined according to American Disability Act. Such member shall be entitled to all the rights of regular membership including approved discounts in fees and dues by the ANPA Executive Committee.
- F. A member shall be considered in good standing if all dues and fees are paid as of March 15th of the year in consideration and no outstanding disciplinary citation.

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 (based on 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 of 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 includes but is not limited to unruly/disruptive conduct, criminal behavior, and malfeasance which in the opinion of the Assembly is contrary or detrimental to the vision and mission of the Association.
- B. Recommendation for suspension or expulsion shall require a two-thirds vote of the members of the Board of Directors acting at a meeting called partly or solely for that purpose, after a recommendation by the Ethics and Judiciary Committee.
- C. Upon expulsion all rights and privileges of membership shall be forfeited and terminated.

All Infractions shall be reported into ANPA’s online reporting system to allow for members to report observed/credible infractions anonymously. The Ethics and Judiciary committee shall investigate, deliberate, and make formal recommendation to the Board of Directors.

Section 2 Proper Notification and Hearing

- A. The Ethics and Judiciary committee shall notify a member of a complaint that may culminate in a disciplinary process within 2 weeks of receipt of complaint.
- B. The member shall have 2 weeks to answer in writing to the Ethics and Judiciary committee.
- C. The Ethics and Judiciary committee shall have 4 weeks to deliberate on the member’s response and decide on whether further hearing with the member is warranted.
- D. If a hearing is warranted, the member shall be given a 4 week notice to appear before the Ethics and Judiciary committee.
- E. Following a hearing, the Ethics and Judiciary committee shall vote to determine whether or not a disciplinary action is warranted, or whether the matter shall be dismissed. A simple majority vote by the committee shall be required in order to decide on the matter.
- F. If the committee decides to move forward with a disciplinary measure, a 2/3rd majority of the board membership shall be required to recommend a disciplinary measure.
- G. Membership should be informed of the outcome of an investigation if a member is found to be culpable as charged.

ARTICLE VI – FEES & 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

- A. Regular members shall pay full annual membership dues as determined by the Board of Directors. Regular members shall also pay full registration fees for annual meetings.
- B. Affiliate membership shall be maintained by regular payment of annual membership dues and conference registration.
- C. Trainee members (including residents, fellows, and IMGs) shall be required to pay a discounted annual membership fee. For registration of annual meetings, a discounted rate will be applied. Trainee members shall be responsible for all other charges such as transportation and hotel accommodation.
- D. Associate members shall be required to pay a discounted annual membership fee and that also applies to annual meetings registration fees. Associate members shall be responsible for all other charges such as transportation and hotel accommodation.
- E. Honorary members shall pay no dues. They shall have the privilege of attending the annual meeting and/or social functions without payment but shall be responsible for all other charges such as transportation and hotel accommodation.
- F. All reference discounted fees shall be determined by the Executive Council and approved by the Board of Directors.

Section 4 Delinquent Fees & Dues

- A. Any member who is delinquent in annual dues or any special assessment shall be notified by mail and given 90 days from the date of the letter to pay the outstanding debt or lose membership privileges and benefits.
- B. If such member remains delinquent in the payment of dues, after said 90-day period, the Board of Directors shall interpret the lack of payment as a voluntary resignation and shall therefore drop the name of the delinquent individual from the paid 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.

- D. Registration ahead of annual meeting shall continue up until 30 days before the meeting is scheduled to start. Any member who registers after that date would have to pay for on-site registration.

ARTICLE VII – OFFICERS OF THE ASSOCIATION

Section 1 The Officers of the Association shall be:

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

Section 2 Candidates for Elective Offices:

- A. Candidates for elective offices shall declare their intention and submit resume to the Chair of the Nominating Committee and the Executive Secretary at least ninety (90) days before the election.
- B. Candidates for elective offices must be regular members in good standing by having paid their membership dues in full, on or before March 15, in the year of reference. In addition, they must have paid their membership dues in full for two (2) years before the year of reference.
- C. Individuals may submit nomination to the Nominating Committee Chair and the Executive Secretary.
- D. The Executive Secretary shall ensure that all candidates for elective office meet the criteria established by the Board of Directors.
- E. The Nominating committee shall screen all the qualified candidates and present them to the general membership at least sixty (60) days before the annual meeting.
- F. The Executive Secretary, under the supervision and direction of the Nominating committee, shall appoint tellers to conduct and tabulate the votes during the election process.
- G. Only regular members who have paid their dues are eligible to vote.
- H. Voting shall be by secret ballot, except if there is only (1) candidate.
- I. The election of officers shall be by simple majority votes (>50%). In a scenario where no candidate earns over 50% of the votes, there will be a run-off election between the top two (2) candidates.
- J. The Nominating Committee shall be tasked with organizing and executing a run-off election immediately within the period of the national meeting.

- K. The tellers and Executive Secretary shall certify the results of the election by signing the appropriate election results sheet after which the Nominating Committee chair shall announce the results of the election to the general membership.
- L. The elected officers shall assume office immediately at the close of the business meeting during which they were elected.
- M. Candidate for elective office must have been a member of the organization for a minimum of 5 years, attended at least 3 conventions or served as chair of a chapter or standing committee.

Section 3

Candidate Campaigning Process

- A. Publish names of candidates and open campaign season 30 days prior to Election Day.
- B. Open campaign shall be permitted only on ANPA E-group, ANPA website, and ANPA WhatsApp groups.
- C. Public campaign shall not be permitted or allowed on any ANPA Committee/Chapter social media platforms such as TikTok, Facebook, etc.
- D. ANPA Chapters cannot organize or arrange any debate for candidates. The Nomination/Election Committee will manage all of that.
- E. The Nomination/Election Committee shall organize and arrange (2) National debates: One (1) virtual debate at 2 weeks pre-election and one (1) in-person at the Convention on site.
- F. Electronic absentee voting shall be opened fifteen (15 days) before election and closed Monday midnight before the election.
- G. The Nomination/Election Committee shall work with the Secretariat to ensure that no double voting occurs on day of on-site election.
- H. If an in-person meeting does not happen, an electronic ballot will be used.
- I. National ANPA Executive Committee members shall not hold elective executive office in NPAG or ANPA Foundation.
- J. ANPA members holding or seeking electoral offices in local or national elections, shall disclose any criminal convictions, final investigations or disciplinary actions leading to suspensions, restrictions, or revocations of medical license(s), by state licensing boards or agencies to the ANPA local or National ANPA Executive Committee immediately by those holding elective offices and before participation in elections by those seeking elective positions. Failure to disclose will result in immediate removal from office or disqualification from elections.

ARTICLE VIII – FUNCTIONS, DUTIES AND RESPONSIBILITIES OF

The President

- A. The President shall perform such duties as prescribed by the parliamentary authority adopted by the Association. Such responsibilities shall include:
- B. Preside at all meetings of the Association.
- C. Preside at all meetings of the Executive Committee.
- D. Appoint the chairs of the standing committees of the Association (except the Nominating Committee, the Budget & Finance Committee, the Ethics & Judiciary Committee, and the Board Nomination and Election Council) with the approval of the Board of Directors.
- E. Appoint representatives of the Association to partner or affiliate with other organizations.
- F. Being the official spokesperson of the Association or a member designated by the President.
- G. Oversee the nomination and selection of merit award recipients.
- H. Serve for two years or until a successor is elected.
- I. Not be eligible for consecutive re-elections.
- J. Becoming the Immediate Past President after two years in term 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.
- M. Shall serve as a member of the Board of Directors.
- N. Chair quarterly meetings with chapter and committee chairs

President-Elect

The President-Elect shall perform such duties as prescribed by the parliamentary authority adopted by the Association. Such responsibilities shall include:

- A. Discharge the duties of the President in the absence of the President.
- B. Assume the office of the President at the conclusion of the two years term of the President.
- C. 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. Discharge any other duties as shall be delegated by the President from time to time.

Immediate Past President

The Immediate Past President shall perform such duties as prescribed by the parliamentary authority adopted by the Association. The term of office of the Immediate Past President shall be two (2) years. 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. If such vacancy were to occur, the Board of Directors will nominate a chairperson for the Nominating Committee. Such responsibilities shall include:

- A. Shall serve as the chair of the Nominating Committee.
- B. Shall serve as the chair the Board Nomination and Election Council.

Treasurer

The Treasurer shall perform such duties as prescribed by the parliamentary authority adopted by the Association. Such responsibilities shall include:

- A. Being the custodian of the treasury and all the funds of the Association.
- B. Open an account(s) with reputable bank(s) for the operations of the Association.
- C. Ensure that the President, President Elect, Treasurer and Executive Secretary are signatories to all accounts opened in the name of the Association.
- D. Ensure that the signatures of the Treasurer and the President are on all checks written in the name of the Association. In the event that the President is not available, the President Elect shall serve as an alternate signatory.
- E. Ensure that appropriate and valid invoices are furnished before checks are paid out by the Association to any vendor or contractor.
- F. Serve as the chairperson of the Budget and Finance Committee which shall prepare the annual budget for approval by the Board of Directors.
- G. Serve as ex-officio member of all subcommittees of the Budget and Finance committee.
- H. Furnish an annual financial statement to the members of the Association at the annual business meeting.
- I. Ensure that the finances of the Association are audited by a reputable certified public accountant before the annual business meeting of the Association every 3 years.
- J. Serve for two years in office or until a successor elected.

- K. Is eligible for re-election to a second two-year term in office.
- L. Is limited to maximum of four consecutive years in office.
- M. If a vacancy should occur in the office of the Treasurer, the President will nominate and the Board of Directors shall approve 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 members according to these Bylaws and the rules of the Association for the election of officers.
- N. Shall serve as a member of the Board of Directors.

Executive Secretary

Executive Secretary (or designate) shall perform such duties as prescribed by the parliamentary authority adopted by the Association. Such responsibilities shall include:

- A. Shall be appointed by the President and approved by the Board of Directors.
- B. Shall be appointed to an initial three (3) years terms of office.
- C. Shall be eligible for subsequent reappointments or shall serve until a successor is found.
- D. Shall be the Recording Secretary of the Association.
- E. Shall direct the day-to-day activities of the Association.
- F. Shall serve as the scribe of the Board of Directors, and the Executive Committee.
- G. Shall have the authority to appoint and discharge any ANPA staff or employees.
- H. Shall have such other responsibilities as the Board of Directors shall assign.
- I. If a vacancy should occur in the office of the Executive Secretary, the following steps shall be taken: (a) the President shall appoint an “Interim Executive Secretary” 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 than thirty (30) days from the date of the vacancy to appoint a new Executive Secretary, for the Board to approve at the next Board Meeting.

Article IX – COMPENSATION OF THE OFFICERS FOR PERFORMANCE 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 Secretary under Article IX Section 3 of the Bylaws.

Section 2 Expenses individually incurred by an officer 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 Executive Committee has been granted for such expenditures, in advance.

Section 3 The Board of Directors will approve the salary and terms of services of the Executive Secretary based on the recommendation of the Executive Committee.

Article X – MEETINGS

Section 1 Annual Business Meeting
The President shall convene an Annual Business Meeting as appropriate in a virtual format or in person. 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 communicated (electronically or otherwise), 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 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, whichever is greater. The quorum for all committees and subcommittees of the Association including the Board of Directors and the Executive Committee shall be by simple majority (>50%).

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 shall have 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 describe herein or established pursuant to these Bylaws, may participate 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 in an audiovisual platform.

- 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 regular member in good standing in the Association may attend the annual business meeting in absentia and cast any vote in absentia, by sending a proxy to that effect to the Executive Secretary of the Association, at least fifteen (15) days before the scheduled meeting. This notification must be conveyed via electronic mail.
- 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 a member 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.

ARTICLE XI BOARD OF DIRECTORS

Section 1 Membership of the Board of Directors

The composition of the Board shall be as follows:

- A. The Board of Directors shall consist of eleven (11) members.
- B. The President and the Treasurer shall be members of the Board.
- C. The other nine (9) members shall be elected to a 4-year term and shall not hold a second consecutive term.
- D. About half (4 or 5) of the membership of the elected Board shall be rotated off and replaced by an identical number of new board members every two (2) years.
- E. Membership of the Board shall be by nomination including self-nomination by members in good standing, followed by an election by the Board Nomination and Election Council.
- F. The election of members of the Board of Directors shall be at the Annual Meeting.

Transition process: 5 board positions will be occupied by current board members who are not current committee chairs or chapter chairs. These members will serve two years. The Board Nomination and Election Council will select the 5 members that will be joined by the incoming 4 newly elected board members. Any member of the Board Nomination and Election Council shall recuse him/herself from the deliberations.

Section 2

Responsibilities of the Board

As the highest decision-making body of the organization and to satisfy its fiduciary duties, the Board shall:

- A. Determine the vision and mission of the organization.
- B. Evaluate the performance of the President/Executive Committee.
- C. Conduct strategic and organizational planning as needed.
- D. Ensure strong fiduciary oversight and financial management
- E. Manage and authorize deployment and investment of funds and resource development.
- F. Approve and monitor ANPA programs and services.
- G. Enhance ANPA's public image.
- H. Assess its own performance as the governing body of ANPA.
- I. Approve the President's appointment of the Executive Secretary.
- J. Approve the President's designated nominees to affiliate/partner organizations.
- K. Shall elect honorary members of the Association.
- L. Approve all sets of dues including initiation fees, annual dues, and special assessments for members of the Association as recommended by the Executive Committee.
- M. Mediate and resolve any differences within the Executive Committee as needed.
- N. The Board shall approve all strategic partnerships and investments that the organization shall undertake.

Section 3

Expectations of Individual Board Members

Each individual board member is expected to:

- A. Align with the organization's vision and mission and be well versed on organizational policies, programs, and needs.
- B. Diligently read and understand the organization's financial statements.
- C. Create a Board and Leadership Development Committee that will hold the Board accountable to their duties AND help select future Board members and ANPA leaders.
- D. Serve as active advocates and ambassadors for the organization and fully engage in identifying and securing financial resources and partnerships necessary for ANPA to advance its mission.
- E. Leverage connections, networks, and resources to develop collective actions to fully achieve the mission of ANPA.
- F. Be an enabler through personal networks to drive meaningful financial donations (personal or otherwise) to the organization.
- G. Use personal networks to influence public policy and enhance the organization's reputational standing.
- H. Prepare for, attend, and conscientiously participate in Board meetings.

- I. Participate on one or more Board committees.
- J. Abide by the organization's Bylaws, policies, and Board resolutions.
- K. Sign an annual conflict of interest disclosure and update it during the year, if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings.
- L. Maintain confidentiality about all internal matters of ANPA.

Section 4 Selection of the Chair and Vice Chair of Board of Directors

The Board of Director shall elect its Chair and Vice Chair and all 11 members of the Board are eligible to vote.

To be elected chair of the Board, a Board member must have served on the Board previously. The inaugural chair of the reconfigured Board shall have served on its preceding Board.

Any member of the Board shall be eligible for the position of Chair and Vice Chair except the President and Treasurer.

The tenure of office of the Chair and Vice Chair is limited to non-consecutive 2-year term.

The Chair and Vice Chair of the Board may be removed for cause following at least 7 members voting in the affirmative.

Section 5 Vacancies on the Board of Directors

- A. If a vacancy should occur on the Board, the Board Nomination and Election Council (BNEC) shall fill the vacancy within 30 days.

Section 6 Duties of the Chair

The Chair of the Board

- A. Shall convene and preside at all meetings of the Board of Directors.
- B. Shall have general supervision over the affairs of Board

Section 7 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 8 Vacancies of the Chair and Vice Chair of the Board of Directors

- A. If a vacancy should occur in the office of the Chair, the Board of Directors shall conduct an ad hoc meeting to elect a new Chair from its ranks using the same criteria according to article XIII section 3.
- B. If a vacancy should occur in the office of the Vice Chair, the Board of Directors shall conduct an ad hoc meeting to elect a new Vice Chair from its ranks.

ARTICLE XII MEETINGS OF THE BOARD OF DIRECTORS

Section 1 Regular Meetings: The Board shall convene at least 3 times, or as many times within a calendar year or as circumstances dictate. These meetings could be in person or virtual. These shall include the two mandatory extended meetings with the BNEC.

- A. The first extended meeting shall be at the annual convention.
- B. A mid-winter Board retreat shall be held once a year at such a time and place as the Board may determine. The mid-winter Board retreat shall serve as the second extended meeting.

Section 2 Special Meetings of the Board of Directors
A special meeting may be convened at any time by the chair or 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. The Chair shall schedule the meeting to be held within 7 days of the request.

ARTICLE XIII Board Nomination and Election Council (BNEC)

Section 1 Membership
The BNEC shall consist of: Past Presidents, President Elect, all local Chapter Chairs, and all standing committee Chairpersons.

Section 2 Leadership
Immediate Past President shall lead the BNEC and the Executive Secretary shall assist in logistical and operational matters.

Section 3 Election of members of the Board of Directors
The BNEC shall announce a timetable for self-nomination by interested ANPA members to complete an application form that will include their skill sets, what experience they bring to the Board and a copy of their CV.

The BNEC shall review and vet the list of nominees to ensure they meet the desired criteria stipulated by ANPA organization for its Board members and then vote to elect the board members.

The BNEC shall call for self-nomination for interested ANPA members and vote to fill a newly vacant position on the board within 30 days. The newly elected board member shall serve out the tenure of the open position.

ARTICLE XIV– THE COMMITTEES OF THE ASSOCIATION

Section 1 Standing Committees

The standing committee of the Association will 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. Maternal & Child Health Committee
- J. Public Policy and Government Relations Committee
- K. Medical Missions Committee
- L. Medical & Surgical Specialties Committee
- M. Dental Committee
- N. Mental Health Committee
- O. Investment Committee
- P. Awards Committee

Section 2 Other Committees

The Board of Directors shall create as needed, from time-to-time other standing or ad hoc committees. The President shall submit a request for the creation or dissolution of a committee to the Board of Directors at any extended Board meeting.

Section 3 Appointment of the Committees

- A. Upon assumption of the office, the President shall have the authority to appoint chairpersons to each standing committee (with the exception of the Nominating, Budget and Finance, Ethics & Judiciary Committees, and BNEC).
- B. The composition of the various committees of the Association shall be determined by the incoming chairperson of each committee in consultation with the President.
- C. The President shall be an ex-officio member of all the committees (except the Nominating, Ethics & Judiciary Committees, and BNEC).

- D. No member, except as otherwise stated in these Bylaws, shall serve on more than two committees without a special permission from the President subject to Board approval, excluding subcommittee assignments.
- E. The Executive Secretary shall keep at all times the roster of all the standing and ad hoc committees, their respective chairs, the constituent members, their addresses, phone numbers and email addresses.
- F. The term of office of a committee chair and the members of his/her committee shall be two years or until replacements are named.
- G. Any vacancy in the position of the chairperson of any committee shall be filled by another appointment by the President (with the exception of the Nominating, Budget and Finance, Ethics & Judiciary Committees, and BNEC).
- H. Any vacancy in a committee and/or subcommittee shall be filled by an appointee of the chairman of that committee and/or subcommittee, in consultation with the President.
- I. All standing committees of the Association (except the Nominating Committee) shall meet at least every quarter; shall report its activities and present progress reports to the President; and shall report to the assembly bi-annually at the extended Board meetings.
- J. A committee (except the Nominating and Ethics & Judiciary Committees) that does not present a progress report in two consecutive extended board meetings will be adjudged non-functioning.
- K. A non-functioning committee shall be discharged by the President and/or reconstituted by new members.

Section 4

The Nominating Committee

- A. There shall be a Nominating Committee composed of a total of (7) members
- B. The (7) members shall be the following:
 - a. The Immediate Past President as the Chairman.
 - b. Three members appointed by the Board of Directors.
 - c. Three at-large members appointed by the President from the general membership in good standing.
- 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, then the nominating authority for that position will be responsible for filling the vacancy with another appointee.
- F. The Nominating Committee shall be constituted and meet in the year of the general election.
- G. There will be no CAMPAIGNING by candidates or their surrogates in any ANPA forum including social media, except in the last 2 weeks leading to the election day in an approved ANPA Forum as designated by the Nominating Committee.
- H. Nominating Committee working with the Secretariat shall arrange a total of 2 national debates if more than one candidate is presented for any position – it shall be virtual or in person.
- I. If only one (1) candidate is presented for either position, one manifesto presentation night will be arranged by the Nominating Committee – either virtual or in person.
- J. Chapters shall not stage debate/manifesto/candidate appearances. This is a national election, and the national Nominating/Election Committee will lead the process.

Section 5 The Ethics & Judiciary Committee

- A. The Ethics & Judiciary Committee shall be composed of a total of seven members, five of whom shall be the longest serving past presidents of ANPA who are still active members in good standing.
- B. The longest serving past president of ANPA available shall occupy the chair of this committee.
- C. Two other highly respected members of ANPA shall be chosen by the committee chair based on required expertise relative to the issue at hand.
- D. Ethics and Judiciary Committee will provide unbiased adjudication, advocacy and support as appropriate to members being evaluated for or undergoing actual disciplinary proceedings.

Section 6 The Budget and Finance Committee

The Treasurer will be the chairperson of this committee. Membership shall be comprised of the ANPA Chapter Treasurers.

Section 7 The Awards Committee

Members of the Awards Committee shall be assigned to the remaining Past Presidents who are not members of the Ethics Committee. Further, the Awards Committee shall appoint their own designated Chair who shall serve for 3 years. This is to ensure continual functionality of all Presidents who have served ANPA.

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 respects.
- C. A chapter shall require the approval of the Board of Directors before it shall 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 national organization and local chapter (when one exists).
- E. A chapter may represent an entire state, or only part of a state or a whole region or part of a region.
- F. Different chapters in a particular state may elect to merge and form a single state chapter or branch; or different regional chapters may elect to merge and form a single regional branch or chapter. But all such mergers shall require approval of the Board of Directors.
- G. Each chapter shall formulate its own rules and regulations, which shall not conflict or contraindicate the Bylaws of ANPA.
- H. Each chapter shall elect, by simple majority vote (>50%), the officers of the chapter, which shall include at least, the Chair, the Secretary and the Treasurer. The term of office of 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 National office shall resign from his/her local chapter office within (30) days of the national election.
- K. Each chapter shall formulate its own rules and regulations which must not conflict or contradict the Bylaws of ANPA.
- L. ANPA dues shall be paid to the chapters. If a member does not belong to any chapter, that member shall pay his or her dues to ANPA's National Treasurer.
- M. The Board of Directors shall determine from time to time, the proportion of membership dues that shall be paid to the state chapter.
- N. When dues are paid directly to the national treasury by a member who lives in a state where a local chapter exists, the Treasurer shall direct the member to the local chapter. Subject to local chapter membership dues requirement, a member may or may not owe additional dues to the local chapter.
- O. A chapter shall open a bank account and conduct business on behalf of its members. Such an account shall require the approval of the

national Executive Committee and two signatures of the local chapter officers. 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.

- P. The Executive Secretary shall maintain as the Secretariat, a roster of all the chapters, their respective chairs, the constituent members, their addresses, phone numbers and email addresses.

Section 2 State Branches and Regions

- A. ANPA state branches and regions may be formed subject to the procedure to be established by the Board of Directors.
- B. The rules and regulation of ANPA state branches or regions shall be subject to the review and approval by the Board of Directors.
- C. When there is a conflict in the interpretation of the rules and regulations of the component chapters, state branches or regions, the National ANPA Bylaws shall supersede.

Section 3 Provisional Chapter Rules and Regulations

- A. Upon the approval of the rules and regulations of ANPA chapters, branches or regions, the approved rules and regulations shall be submitted to review and ratification by the Board of Directors.
- B. A copy of the rules and regulations of ANPA chapters, branches or regions shall be available in the office of the Executive Secretary at all times.

Section 4 Suspension of Chapter Rules and Regulations

- A. Whenever a chapter is suspended or decertified for disciplinary reasons its rules and regulations 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 rules and regulations have been ratified by the Board of Directors for the new or re-certified chapter in question.

Section 5 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 ANPA if that chapter has engaged in activities detrimental to the

best interests of the Association or has engaged in activities which violate the Constitution of the organization or has taken official position contrary to that of ANPA or its Board of Directors or has knowingly violated any of the Bylaws, policies and procedures of ANPA as a parent association.

- B. A chapter may be suspended or expelled from ANPA for any severe infractions of ANPA's rules and regulations.
- C. Chapters 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 by the innocent 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 area may be formed with the approval of the Board of Directors on such terms and conditions as the Board of Directors shall determine.

ARTICLE XVI – ANPA FOUNDATION

- Section 1 ANPA shall have a foundation to give it additional tools to carry out its organizational goals and mandates with strong emphasis on philanthropy.
- Section 2 ANPA's representation and engagement with the foundation shall be determined by the Board of Directors and the general assembly.
- Section 3 The Board of Directors shall retain the power to review and amend, the foundation's rules of engagements and operation.
- Section 4 The Board of Directors shall review a financial report of the ANPA Foundation presented annually.

ARTICLE XVII – 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 & 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, President-Elect, Treasurer and Executive Secretary shall be registered with the bank(s) where the Association funds and accounts are held or kept.

- B. The national President and Treasurer shall be the regular signatories to any check, drafts, money orders issued, or other legal tenders paid out on behalf of the Association.
- C. Whenever and if necessary, as in the absence of the President or National Treasurer, any two (2) of the four (4) official signatories to the Association's accounts shall be acceptable for the operation of ANPA accounts.
- D. The Executive Secretary 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 or as otherwise recommended by the Budget & 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 received 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, an agent, or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter 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.

ARTICLE XVIII – INDEMINIFICATION

- 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 judgement 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 145 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 XIX – 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 XX – 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 XXI – LEGAL TRANSACTION OF BUSINESS

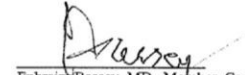
- Section 1 Quorum and Official Policies
- A. Unless otherwise specified in these Bylaws, the presence of a simple majority (greater than 50%) of voting members of the Board of Directors, or any committee or subcommittee of ANPA constitute a quorum for legal transaction of business.
 - B. Except where a greater vote is required by these Bylaws, the certificate of incorporation or any other applicable law, the decision of a simple 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-

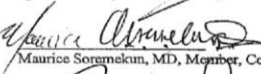
officio status shall have all the rights accorded to a member of such committee or Board, including the right to vote (only when there is a tie).

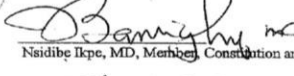
ARTICLE XXII – AMENDMENTS TO THE BYLAWS

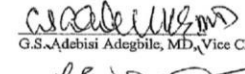
- Section 1 Amendments Initiated by the Board of Directors
- A. Amendments to these Bylaws may be initiated by a two-thirds vote of the members of the Board of Directors present at a duly convened meeting of the Board of Directors at which a quorum is established.
 - B. All proposed amendments to the 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 Amendments Initiated by an Individual Member
- A. Any active regular member of ANPA may make amendments to these Bylaws if the petition setting forth the text of the proposed amendments is signed by at least 5% of members in good standing and has been submitted to the Bylaws Committee who will comment before being forwarded to the Board of Directors at least ninety (90) days prior to the annual business meeting.
 - B. The Board of Directors will then discuss the proposed amendment and vote on it before ratification by the general assembly of ANPA members.
- Section 3 Ratification of Amendments
- A. Regardless of the method by which a proposed amendment is initiated, a 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.

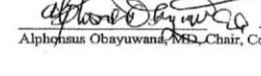
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Ephraim Bassey, MD, Member, Constitution and Bylaw Committee



Maurice Soremekun, MD, Member, Constitution and Bylaw Committee

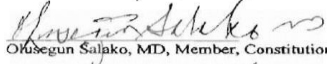

Nsidihe Ikpe, MD, Member, Constitution and Bylaw Committee

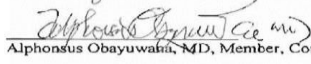

G.S. Adebisi Adegbile, MD, Vice Chair, Constitution and Bylaws Committee



Alphonsus Obayuwana, MD, Chair, Constitution and Bylaws Committee

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Charmaine Emelife, MD, Member, Constitutional and Bylaw Committee


Ousegun Salako, MD, Member, Constitution and Bylaw Committee


Alphonsus Obayuwana, MD, Member, Constitution and Bylaws Committee


Nkera Chukwumerije, MD, Chair, Constitution and Bylaws Committee

1. ANPA Bylaws Committee (2022):
Macaulay Oniugbo MD MBA MSc (Chair)
Kalu Ogbureke BDS DMSc JD MSc (Vice-Chair)
Lanre Jimoh MD (Secretary)
Adedoyin Ogunbi-Dosunmu MD
Chete Eze-Nliam MD
2. ANPA Bylaws Editors (2022):
Mercy Edionwe MD (Chair)
Macaulay Oniugbo MD MBA MSc
Alphonsus Obayuwana MD PhD CPC
3. ANPA Strategic Governance Subcommittee:
Macaulay Oniugbo MD MBA MSc (Chair)
Lanre Jimoh MD (Secretary)
Abraham Osinbowale MD
Iyore A. James MD
Kalu Ogbureke BDS DMSc JD MSc