



## **BYLAWS OF TOLEDO PHYSICIANS OF INDIAN ORIGIN, INC.**

### **ARTICLE 1**

#### **CODE OF REGULATIONS**

These regulations constitute the Code of Regulations adopted by the Corporation for the regulation and management of its affairs. The Corporation is a nonprofit Corporation as described in Section 1702.01 of the Ohio Revised Code. The Corporation is not organized for the pecuniary profit of its Directors, Officers or Members. The Corporation shall not declare nor distribute a dividend, and no part of its net earnings shall inure, directly or indirectly, to the benefit of any Director, Officer or Member, but the Corporation shall be entitled to make payments as set forth in Article 7 and any balance of money or assets remaining after the full payment of Corporate obligations of all and any kind shall be solely devoted to the educational and benevolent purposes of the Corporation.

### **ARTICLE 2**

#### **PURPOSES**

This Corporation is organized and shall be operated for the purposes set forth in the Corporation's Articles of Incorporation.

### **ARTICLE 3**

#### **POWERS**

Solely for the foregoing purposes, the Corporation shall have the powers set forth in the Corporation's Articles of Incorporation.

## **ARTICLE 4**

### **MEMBERSHIP**

#### **SECTION 1 - Voting Members**

There shall be three categories of members: voting, associate and honorary. Active membership is open to all physicians and dentists of Indian origin who are practicing in Ohio, who maintain high moral, ethical and professional standards as well as being a member of a charter organization. They shall have the right to vote and are eligible to hold office. Active members may become so by maintaining membership in a charter organization or paying dues directly to the Corporation. To be eligible to vote, one must have been a member for at least six months.

#### **SECTION 2 - Associate Members**

Physicians in training, dentists, medical scientists and medical students of Indian origin residing in Ohio. They shall have the right to vote but are not eligible to hold office.

#### **SECTION 3 - Honorary Members**

Honorary membership may be conferred by the Board of Directors upon physicians or members of the community who have shown outstanding achievements and special interest in this Corporation. Honorary members will not be eligible to vote or hold office.

## **ARTICLE 5**

### **DUES**

Chapters shall pay dues in an amount set by the Executive Committee per chapter voting member per annum. Once associated chapters' dues are paid in full, then their members shall be placed in the voting registry of the Corporation and they shall be able to take part in all of the associated activities of the Corporation.

## **ARTICLE 6**

### **ADMINISTRATION AND OFFICERS**

The governance of the Corporation shall be vested in the Executive Committee and Board of Directors. Officers, Directors and Members shall guide/conduct business for the Corporation using Robert's Rules of Order, unless otherwise specified in these Articles or Code of Regulations.

## **ARTICLE 7**

### **BOARD OF DIRECTORS**

#### **SECTION 1**

The Board of Directors shall have the ultimate authority for ensuring the fiscal welfare and financial stability of the Corporation, however, it shall not interfere with the regular operation of the Corporation, unless requested by the Executive Committee.

#### **SECTION 2**

In the event there is an impasse in the Executive Committee, at the request of the Executive Committee, the Board shall act as the arbitrator to resolve the dispute. The decision of the Board of Directors in these disputes shall be binding.

#### **SECTION 3**

The Board of Directors shall be the custodian of all the assets of the Corporation and shall make all decisions regarding disbursement of the funds in case of dissolution of the Corporation.

#### **SECTION 4**

The Board of Directors shall consist of at least seven (7) members who are either elected by the eligible voting membership or are a founding member of the Corporation. The founding members of the Corporation shall retain the position of Director until resignation and the others shall be elected by the local Chapters on a rotational basis.

#### **SECTION 5**

The term of the Directors shall be staggered so that no more than three (3) Directors are elected in any one year.

#### **SECTION 6**

The term of the Directors shall be limited to three (3) years, who shall serve until resignation, or removal for cause by an affirmative vote of a majority of the Members. Cause shall be defined as an action detrimental to the Corporation as determined in good faith by the remaining Directors.

#### **SECTION 7**

After January 1, 2016, members of the Board of Directors shall not be members of the Executive Committee.

## **SECTION 8**

A Chairperson of the Board shall be elected by the Board from among its members. The term of the Chairperson shall be limited to a maximum of two (2) years. The Chairperson shall be ex-officio, nonvoting member of the Executive Committee.

## **SECTION 9**

The Board shall act as the Trustee of the Endowment Fund of the Corporation. It shall be responsible for long range planning, for constitutional and legal matters, and for safeguarding the tangible assets of the Corporation. The Board of Directors is specifically required to pre-approve any expenditure item of more than \$5,000.00.

## **SECTION 10**

The Board shall meet either in person or via teleconference at least once a year. A record of the minutes of the meeting shall be maintained. The President of the Corporation shall attend the meetings of the Board as an ex-officio, non-voting member. Quorum consists of simple majority of members attending duly convened meetings, except for pre-approval of expenditure items of more than \$5,000.00 for which a minimal of five (5) affirmative votes are needed for passage of the item.

## **ARTICLE 8**

### **COMMITTEES**

#### **SECTION 1**

The following shall be the Standing Committees of the Corporation. The Chairpersons of these committees, with the exception of the Executive Committee, shall be appointed by the President and chosen from among the membership of the Corporation with preference given to members of the Executive Committee, unless otherwise stated in the following sections. Appointments to Chairperson by the President are subject to the approval of the Board of Directors. The remaining members of the committees may be selected from the voting, associate or honorary membership:

- A. Executive
- B. Special Programs and Entertainment
- C. Membership and Chapter Health
- D. Financial
- E. Medical Education and Research

- F. Publications and Public Relations
- G. Awards and Recognition Committee
- H. Endowment Fund Committee
- I. Grievance Committee

## **SECTION 2**

The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer and Immediate Past President. The quorum for any meeting of the Executive Committee shall consist of a simple majority.

## **SECTION 3**

The Chairperson of the Special Programs and Entertainment shall be selected from the General Membership or their spouses.

## **SECTION 4**

Endowment Fund Committee: This committee shall consist of at least five (5) members, two (2) of whom shall be from the Board of Directors. The Chairperson of the Committee must also be a member of the Board of Directors. The committee shall be responsible for raising funds for charitable causes, and shall make recommendations to the Executive Committee.

# **ARTICLE 9**

## **TERMS OF OFFICE**

### **SECTION 1**

The terms of office of the President, Vice President, Secretary, Treasurer and Immediate Past President shall be for a period of one (1) year. An individual may only serve in each office for one (1) term.

### **SECTION 2**

An officer of the Executive Committee shall first be elected to the position of Treasurer and after completing his/her term as Treasurer, shall continue on to become Secretary in the following term. After completing his/her term as Secretary, they shall continue to become Vice President. After completing their term as Vice President, they shall continue to become President. After completing their term as President, they shall finish out their service on the Executive Committee with a final term as Immediate Past President of the Corporation. The Treasurer shall be elected from the component Chapter of the officer completing his/her terms as the President.

### **SECTION 3**

In the event a member of the Executive Committee is unable to complete his/her term, a replacement shall be appointed upon recommendation from the President of the corresponding local chapter with the approval of the Board of Directors, to complete the remaining elected terms of the vacating member.

### **SECTION 4**

In the event the office of President is vacated, the succession shall be by the President of the corresponding local chapter.

## **ARTICLE 10**

### **ELECTIONS**

#### **SECTION 1**

The Membership and Chapter Health Committee shall coordinate with the respective local Chapter, whose turn is to send the Treasurer, to conduct election for the Treasurer following their own bylaws.

#### **SECTION 2**

The Membership and Chapter Health Committee shall also coordinate with local Chapters to elect Directors following their own bylaws.

## **ARTICLE 11**

### **DUTIES OF OFFICERS**

#### **SECTION 1 - Executive Committee**

- A. The Executive Committee shall have the duties and powers as ordinarily delegated to the governing board of a non-profit incorporated association. It shall govern and direct activities of the Corporation as described in this Code.
- B. It shall fill any vacancies of the office of Vice President, Secretary and Treasurer, and members of the Executive Committee by appointment in accordance with the provisions set forth in this Code. The vacancy shall be filled by a person from the same Chapter to which the office holding the position belonged.
- C. It shall appoint all standing committees and direct their activities.
- D. The Executive Committee shall determine the dues of the Corporation and review the

dues as necessary.

- E. It may remove by two-thirds vote any member from the rolls of the Corporation for conduct detrimental to the Corporation.
- F. Any member, officer or director removed from the Corporation under Article 11, Section I, paragraph E, may appeal such a decision by the Executive Committee and ask for vote by their membership. They may be re-instated by the approval of two-thirds majority of the membership entitled to vote.

## **SECTION 2 - President**

- A. The President shall be the Chief Executive Officer of the Corporation and shall perform all other duties incident to the office of President and such other duties as may be designated by the Executive Committee or Board of Directors.
- B. He/she shall preside at all meetings of the Executive Committee.
- C. He/she shall make such appointments as authorized by Code of Regulations, Executive Committee or Board of Directors.
- D. He/she shall designate all official delegates and representative to other groups.
- E. He/she shall appoint such Special and Ad Hoc Committees as may be necessary to further the Corporation's objectives and he/she may discontinue any such committee when its purpose has been served, in consultation with the Executive Committee or Board of Directors.

## **SECTION 3 - Vice President.**

- A. The Vice President shall perform the duties of the President in his/her absence.
- B. The Vice President may be assigned one or more special projects.

## **SECTION 4 - Secretary**

The Secretary shall keep the minutes of the meetings of the Corporation, the Executive Committee and Board of Directors, and perform all duties assigned to him/her by the President, Executive Committee or Board of Directors.

## **SECTION 5 - Treasurer**

- A. The Treasurer shall receive and be the custodian of the funds of the Corporation.
- B. He/she shall present to the Board of Directors a proposed budget for the ensuing fiscal

year and this budget in the final form shall be approved by the Board of Directors prior to the beginning of the fiscal year. Any single expenditure item of more than \$5,000.00 shall be pre-approved by the Board of Directors.

- C. He/she shall make a complete financial report at the annual business meeting of the Corporation. The financial report shall be compiled, reviewed or audited by a C.P.A. in accordance with the Board's decision.
- D. Endowment Fund: The Corporation shall establish an Endowment Fund distinct from other finances. It shall be maintained in an income earning account in a financial institution. Fifteen percent (15%) of the gross revenue for Endowment fund-raising events shall go toward administrative costs. Each year up to a maximum of fifty percent (50%) of the income from the fund-raising event may be used for worthy charitable cause(s).
- E. Funds may be added to the Endowment Fund by donations or by fund-raising events. After paying for the expenses and contribution to the charitable cause (for which the fund-raising event was held), the moneys generated from the fund-raising activity shall be added to the Corporation's Endowment Fund. All undesignated charitable contributions to the Corporation shall be deposited in the Endowment Fund account.
- F. CME Program profits shall be placed in a separate income earning account, and shall be used to ensure the quality of future programs.

## **ARTICLE 12**

### **MEETINGS**

#### **SECTION 1**

There shall be at least one vote of the entire membership each year at a place, or by online submission, at a date designated by the Executive Committee.

#### **SECTION 2**

The time and place of all meeting shall be decided by the Executive Committee. The notice of the time and place of all meetings, except those of the Executive Committee or Board of Directors shall be mailed to all officers and members at least forty-five (45) days prior to such meetings. Special meetings may be called by the President, by majority of the Executive Committee or Board of Directors, or by ten percent (10%) or twenty-five (25) members, whichever is the larger.

#### **SECTION 3**



The Executive Committee shall meet once very quarter or as needed, in person, to conduct its business. Supplemental meetings may be conducted via teleconference.

#### **SECTION 4**

If a member of the Executive Committee fails to attend three (3) consecutive meetings of the Executive Committee without a proper excuse, he/she may be dismissed from the governing body by two-thirds of its members.

#### **SECTION 5**

The quorum for any meeting of the Executive Committee or Board of Directors shall consist of a simple majority.

#### **SECTION 6**

Parliamentary Procedure - In the absence of any provision of the Code of the Corporation, Board of Directors, Executive Committee, and all Committee Members shall be guided by the Parliamentary Rules as used and contained in the current edition of the Roberts "Rules of Order".

### **ARTICLE 13**

#### **LIABILITY OF MEMBERS**

No member of the Corporation shall be personally liable to the creditors of the Corporation for any liability or indebtedness, and any and all creditors shall look only to the assets of the Corporation.

### **ARTICLE 14**

#### **AMENDMENTS**

#### **SECTION 1**

This Code of Regulation or any articles or sections or any part thereof may be amended, repealed or new Code adopted by the affirmative vote of two-thirds of those members entitled to vote at a meeting duly called and held for that purpose. The quorum for such a meeting shall be twenty percent (20%) or forty (40) members, whichever is the larger number of members entitled to vote.

#### **SECTION 2**

Any amendment may be proposed by resolution adopted by the Executive Committee or by at least ten (10) active members of the Corporation. Such proposed amendments shall then be submitted by the Executive Committee to the entire membership entitled to vote, at least forty-

five (45) days prior to calling a meeting for the purpose of amending this Code.

## **ARTICLE 15**

### **TAX EXEMPT**

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, (the Code), and an organization described in Section 501 (c) (3) of the Code. The Articles of Incorporation and these Regulations shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.