

CODE OF REGULATIONS
OF
TOLEDO PHYSICIANS OF INDIAN ORIGIN, INC.
(ASSOCIATION OF INDIAN PHYSICIANS OF OHIO, INC.)
AN OHIO NONPROFIT CORPORATION

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 currently residing or previously resided in **Toledo metropolitan area**, who maintain high moral, ethical and professional standards. They shall have the right to vote and are eligible to hold office. To be eligible to vote, one must have been a member for at least six months. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the Board of Directors.

SECTION 2 - Associate Members

Physicians in training, dental students, and medical students of Indian origin residing in **Toledo metropolitan area** are eligible for associate membership. They will not be eligible to vote or hold office. Membership is granted after completion and receipt of a membership application. All memberships shall be granted upon a majority vote of the Board of Directors. Associate members are required to be actively involved in the success of the organization.

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

Voting members shall pay dues in an amount set by the Board of Directors per

voting member per annum. Once membership dues are paid in full, then the 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. Continued membership is contingent upon being up-to-date on membership dues.

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 six (6) members who are either past Presidents of the Executive Committee or are founding members of the Corporation. The founding members of the Corporation shall retain the position of Director until resignation and the others will join the Board of Directors after completing their respective terms as President of Executive Committee.

SECTION 5

The term of the Directors shall be limited to three (3) years, except in cases of Founding Members, Murthy Gokula MD; Arjun Das MD; Maneesha Pandey MD; Sanjoy Banerjee MD; Srinivas Hejeebu DO; Rajendra Kattar MD; 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 6

After January 1, 2026, members of the Board of Directors shall not be members of the Executive Committee.

SECTION 7

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. In event of stalemate in the Board of Directors, the chairperson will be the tie-breaker.

SECTION 8

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 9

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.

SECTION 10

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time. Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full. Each member of the Board of Directors shall contribute at least one thousand cash dollars (\$1000) to the organization annually, all of which shall come from the tax deductible value paid for by the Board member, and received by the Corporation. No contribution credit shall be given for in-kind donations.

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 Committee

C. Membership and Nomination Committee

D. Medical Education and Research Committee

E. Publications and Public Relations

F. Awards and Recognition Committee

G. Philanthropy Committee

H. Grievance Committee

I. Finance 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

Philanthropy Committee: This committee shall consist of at least four (4) members, two (2) of whom shall be from the Board of Directors. The Chairperson of the Committee will be appointed by the President with the approval of executive committee. The committee shall be responsible for raising funds for charitable causes, and shall make recommendations to the Executive Committee.

SECTION 5

Finance Committee: The Treasurer is the chair of the Finance Committee, which includes three other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with executive committee. The executive committee must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income.

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 Secretary and after completing his/her term as Secretary, shall continue on to become Treasurer in the following term. After completing his/her term as Treasurer, 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 eligible voting membership following the officer completing his/her term as the President.

SECTION 3

In the event a member of the Executive Committee is unable to complete his/her term, the President of the Executive Committee with the approval of the Board of Directors will fill any vacancy until election can be held.

SECTION 4

In the event the office of President is vacated, the succession shall be by the Vice-President of the Executive Committee.

ARTICLE 10

SECTION 1

Election of Secretary: The Membership and Nominating Committee is responsible for presenting list of interested candidates from voting membership for the post of Secretary. The candidate list shall be approved by the Board of Directors. The election shall be held at the annual meeting of the voting membership body. The elected officer shall serve a term of one (1) year, commencing at the next meeting following the annual meeting. Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

SECTION 2

Removal of Officer: The Board of Directors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Executive Committee and select a successor till an election can be held for expelled officer(s) to complete the unexpired term. No officer of the Executive Committee shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

SECTION 3

Vacancies: The Membership and Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold office for the unexpired term in respect of which such vacancy occurred.

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 appoint all standing committees and direct their activities.
- C. The Executive Committee shall determine the dues of the Corporation and review the

dues as necessary.

D. It may remove by two-thirds vote any member from the rolls of the Corporation for conduct detrimental to the Corporation.

E. Any member, officer or director removed from the Corporation under Article 11, Section I, paragraph D, 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.

F. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

SECTION 3- Vice President

A. The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

B. The Vice President may be assigned one or more special projects.

SECTION 4 - Secretary

The Secretary shall attend all meetings of the Board of Directors, the Executive Committee, and all meetings of members. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings. He/She in concert with the President shall make the arrangements for all meetings of the Executive Committee and the annual meeting of the organization.
- b. He/she shall send notices of all meetings to the meeting attendees.
- c. He/She shall perform all official correspondence from Executive Committee as may be prescribed by the Executive Committee or the President.

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. It shall be the duty of the Treasurer to assist in direct audits of the funds of the Corporation according to funding source guidelines and generally accepted accounting principles.
- D. He/She shall perform such other duties as may be prescribed by the Executive Committee or the President under whose supervision he/she shall be.
- E. 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. He/she shall be responsible for annual tax filing.
- F. 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. The usage of the endowment fund is at discretion of the Board of Directors with a two-third majority approval.
- G. 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.

H. CME Program profits shall be placed in general operating 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 in person 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 at least once very quarter in person or via teleconference, to conduct its business.

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 Executive Committee 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

Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article 4 or Article 6 of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of a two-third majority of Directors then in office.

SECTION 2

Bylaws

Any amendment may be proposed by resolution adopted by a two-third majority of the Executive

Committee or by a two-third majority of the Board of Directors. 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. A two-third majority among voting membership is required for the amendment.

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.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 13 preceding pages, as the Bylaws of this corporation. ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

_____ Maneesha Pandey, President – Toledo Physicians of Indian Origin, Inc.

_____ Arjun Das, Vice President – Toledo Physicians of Indian Origin, Inc.

_____ Rajendra Kattar, Treasurer – Toledo Physicians of Indian Origin, Inc.

_____ Murthy Gokula, Past President – Toledo Physicians of Indian Origin, Inc.

_____ Sanjoy Banerjee, Member at Large – Toledo Physicians of Indian Origin, Inc.

_____ Srinivas Hejeebu, Secretary – Toledo Physicians of Indian Origin, Inc.

