

**CODE OF REGULATIONS OF AMERICAN ASSOCIATION OF  
PHYSICIANS OF INDIAN ORIGIN (AAPI) ARKANSAS, INC. (AN  
ARKANSAS NONPROFIT CORPORATION)**

The Arkansas Chapter of the American Association of Physicians of Indian Origin (“AAPI Arkansas” or the “Corporation”) is formed to address a need for cohesive action on the part of physicians and medical scientists of Indian heritage residing in the State of Arkansas. AAPI Arkansas was also formed to maintain the identity of this group of people to provide a forum for charitable, educational, cultural and scientific activities among the AAPI Arkansas's members.

The use of the word “Indian” as used throughout this document, is intended to refer to the Indian subcontinent of Asia. The use of the word “heritage” similarly, connotes ancestry.

The By-Laws (as stated herein) are effected as of the date set forth below when executed by the President and attested to by the Secretary.

**AAPI ARKANSAS BY-LAWS  
(Amended and Restated December 2023)**

**ARTICLE 1 – CODE OF REGULATIONS**

These regulations (the “the By-Laws”) 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 4-33-101 of the Arkansas Nonprofit Corporation Act of 1933 and section 501(c)(3) of the Internal Revenue Code. The Corporation is not organized for the pecuniary profit of the Governing Body, Board of Trustees or Members (General Body).

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 Governing Body Member, Board of trustees or General Body Member, but the Corporation shall be entitled to make payments as required 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 AAPI Arkansas.

**ARTICLE 2 – PURPOSES**

AAPI Arkansas is organized and shall be operated for the purposes set forth in the Corporation's Articles of Incorporation. AAPI Arkansas is formed to provide a forum for US licensed physicians (MD or equivalent), dentists, physicians in training, medical scientists, and medical students of Indian heritage and ancestry belonging to the Indian subcontinent residing in the State of Arkansas for scientific, educational, cultural and charitable purposes, and to advance mutual understanding and cooperation among other medical organizations in the United States of America and India. Other licensed Healthcare Providers and research associates of Indian origin are also represented as associate members.

## **ARTICLE 3 – POWERS**

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

## **ARTICLE 4 – MEMBERSHIP**

### **Section I – General**

A. Membership in AAPI Arkansas shall be open to all physicians, physicians in training, medical scientists, and medical students of Indian origin who maintain high moral, ethical, and professional standards and are committed to advancing the objectives of AAPI Arkansas and abiding by the By-Laws.

B. Unless stated otherwise, the annual membership term runs from January 1<sup>st</sup> through December 31<sup>st</sup> of each calendar year.

### **Section II – Categories of Membership**

**A. ACTIVE MEMBERS** – Active members shall be those who have paid the dues determined by the general body in a timely manner. Members include physicians & dentists in practice, medical scientists and physicians in training. The membership dues assessed for all categories shall be determined by the Governing Body, but the dues assessed for physicians in training shall be less than the dues for physicians in practice.

**B. ASSOCIATE MEMBERS** – Associate Members include licensed Healthcare Providers and research associates of Indian origin other than active members who have paid the dues and/or as defined by the governing body. This also includes students of medicine in the State of Arkansas who wish to promote the objectives of AAPI Arkansas. Student members shall not be assessed any dues for membership but may be assessed nominal charges as determined by the Governing Body to attend events.

**C. OTHER MEMBERS** – The Governing Body may from time to time create other special categories of membership.

### **Section III – Revocation**

A. Membership may be revoked for any member for deliberate violation of the AAPI Arkansas Articles of Incorporation or the By-Laws.

B. Revocation proceedings shall be initiated by the President with approval from the Governing Body.

C. The President shall, with the approval of the Governing Body, appoint a hearing committee that shall conduct an investigation and then issue a recommendation to the President and the Governing Body.

D. The Governing Body shall vote to accept or reject the hearing committee's recommendation with at least a three-fourth majority.

#### **Section IV – Impeachment**

A. If any member of an elected or appointed office or position misuses their office or is found guilty of misconduct or violating the objectives of the AAPI Arkansas Articles of Incorporation or the By-Laws for personal gain or misappropriating the funds of AAPI Arkansas or violate any state or federal law resulting in either civil conviction or a criminal offense and conviction, he or she shall be open to immediate impeachment and removal or forfeiture of his or her position. The Governing Body is authorized to immediately remove such a person temporarily from any position held within AAPI Arkansas, pending the final outcome of any proceedings.

B. An impeachment procedure may be initiated by a petition signed by at least one-fourth of the members of the Governing Body.

C. After an impeachment procedure is initiated as provided in the By-Laws, the Governing Body shall appoint a hearing committee to investigate the allegation and recommend necessary action to the Governing Body.

D. An impeachment can be affected only upon the affirmative vote of at least three-fourths of the Governing Body.

### **ARTICLE 5 – ORGANIZATION OF THE CORPORATE BODY**

#### **Section I – Components of the Corporate Body**

AAPI Arkansas shall be made up of all the current dues-paying voting members (General Body, the Governing Body and the Board of Trustees). The Board of Trustees shall consist of all Past Presidents, unless opted out by the member.

#### **Section II – General Body**

Subject to the Articles of Incorporation and the By-Laws, the General Body retains the ultimate authority of AAPI Arkansas.

A. The General Body shall consist of Voting Members as set forth in paragraph D of this section.

B. All Voting Members shall be notified at least 30 days before each General Body meeting.

C. The General Body meeting shall be open to all the voting members.

D. “Voting Members” of the General Body are herein defined as the active annual due paying members who are in good standing by May 31<sup>st</sup> of the then-current calendar year.

E. At the Annual General Body Meeting, the Members present and eligible to vote may conduct the business of the General Body. If a Voting Member makes a quorum call, the Presiding Officer shall decide if a quorum is present. (Twenty percent (20%) of the voting members registered at the annual convention constitute a quorum for that meeting of the General Body.) If, upon a quorum call, a quorum is not present as defined above, then the Presiding Officer may

entertain motions to recess, adjourn, or adjourn to reconvene at a later date (i.e. fix the time to which to reconvene).

In addition, the Presiding Officer may arrange for a mail-in ballot (Postal or Electronic) to decide specific and urgent issues scheduled for consideration at that meeting. A simple majority of the returned ballots shall decide the issues, so long as not otherwise required by the Articles of Incorporation or the laws governing such matters.

Once a quorum is established, the business of the meeting shall continue, and all actions at the meeting shall be binding, even if a quorum is not present at later times in the meeting. Voting, if done at this meeting, would need a simple majority of the members present at the time of voting.

At a General Body Meeting that is called for specifically by an announcement to the general membership with thirty (30) days prior notice, the voting members present at that meeting shall constitute a quorum, but only for consideration and voting on specific issues that were so notified as being on the agenda for that meeting, and so long as not otherwise required by the Articles of Incorporation or the By-Laws governing such matters.

### **Section III – Governing Body**

The Governing Body is the main deliberative body of AAPI Arkansas for policy creation and acts on behalf of the General Body. Only those members of the Governing Body who are paid members at the 1<sup>st</sup> Governing Body meeting of the year may be eligible to vote at the Governing Body meetings.

A. The President, President Elect, Vice Presidents, Secretary, Treasurer shall constitute the Office Bearers. The rest of the Governing Body members are addressed as Committee Members. The Office Bearers and the Committee Members are herein referred to collectively as the “Governing Body”.

B. Only active voting members of AAPI Arkansas within the membership of AAPI Arkansas as described by Article 4 shall be eligible for nomination and election to these offices. The nominees for Vice-Presidents, Secretary and Treasurer should be existing or past committee members who have served as a committee member for at least one year at the time of nomination in the immediate past three years and are/were actively involved in AAPI Arkansas as demonstrated by attendance in at least 50% of the Governing Body meetings in their active committee membership.

C. The nominee for President-elect should be an existing or past office bearer who has served as an office bearer for at least one year at the time of nomination within immediate past two years and are/were actively involved in AAPI Arkansas as demonstrated by attendance in at least 50% of the Governing Body meetings in their active committee membership.

D. The Governing Body shall provide leadership and execute policies approved by the organization.

E. The Governing Body shall direct the policies of the association in accordance with the provisions of the Articles of Incorporation and the By-Laws. The Governing Body shall set the membership dues for all categories of membership.

F. The Governing Body shall have the authority to act for and on behalf of AAPI Arkansas in

accordance with the policies set by the Governing Body, the Articles of Incorporation and the By-Laws.

G. Contracts, deeds, documents, and instruments shall be executed by the President and attested by the Secretary, Treasurer or other designated official.

H. Checks, notes, drafts, and demands for money shall be signed by the officer or officers designated from time to time by the Governing Body. If no designation is made by the Governing Body, checks, notes, drafts, and demands for money may be signed by any two office bearers.

I. The Governing Body shall meet not less than four (4) times per year in regular session. One such meeting shall occur during the Annual Convention, and such meeting constitutes the Annual Meeting of the Governing / General Body.

J. Notice of every meeting of the Governing Body (excepting only the Annual Meeting for which no notice shall be required) shall be sent by regular mail or electronic communication not less than seven (7) or more than thirty (30) days prior to the meeting. All such notices shall be signed by the Secretary or designate and shall specify the venue/place, date and time for the meeting.

K. A quorum for any meeting of the Governing Body shall consist of a simple majority of the Governing Body members eligible to vote at such a meeting.

L. The term of the Governing Body members shall be one calendar year, from January 1st to December 31st of the calendar year.

M. **Special Meetings:** The President may as he or she deems necessary, or the Secretary shall, upon the written request of at least 5 members of the Governing Body or 20% of the Voting Members of the General Body issue a call for a special meeting of the Governing Body.

N. In addition, either the Governing Body or BOT member may call a special meeting of the General Body.

O. Any member of the Governing Body who wishes to bring new business matters before the Governing Body meeting shall submit this business in writing to the Secretary, at least 10 days prior to the meeting of the Governing Body, for consideration by the Governing Body as to whether to include such new business on the agenda.

P. One member of the Women's committee shall be expected to be present at the decision-making events at the governing body meeting, without voting rights. This member will be nominated representative by the AAPI-AR Women Executive Committee (AWE-c) chairs, who will be alerted to the meeting (invited) by the Secretary.

Q. Charity donations and named scholarships: Being a nonprofit organization run by members, AAPI-AR can accept donations from any individual or organization in good standing in the State. However, for named scholarships, there shall be a minimum donation and a minimum period of commitment as determined by the governing body for that year. The individual scholarship shall be discussed and voted on in the governing body meeting after being vetted to the best of knowledge and in good faith by the governing body. The named scholarship shall be accepted or rejected by a simple majority vote.

#### **Section IV – Board of Trustees & Immediate Past President**

The Board of Trustees shall provide guidance to the Governing Body. The Board of Trustees shall play an active role with fundraising efforts and also guide the organization in charitable and scholarship activities.

The Board of Trustees shall include all eligible past presidents who are active voting member, current resident of Arkansas (excepted as noted below), and participated in at least 50% BOT meetings in their immediate past active year and have paid the dues for the current year. Additionally, if a BOT member is no longer residing in the state of Arkansas, they may continue as a BOT member for maximum of three years (attends 50% of BOT meetings remotely or in person, with dues paid) they retain the voting rights up to three years.

A. Any past president who does not want to be included in the BOT need to opt out before the first BOT meeting of the year and will not be eligible to return to BOT in the same year.

B. The Past Presidents will elect a Chair-person of the Board of Trustees. The Chair-person will serve for a period of two years for a maximum of one term. This rule can be waived by the BOT with a two-thirds majority vote of the quorum.

C. A quorum for any meeting of the Board of Trustees shall consist of a simple majority of the BOT members eligible to vote and present at such a meeting.

D. The Board of Trustees will use two-thirds majority of the BOT members eligible to vote and present at meetings for decision making.

E. The Board of Trustees will oversee the core activities of the organization executed by the Governing Body to ensure compliance and commitment to the mission and values of the organization.

F. All financial transactions at or over \$5,000 (Five Thousand Dollars) to any individual or entity as approved by the Governing Body will need approval from the Board of Trustees before it can be disbursed, unless part of preapproved budget by BOT.

G. The Board of Trustees will be responsible for the yearly nomination and election process for the positions in the Governing Body, as detailed in Article 10- Elections.

H. In case of discrepancy over the above two issues, the Board of Trustees decision will prevail over the Governing Body decision.

I. At least two (2) BOT members, as decided by the Chair, on a rotating basis, will need to be present in all Governing Body meetings.

J. The Immediate Past President will be an automatic invitee to the Governing Body meetings in the year following their term in order to maintain continuity. They will use their experience to guide the Governing Body in the smooth functioning of the organization. The immediate Past President will automatically become a voting member in Board of Trustees.

K. Any Governing Body member can take issue up for voting to the BOT in case of disagreements.

## **ARTICLE 6 – DUTIES OF OFFICERS**

### **Section I – President**

The President shall be the Chief Executive Officer of AAPI Arkansas and shall perform all duties incident to the office of the President. The Governing Body may assign such other duties as it may deem proper, necessary or useful. The President shall preside at all meetings of AAPI Arkansas and the Governing Body. The President shall make such appointments as are required or authorized by the Articles of Incorporation, the By-Laws and the Governing Body.

No President may serve more than two terms in the office. A term of office shall be defined as one year.

A. The President may execute (with the Secretary or any other proper officer of AAPI Arkansas as authorized by the Governing Body) any deeds, mortgages, bonds, contracts or other instruments which the Governing Body has authorized to be executed, except in cases where the signing and execution thereof shall be expressly reserved unto the Governing Body.

B. The President shall designate all official delegates and representatives to other organizations and shall appoint members to such special and ad hoc committees as may be necessary to further the AAPI Arkansas objectives. The President may discontinue any such committee when its purpose has been served, or its purpose is no longer desirable or attainable, in consultation with the Governing Body.

C. The President and members of the Governing Body shall be jointly responsible to the Governing Body and General Body.

D. In the event of any disagreements in the execution of the policies of AAPI Arkansas, the President shall take the issue to the BOT, whose decision shall be binding on all parties concerned.

E. The President, however, shall be required to validate his or her decision either before or as soon as possible after the event by a majority vote of the Governing Body. If the President fails to accomplish such validation, the majority decision of the Governing Body shall prevail. Prior approval by the Governing Body is mandatory for any decision involving financial transactions on behalf of AAPI Arkansas, which may result in material financial consequences for or to AAPI Arkansas.

### **Section II – President-Elect**

The President-Elect shall assist the President and fulfill the President's duties in his or her absence for any reason.

The President-Elect shall automatically succeed to the office of the President at the end of the President's term of office.

The President-Elect shall perform such other duties as may be assigned by the President.

If the President is unable to complete his or her term due to ill health, death or any other reason, the President-Elect shall discharge the responsibilities of the President until completion of the President's term and thereafter, to serve his or her own elected term as President.

### **Section III – Vice President/Vice Presidents**

The Vice Presidents shall assist the President, Treasurer, and Secretary as needed at the direction of the President as follows:

- A. **Vice President (Activities):** Shall assist with organizing the activities of AAPI Arkansas, including but not limited to dinner talks, the annual convention and associated events, welcome and holiday meetings. The Vice President (Activities) shall work in close association with the Secretary on all the above issues.
- B. **Vice President (Charity):** Shall assist and coordinate all charitable and fundraising activities of the organization. The Vice President (Charity) shall provide counsel to the Governing Body on various charitable activities conducted by AAPI Arkansas.
- C. **Vice President (Membership):** Shall assist and coordinate in increasing the membership potential and outreach of AAPI Arkansas. The Vice President (Membership) shall lead efforts to increase and retain members of AAPI Arkansas and improve the membership services for its members.
- D. **Vice President (Research, Education and Scholarship):** Shall assist and coordinate all activities of research, education and scholarship of the organization. The Vice President (research, education, and scholarship) shall provide counsel to the Governing Body on various educational and scholarship activities conducted by AAPI Arkansas.
- E. **Vice President (Pharma Sponsorship and Liaison):** Shall assist and coordinate all pharma sponsorship and liaison activities of the organization. The Vice President (Pharma sponsorship and liaison) shall provide counsel to the Governing Body on various liaison and sponsorship activities conducted by AAPI Arkansas.
- F. **Vice President (Regional -Hot Springs, North-West Arkansas, Batesville and North-East Arkansas).** Any member who wants to serve in this position should have served as a Committee Member for at least one year at the time of nomination (Article 5, Section III B). The regional Vice-Presidents shall conduct local events, be engaged in charity and scholarship fundraising, and support AAPI Arkansas in its mission and vision, as per criteria set and agreed by each year's Governing Body and BOT.

### **Section IV – Secretary**

- A. Keep an account of all the minutes of all meetings and an updated list of all members of AAPI Arkansas;
- B. Issue an agenda of all regular and special meetings after consultation with the Governing Body;
- C. Keep a copy of all official correspondence from and to AAPI Arkansas, including newsletters and program brochures for the activities from AAPI Arkansas and reports submitted;
- D. Keep an attendance record of all meetings of AAPI Arkansas;
- E. Be custodian of the Articles of Incorporation, the By-Laws and any amendments thereto;
- F. Inform committee members of their appointment and their assigned duties;

- G. See that all books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed,
- H. Perform such duties and exercise such other powers as may be assigned by the Governing Body in the same capacity,
- I. Be a member of the Governing Body as its Secretary,
- J. Be responsible for transferring all the records of AAPI Arkansas, within 90 days after the Annual Meeting to the incoming Secretary.
- K. The secretary can perform all of the above duties in co-ordination with administrative directors or such person as designated by the secretary.

### **Section V – Treasurer**

Unless otherwise directed by the Governing Body, the Treasurer shall be the sole fiscal officer and the only authorized person empowered to have custody of the financial accounts of AAPI Arkansas, subject to audit powers of the BOT, Governing Body, the General Body and any outside auditors AAPI Arkansas may select.

The Treasurer shall:

- A. Be responsible for issuing notice and collection of all dues and deposit the same in such banks or trust companies as the Governing Body may designate;
- B. Be in charge of all the accounts of AAPI Arkansas;
- C. Have custody of all accounts, receipts and disbursements, which shall be open at all reasonable times to inspection by the Governing Body;
- D. Submit a financial report to the Governing Body at its annual meeting and at regularly held Governing Body meetings. If the Governing Body requires he or she shall give a bond with such surety and in such amount as the Governing Body may designate;
- E. Perform such other duties and exercise such other powers and duties incident to the office of the Treasurer and as may be assigned by the President or the Governing Body or otherwise as may be required by law;
- F. Transfer to the next Treasurer within 30 days of the assumption of office by the latter, all accounts of AAPI Arkansas.
- G. File all tax returns with the Internal Revenue Service for the year in which the office was held (with the assistance of professional tax consultants designated by the Governing Body).

### **ARTICLE 7 – CONVENTIONS**

AAPI Arkansas shall conduct an Annual Convention each year for its members (unless otherwise decided by the Governing Body).

Any AAPI Arkansas member (who is currently in good standing) may invite their immediate family members to the annual meetings. Non-physician guests of AAPI Arkansas members who

are not immediate family members can be invited only upon prior approval by the Governing Body and may require payment of a guest fee as determined by the Governing Body.

## **ARTICLE 8 – GENERAL BODY MEETINGS AND AGENDA**

- A. Robert’s Rules of Order shall be used to govern all meetings of AAPI Arkansas in all cases where they are applicable, except where they are inconsistent with the Articles of Incorporation, or the By Laws.
- B. The Governing Body shall set the agenda of the General Body meeting and any other meetings.
- C. Any Voting Member who wishes to bring new business matters before the General Body meeting shall submit this business in writing to the Secretary, at least thirty (30) days prior to the meeting of the General Body, for consideration by the Governing Body as to whether to include such new business on the agenda.
- D. Items not placed on the agenda by the Governing Body for consideration at the General Body meeting may only be placed on the agenda during the General Body meeting upon the affirmative vote of at least a majority of the active Voting Members present.
- E. Time shall be provided at each meeting for members to introduce a question, which when approved by a majority, would be placed on the agenda for future discussion during subsequent meetings.

## **ARTICLE 9 – DUES**

### **Section I – Determination of Annual Dues**

Annual dues will be determined by the Governing Body and approved by the General Body during the Annual Meeting. Annual dues may be adjusted on a periodic basis by the Governing Body to serve the needs of AAPI Arkansas and the same shall be executed upon approval by the General Body.

### **Section II – Exemptions**

Student members will not be required to pay dues and shall not have any vote. They will be assessed a nominal fee to attend events as determined by the Governing Body.

### **Section III – Due Date**

Annual membership fees will be due by March 31st of each year.

## **ARTICLE 10 – ELECTIONS**

### **Section I – Call for Nominations**

The BOT shall invite nominations from the Voting Members for all positions listed - President-

Elect, Vice Presidents (5), Regional Vice Presidents (4), Secretary, Treasurer, and 4 out of 8 Committee Members (total GB not exceeding 21), on the March 1<sup>st</sup> for service in the following calendar year. The remaining 4 Committee Members will be appointed by the current year President-Elect to be served in their Governing body. In addition, a resident representative may be inducted into Governing Body. They will have not have voting rights in the governing body.

Any voting member in good standing can make nominations on behalf of the candidates or the candidate may nominate himself. The nominees must be paid members by March 31<sup>st</sup>. The last date for filing nominations shall be 30 days from the date of announcement (March 31<sup>st</sup>) each year. No nominations shall be allowed after that date.

If no nominations are received for any of the above positions, the current year President-Elect shall nominate a member to fill the position(s) who shall be approved by two thirds majority of the BOT. All positions (elected or nominated) must meet the eligibility criteria as set forth in Article 5, section III B.

## **Section II – Announcement of the Slate of Candidates**

- A. The BOT shall announce to all the candidates the slate of nominees for all positions by April 30<sup>th</sup>.
- B. The Candidates may withdraw from the election by writing to the BOT ten (10) days after this announcement.
- C. Only members who have paid annual dues by May 31st are eligible to vote.

## **Section III – The Election Process**

The elections for the following year will be held following the nominations, in the months June or July, and results will be announced by August 1<sup>st</sup> for the next year to allow for an orderly transition of officers.

The BOT will be responsible for annual election proceedings, including the election of the Governing Body. If needed a third party or independent election commission appointed by BOT may be used to conduct the election.

- A. The voting members (as previously provided herein) shall have the right to vote. No proxy vote is permitted. Each voting member shall have one vote for each vacant office.
- B. The Secretary of AAPI Arkansas shall certify the list of Voting Members each year. The elections shall be conducted by a mail ballot or email.
- A. The results of the election shall be announced by the BOT or the Election commission appointed by the BOT.
- B. In the event of a tie for any of the above positions, a runoff election will be conducted by the BOT within a reasonable period of time.

## **Section IV – Recount of Election Ballots:**

Requests for a recount will be permitted only from an affected candidate and only when made in

writing to the BOT within seven (7) days after the announcement of the results. If the winning margin is 10 votes or less, then AAPI Arkansas shall conduct the recount without expense to the candidate. If the winning margin is more than 10 votes, the candidate requesting the recount shall bear the cost of the recount. One representative of the contesting candidate and one representative for each of the other candidates for the same position shall be permitted to observe the recount. Only one recount for any one position shall be permitted. The recount result shall be binding on all parties.

### **Section V – Inspectors**

- A. The Secretary shall be responsible for receiving the ballots, to supervise their counting and tabulation, and to declare the results. Ballots should be preserved until the next election.
- B. The candidates may request the appointment of election inspectors no later than thirty (30) days before the election date. In case such a request is made, the Governing Body shall appoint one or more inspectors to oversee the conduct of the election.

### **Section VI – Resignation or Death of Elected Officials**

In the event of the death of the President-Elect, a special election shall be conducted by mail ballot within sixty (60) days thereof. Vacancies due to the death or resignation of any other elected official shall be filled by the President and confirmed by the Governing Body at its next meeting.

## **ARTICLE 11 – AMENDMENTS AND ADOPTION**

### **Section I – Amendment**

- A. Any proposed amendment to the By-Laws may be initiated at any General Body or Governing Body meeting with the concurrence of not less than five (5) voting members whose concurrence is evidenced by their signatures.
- B. The proposed amendment, duly initiated, shall be referred to the Governing Body and the Board of Trustees for consideration and as provided in the By-Laws.
- C. The recommendation of the Governing Body shall be submitted to the General Body for consideration and approval.

The recommendations shall be transmitted either via USPS mail or via email to the members of the General Body for comments and feedback to be received within seven (7) days of the transmission of the same. On approval by the General Body (by a simple majority) the proposed amendment shall be incorporated into the By Laws with immediate effect.

D. Notwithstanding anything to the contrary provided in the By-Laws, in the event of a conflict between any provision of the Articles of Incorporation and the By-Laws, the provisions contained in the Articles of Incorporation shall be given precedence and priority over the conflicting provision in the By-Laws.

E. The By-Laws have been duly adopted in accordance with the Articles of Incorporation and applicable state and federal laws.

F. A standing Bylaws committee of five general body member volunteers shall review bylaws at least every five years for relevance and updates. This committee shall be formed at the president's and BOT chair's invitation. If no changes are deemed necessary, the bylaws shall be adopted as such. If changes are indicated, the committee shall make the said suggestions and go through the approval process as described above(A,B,C)

### **ARTICLE 12 – LIABILITY OF MEMBERS**

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

### **ARTICLE 13 – TAX EXEMPT**

**The Purpose for which this corporation is organized:** Said organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Exigency and Catastrophic Event** - AAPI Arkansas's goals and missions would include providing support and assisting any AAPI member and or his/her family members or any community member who have had a catastrophic life event. A separate fund account shall be established and maintained for this specific purpose. The President-Elect of AAPI Arkansas shall be the designated lead of this fund. The contributions received to this account shall be raised independently and cannot be funded from any other AAPI Arkansas accounts. The Governing Body shall approve the distribution of the funds from this account in consultation with the Board of Trustees based on specific requests and circumstances.

**Power of the corporation:** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

AAPI Arkansas is a secular organization and its mission and all its activities are not affiliated with any religion.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section

170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**IN WITNESS WHEREOF**, AAPI Arkansas has caused its corporate name to be subscribed by the authorized officer set forth below, who hereby verifies that the statements contained in the foregoing By Laws are true and correct to the best of his or her knowledge and belief, and duly attested by its Secretary on this \_\_\_\_\_ day of December 2023.

**By:**

\_\_\_\_\_  
Srinivasa B Gokarakonda, MD MPH  
President, AAPI Arkansas

**ATTEST:**

\_\_\_\_\_  
Nihit Kumar, M.D  
Secretary, AAPI Arkansas