

## **ASSOCIATION OF PHYSICIANS OF INDIAN ORIGIN - Bylaws**

### **PREAMBLE**

The WASHINGTON ASSOCIATION OF PHYSICIANS OF INDIAN ORIGIN (the 'WAPI') was formed to address a need for cohesive action on the part of physicians, dentists and other medical scientists, of Indian heritage, residing in the State of Washington. The WAPI was also formed to maintain the identity of this group of people, to provide a forum for scientific, educational, cultural, charitable and social interaction among the WAPI's members.

The term 'Indian' is used throughout these bylaws in an ethnic sense and is meant exclusively to pertain to the Indian subcontinent of Asia. The word 'heritage' similarly, connotes ancestry.

### **ARTICLE I – OBJECTIVES**

The objectives of the WAPI are, in addition to and not in substitution of those stated in the WAPI's Articles of Incorporation, the following:

- A. To bring together individuals and organizations of physicians, dentists and other medical scientists of Indian heritage practicing in the United States under one umbrella organization.
- B. WAPI was organized exclusively for scientific, educational, cultural and charitable purposes.
- C. To assist medical and dental students and students of the human sciences, physicians and dentists to obtain scientific training in the United States of America (the 'United States').
- D. To conduct seminars and other educational programs to acquaint members of new scientific developments in the field of human medicine.
- E. To support and foster the availability of medical assistance to indigent people in the United States.
- F. To make contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any succeeding section or future United States Internal Revenue Code Section.
- G. To provide mutual understanding and cooperation between other medical societies in the United States and India.
- H. To maintain a directory of physicians of Indian origin in State of Washington..

I. To provide other member services as needed.

## **ARTICLE II – MEMBERSHIP**

### **Section 2.1 – General**

Membership in the WAPI shall be open to any physician or dentist of Indian heritage and other physicians in the US who wish to promote the mission of the WAPI and make continuing contributions towards the goals of WAPI, or organizations representing or comprised of physicians, dentists or scientists in the field of the human sciences, and who are of Indian heritage in the United States. Membership shall also be open to any student, student group or organization made up of students of Indian heritage and other students in the US who wish to promote the mission of the WAPI and make continuing contributions towards the goals of WAPI, studying or training in the United States, in the area of the human sciences.

### **Section 2.2 - Categories of Membership**

Members shall be divided into the following categories:

#### **A. ACTIVE MEMBERS:**

Active members shall be:

1. Annual members who have paid the dues assessed to them, by the Governing Body, in a timely fashion when due.
2. Patron members admitted after a single payment of the Patron member dues assessed to them, by the Governing Body.

#### **B.ASSOCIATE MEMBERS:**

Associate members shall be those persons engaged in professions or career in the human sciences other than medicine and dentistry.

#### **C.MEDICAL STUDENTS AND RESIDENTS:**

Residents, fellows, and students of medicine and dentistry, in approved training programs in the United States, who wish to promote the mission of the WAPI, will be eligible for membership. They will be exempt from dues.

#### **D.YOUNG PHYSICIANS**

Physicians who have completed their training and are in their first two years of practice of medicine and who wish to promote the mission of the WAPI will be welcome to be members. They would be exempt from dues.

#### **E.SPONSOR MEMBERS:**

Industrial partners of AAPI who sponsor programs and activities of AAPI and satisfy criteria as set by the Executive Committee from time to time may be admitted as sponsor members for the duration of their sponsorship.

#### **F.OTHER MEMBERS:**

The Governing Body may from time to time create other special categories of membership.

#### **Section 2.3 – Revocation**

- A. Membership may be denied or revoked for any member for deliberate violation of the WAPI s Articles of Incorporation or By-laws.
- B. The President, with the approval of the Executive Committee, shall appoint a hearing committee for investigation and recommendations regarding the revocation of any member or membership in question.
- C. The hearing committee shall follow a mechanism adopted by the Governing Body and consistently applied, before making its recommendations to the Governing Body as to what action, if any is recommended.
- D. The Governing Body shall decide, by a two-thirds majority vote, to adopt or reject the recommendations of the hearing committee.

#### **Section 2.4 – Impeachment**

- A. If any member to an elected or appointed office or position misuses their office or are guilty of misconduct or violate the objectives of the WAPI 's Article of Incorporation or By-laws, for personal gain or misappropriate the funds of the WAPI or violate the law resulting in civil liability or a criminal offense and conviction, he or she shall be liable for impeachment or forfeiture of his or her position, immediately. Further, the Governing Body is authorized to remove such a person temporarily from the position held in the WAPI, pending the final outcome of the judicial proceeding.
- 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 these By-laws, then the Governing Body shall appoint a hearing committee to investigate the allegation and recommend necessary action to the Governing Body. The hearing committee shall follow a mechanism adopted by the Governing Body and consistently applied.

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

### **ARTICLE III - ORGANIZATION OF THE CORPORATE BODY**

#### **Section 3.1 - Components of the Corporate Body**

The WAPI shall be made up of all the members (also known as the General Body), the Governing Body and the Executive Committee.

#### **Section 3.2 - General Body**

Subject to the WAPI's Articles of Incorporation and these By-laws, the General Body retains the ultimate authority of the WAPI.

A. General Body shall consist of voting members as set forth in paragraph D of this section.

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

C. Voting members of the General Body shall be determined as follows:

1. Patron members.

2. Dues paying members.

D. At the annual General Body Meeting, those members present and eligible to vote may conduct the business of the General Body. If a member eligible to vote 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. 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.

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 adjourn). In addition, the Presiding Officer may arrange for a mail-in ballot 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.

At a General Body Meeting that is called for specifically by announcement to the general membership in the WAPI's newsletter or similar publications 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 laws governing such matters.

### **Section 3.3 - Governing Body**

The Governing Body is the main deliberative body of the WAPI for policy creation and acts on behalf of the General Body. Only those members of the Governing Body who are also Voting Members of the General Body as defined under Section 3.2 D may be eligible to vote at the Governing Body.

A. Governing Body shall be composed of the Executive Committee and the Chairs of all the standing committees.

B. The Governing Body shall direct the policies of the Association. It may fill any vacancies in the Governing Body by appointment, in accordance with the provisions of the Articles of Incorporation and these By-laws. It shall create all standing committees and set policy for their activities. The Governing Body shall set the membership dues for all categories of membership.

C. The Governing Body shall meet not less than three (3) times per year in regular session.

D. Special Meetings: The President may as he or she deems necessary or the Secretary shall, upon the written request of 30% of the voting members of the Governing Body, issue a call for a special meeting of the Governing Body.

E. A quorum for any meeting of the Governing Body shall consist of 60% of the Governing Body members registered at the respective meeting.

F. In addition, either the Governing Body or the Executive Committee may call a special meeting of the General Body or the Governing Body.

G. 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 30 days prior to the meeting of the Governing Body, for consideration by the Executive Committee as to whether to include such new business on the agenda.

### **Section 3.4 - Executive Committee**

The Executive Committee shall provide leadership and execute policies as approved by the Governing Body and the General Body.

A. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, Presidents of the WAPI Medical Student Resident Section and the Young Physicians' section. The Executive Committee shall have the authority to act for and on behalf of the WAPI in accordance with the policies set by the Governing Body.

B. Contracts, deeds, documents and instruments, shall be executed by the President and attested by the Secretary or the Treasurer.

C. Checks, notes, drafts and demands for money shall be signed by the officer or officers; designated from time to time by the Executive Committee. In the event no designation is made by the Executive Committee checks, any two officers may sign notes, drafts and demands for money.

D. Only active members of the WAPI within the membership of the WAPI as described by Article III shall be eligible for nomination and election to these offices.

E. The Executive Committee shall meet not less than four (4) times per year in regular session.

1.Special Meetings: The President, may as he or she deems necessary or the Secretary shall at the written request of members of the Executive Committee, issue a call for a Special Meeting of the Executive Committee.

2.Notice of every meeting of the Executive Committee, excepting only the Annual Meeting for which no notice shall be required, shall be mailed to the last address on the WAPI' s books for each member of the Executive Committee, n All such notices shall be signed by the Secretary and shall specify the place, date and time for the meeting.

F.A quorum for any meeting of the Executive Committee shall consist of at least a simple majority of the Executive Committee members eligible to vote at such a meeting.

Section 3.5 Board of Trustees (*this section is adopted by general body meeting on 3/19/05, See last page*)

### **ARTICLE IV - DUTIES OF OFFICERS**

No elected officer shall serve more than two consecutive terms in the same office. A term of office will be one year.

#### **Section 4.1 – President**

The President shall be the Chief Executive Officer of the WAPI and shall perform all duties incident to the office of the President and the Governing Body may assign such other duties, as it may deem proper, necessary or useful. He or she shall preside at all meetings of the WAPI, the Executive Committee and of the Governing Body. He or she shall make such appointments as are required or authorized by the Articles of Incorporation, these By-laws and by the Governing Body. He or she may execute, with the Secretary or any other proper officer of the WAPI 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. He or she 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 WAPI's 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 Executive Committee. The President and members of the Executive Committee will be jointly responsible to the Governing Body.

In the event of any disagreements in the execution of the policies of the WAPI, the President shall make the final decision, which shall be binding on all parties concerned. The President, however, shall be required to validate his or her decision either before or as soon as possible after the event by majority vote of the Executive Committee. If the President fails to accomplish such validation, the majority decision of the Executive Committee shall prevail. Prior approval by the Executive Committee is mandatory for any decision involving financial transactions on behalf of the WAPI with may result in significant financial consequences for the WAPI.

#### **Section 4.2 - Past President**

The past president shall become the Chair of the Nomination Committee

#### **Section 4.3 - Vice President**

The Vice President shall assist the President, Treasurer and Secretary as needed at the direction of the President. The Vice President shall serve as the Chair of the Membership Committee.

#### **Section 4.4 – Secretary**

The Secretary shall:

- A. Keep an account of all the minutes of all meetings;

- B. Maintain an updated list of all members of the WAPI;
- C. Issue an agenda of all regular and special meetings after consultation with the Executive Committee;
- D. Keep a copy of all official correspondence from and to the WAPI, including newsletters and program brochures for the activities from the WAPI and reports submitted by the Committee's Chairpersons;
- E. Keep an attendance record of all meetings of the WAPI;
- F. Be custodian of the Articles of Incorporation, By-laws and amendments thereto;
- G. Notify committee members of their appointment and their assigned duties;
- H. 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,
- I. Perform such duties and exercise such other powers as may be assigned by the Executive Committee in the same capacity,
- J. Be a member of the Executive Committee as its secretary,
- K. Be responsible for transferring all the records of the WAPI, within 30 days after the Annual Meeting, to the incoming Secretary.
- L. Be responsible for sending notices for dues and receiving payments. The payments will be recorded and transferred to the Treasurer.

#### **Section 4.5 – Treasurer**

Unless otherwise directed by the Governing Body, the Treasurer will be the sole fiscal officer and the only authorized person empowered to have custody of the financial accounts of the WAPI, subject to audit powers of the Executive Committee, the Governing Body and any outside auditors the WAPI may select.

The Treasurer shall:

- A. Be in charge of all the accounts of the WAPI;
- B. Have custody of all accounts, receipts and disbursements which shall be open at all reasonable times to inspection by the Executive Committee;
- C. Submit a financial report to the Executive Committee at its annual meeting and at regularly held Executive meetings. If the Executive Committee requires he or

she shall give a bond with such surety and in such amount as the Executive Committee may designate;

D. 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 Executive Committee or otherwise as may be required by law;

E. Transfer to the next Treasurer within 30 days of the assumption of office by the latter, all accounts of the WAPI;

F. File all income tax returns with the Internal Revenue Service for the year in which the office was held.

G. Any disbursement of over \$250, two hundred fifty dollars will require two approved signature. Members of the executive committee will have their signatures approved with the financial institution where WAPI's business is conducted.

*H. Prior to hiring a family member of a WAPI officer, permission will be obtained from the governing body for a compensation amount of over \$250. The President may authorize an amount up to \$250 and inform the governing body of that action.*

#### **ARTICLE V - GENERAL BODY MEETINGS AND AGENDA**

A. Robert's Rules of Order shall be used to govern all meetings of the WAPI in all cases where they are applicable, except where they are inconsistent with the Articles of Incorporation, or these By-laws.

B. The Executive Committee will set the agenda of the General Body meeting and any special meetings.

C. Any member who wishes to bring new business matters before the General Body meeting shall submit this business in writing to the Secretary, at least 30 days prior to the meeting of the General Body, for consideration by the Executive Committee as to whether to include such new business on the agenda.

D. Items not placed on the agenda by the Executive Committee 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 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 VI – COMMITTEES**

## **Section 6.1 - Committee Nomenclature**

### **Standing Committees**

The term of each Standing Committee shall be one year. The following shall be the standing committees:

- A. Articles of Incorporation and By-laws Committee;
- B. Charitable Foundation Committee (the 'Charitable Foundation');
- C. Continuing Medical Education Committee;
- D. Ethics and Grievances Committee;
- E. Legislative Affairs and liaison Committee;
- F. Membership Committee;
- G. Publications and Newsletter Committee;

## **Section 6.2 - Committee Chair**

The term of office for each Committee Chair will be one year. The President may renew terms of office through reappointment, with the concurrence of the Governing Body. The Chair of each committee shall be appointed by the President Elect and approved by the Governing Body at the spring meeting just preceding the year for which the appointments are made. The President shall be an ex-officio member of all the committees, except the Nomination Committee.

## **Section 6.3 - Committee Membership**

Members of each standing committee, except the Nomination Committee, shall be recommended by the Chair of each Committee and will be appointed by the President. Members and chairs of all standing committees shall be Voting Members of the General Body. Persons or entities not eligible for WAPI membership may be appointed as non-voting advisors to committees because of their expertise or any special value they bring to the committee.

## **Section 6.4 - Quorum**

A majority of the members of any committee shall constitute a quorum for any meeting of each respective committee.

## **Section 6.5 - Minutes of Committee Proceedings**

Each committee shall submit the minutes of its meeting to the Secretary within ten (10) days after the meeting.

## **Section 6.6 - Membership Committee**

A. The Membership Committee shall consist of at least three members. The Vice President shall serve as a member of the Membership Committee.

B. The Committee is responsible to assist the Secretary to maintain and update the membership roster and to recruit new member organizations and members to the WAPI.

#### **Section 6.7 – Articles of Incorporation and By-laws Committee**

A. The Articles of Incorporation and Bylaws Committee shall consist of at least (3) members. The Vice President shall be the Chair of the Articles of Incorporation and By-laws Committee.

B. It will be the Committee's responsibility to review the Articles of Incorporation and By-laws at least once a year and endorse them, or suggest any amendments as needed for consideration by the Governing Body and the General Body. In addition, the Committee shall also review any amendments proposed by active members of the Governing Body or the General Body to the Articles of Incorporation or the Bylaws.

#### **Section 6.8 - Continuing Medical Education Committee**

A. The Continuing Medical Education Committee shall consist of at least (3) members. The President with the approval of the Governing Body will appoint the Chair of the Continuing Medical Education Committee during the Annual Convention.

B. The Committee shall develop and plan for continuing medical education programs within and without the United States. Its goal will be to enhance the medical knowledge of the membership and health professionals.

#### **Section 6.9 - Ethics and Grievances Committee**

A. The Ethics and Grievances Committee shall consist of at least (3) members. The President will appoint the Chair with the approval of the Governing Body.

B. The function of the Committee shall be to respond to complaints or charges of discrimination against the members of the WAPI and to respond to any questions about unethical behavior or grievances against members of the WAPI.

#### **Section 6.10 - Nomination Committee**

A. The President shall appoint, with the approval of the Governing Body, a Nomination Committee consisting of (3) three members actively involved and familiar with the workings of the WAPI. The Past President, being a senior

member of the Executive Committee, will be the Chair of the Committee unless otherwise determined by the Governing Body for cause.

B. Members of this Committee will be:

1. Past President (Chair)
2. Three members elected by the Governing Body.

C. the Committee shall be charged with the responsibilities to:

1. Receive nominations for the following positions:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

2. Evaluate the qualifications of the nominees for positions according to the following eligibility criteria:

- a. Standing in the community and the WAPI.
- b. Commitment to the goals of the WAPI.
- c. Further, for the following positions each and every candidate must have completed serving, at the time of nomination, the following additional requirements:

• President: Shall have served one year on the Governing Body  
• Vice President: Shall have served one year on the Governing Body.

• Secretary: Shall have served one year on the Governing Body

• Treasurer: Shall have served one year on the Governing Body

d. Willingness of the candidate to devote time and effort to the work of the WAPI.

3. The Committee slate should consist of names of all candidates suitable for the position. A short summary of the service of each candidate to the WAPI should also be included.

4. The Chair and the members of the Nominating Committee shall not canvass support or solicit votes for individual candidates.

## **Section 6.11 - Publications Committee**

A. Publications Committee shall consist of at least (3) members. The President will appoint the Chair of the Committee with the approval of the Governing Body.

B. the Committee will be charged with the responsibility to publicize the purpose and activities of the WAPI, as well as overseeing the designing, editing, printing and mailing of the 'WAPI News letter' at least four times a year or as otherwise directed by the Executive Committee.

#### **Section 6.12 - Charitable Foundation Committee**

A. There shall be a minimum of (3) and maximum of (7) members in the Charitable Foundation. The President will appoint the Chair with the approval of the Governing Body at the first meeting of the Governing Body held during the Annual Convention.

B. The duties of the Charitable Foundation are as described in the Charitable Foundation's charter and by-laws.

#### **Section 6.14 - Liaison Committee**

Liaison Committee shall:

A. Consist of a Chair and at least (3) members;

B. Function as a liaison between the WAPI and other professional organizations within the United States and abroad, who have similar interests and goals;

C. Send members to represent the WAPI at meetings of such organizations as described in subsection B of this section; and

D. Report to the Governing Body at its regular meetings.

### **ARTICLE VII – DUES**

#### **Section 7.1 - Determination of Annual Dues**

Annual dues will be determined by the Governing Body and approved by the General Body during the Annual meeting.

#### **Section 7.2 – Exemptions**

Student members will not be required to pay dues and shall not have any vote.

#### **Section 7.3 - Patron Members**

General:

The Governing Body will set the dues for Patron members. The monies so generated shall remain in an escrow account controlled by the governing body. The interest from this escrow account may be utilized for the day-to-day operational expenses of the WAPI, but the principal shall remain a permanent asset of the WAPI and can be disbursed only under exceptional circumstances, and with the agreement of the Governing Body.

Privileges and responsibilities of patron members:

Patron's membership in the WAPI represents a lifelong commitment to the cause and goals of the WAPI. Registration fees shall not be levied from Patron members at Conventions, so long as they register before the specified deadline.

## **ARTICLE VIII - ELECTIONS**

### **Section 8.1 - Call for Nominations**

The Nomination Committee shall invite nominations from the entire voting membership through the WAPI news letter or similar publication for all positions listed in Section 6.10 C 1 on or before January 25th of each year. Any member in good standing can make nominations on behalf of the candidates to the Chair of the Nomination Committee. Nominations must be seconded by another member in good standing, and should in addition, include a statement of acceptance by the candidate not to only seek election, but also to serve the office if elected. The candidates may file nominations for more than one position initially, but shall withdraw nominations from all positions by the date specified in 8.2 B, except for one and shall contest for only one position in a given election cycle. The last date for filing nominations shall be February 25, or the next working day, if that date is a postal holiday. No nominations will be allowed after that date.

### **Section 8.2 - Announcement of the Slate of Candidates**

A. The Nomination Committee shall announce to all the candidates the slate of nominees for all positions on or before March 5th of each year.

B. The Nomination Committee Candidates may withdraw from the election by writing to the Chair of the Nomination Committee on or before March 15th. . Any candidate initially indicating intent to contest for more than one position must withdraw her/his nomination for all except one position by March 15 or they will not be considered a candidate for any of the positions.

### **Section 8.3 - The Election Process**

The election process should be completed and the results announced by May 31st, or as soon as possible thereafter to allow for an orderly transition of officers. The Executive Committee will appoint, prior to April 1st of each year, a member in good standing as the Election Officer to conduct the election. He or she may appoint not more than two members in good standing to help conduct the election. The election will be held as described in subsection 'D' of this section.

A. The voting members as provided in Section 3. 2 D shall have the right to vote. No proxy vote is permitted. Each member shall have one vote for each vacant office.

B. The Secretary of the WAPI shall certify the list of voting members, as defined in Section 3. 2 D, on or before April 1st of each year.

A mail ballot shall conduct the elections. The ballot shall contain provisions for write-in candidates for all positions. Ballots shall be mailed on or before April 25th of each year to voting members as provided in Section 3. 2 D. The ballots must be returned via first class mail to the election officer at the specified address, postmarked on or before May 25th of each year or if that date is a postal holiday or weekend, then the next business workday.

C. The Executive Committee may engage the services of an independent agency to conduct all or part of the election process under the supervision of the Election Officer.

D. The election officer immediately after counting the ballots will announce the election results.

E. In the event of a tie, the Election Officer shall cast the deciding vote.

#### **Section 8.4 - Recount of Election Ballots:**

Requests for recount will be permitted only from an affected candidate and only when made in writing to the Election Officer within seven (7) days after the announcement of the results. If the winning margin is 10 votes or less, then the AAPI 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 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 8.5 – Inspectors**

A. The Election Officer will be responsible to receive 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 30 days prior to the election date. In case such a request is made, the Executive Committee shall appoint one or more inspectors to oversee the conduct of the election.

## **Section 8.6 - Resignation or Death of Elected or Nominated Officials; Lack of nominee for any position**

In the event of the death of the President-Elect, a special election shall be conducted by mail ballot within 60 days thereof. Vacancies due to death or resignation of any other elected official shall be filled by the President and confirmed by the Governing Body at its next meeting. However, if such an event occurs after nomination, or if the nominee declines before election; then the Nominating Committee will propose another candidate if no other timely filed, eligible nomination exists for that position.

In the event that there is no eligible nominee for a vacant position, the President Elect shall ask the members of the executive committee to propose nominations for the position and the executive committee shall select a candidate from these nominations by majority vote and the President Elect shall appoint that candidate to the position pending approval by the Governing Body at its next meeting.

## **ARTICLE IX - AMENDMENTS AND ADOPTION**

### **Section 9.1 – Amendments**

These By-laws may be amended, repealed or altered in whole or in part by a majority vote of any duly organized meeting of the General Body.

A. The proposed amendment may be initiated in writing in any General Body or Governing Body meeting with the concurrence of not less than ten (10) voting members whose concurrence is evident by their signatures.

B. The proposed amendment, duly initiated, shall be referred to the By-laws Committee for consideration and recommendation to the Governing Body as provided in these By-laws.

C. The recommendation of the Bylaws Committee along with the recommendation of the Governing Body shall be submitted to the General Body meeting for consideration and approval. The recommendations shall be mailed to the members of the General Body 30 days before the meeting of the General Body at which they are to be considered. On approval by the General Body by a simple majority, the amendments shall be incorporated into these By-laws with immediate effect.

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

E. These By-laws have been duly adopted in accordance with the Articles of Incorporation and the applicable laws.

**Additons:** Section 3.5 Board of Trustees (*this section is adopted by general body meeting on 3/19/05*)

**BOARD OF TRUSTEES:**

**ARTICLE III  
Section 3.5**

A. The Board of Trustees shall advise WAPI regarding its fiscal welfare and operation. The Board of Trustee may serve as mediator to resolve disputes among various office holders and committee chairs. As a mediator, its decision shall be final and binding.

1. One Trustee shall be elected from past presidents of WAPI.
2. One will be appointed position by the governing body members
3. One will be elected from active members of the WAPI

B. The Board of Trustees will not be holding any offices in the WAPI's governing body or chair any committees. This will allow them to be a neutral party.

C. The immediate past president will assume vacated slot of past president among the Trustees. The immediate past president does not need to be nominated. He or she however needs to send a letter indicating his/her intent to serve as Trustee. If the immediate past president does not indicate his/her intent or declines to serve as a Trustee, it becomes available to, and will be filled by election among other available past presidents. If no past president is available it becomes open to active members.

The appointed position of Board of Trustee is on recommendation and nomination by the Governing Body. It will be for minimum 2 years term. At the end of his/her designated term, the Governing Body may reappoint the same person for this position or choose to nominate a different individual for another 2 years term.

The elected position of Board of Trustee will be announced by the nomination committee and made available to all active members .The names of the members, who are interested in the position will be placed on the

ballet. The elected member will serve as a Trustee for 2 years term. At the time of general election, preceding the end of elected Board of Trustee's term another member will be elected to fill this position, when it becomes available.

D. Most senior member of the Board of Trustee will be appointed as a chair of Board of Trustees.

E The Governing Body will be responsible in sending minutes of their meeting to each Board of Trustees to keep them informed about it's operation and future plans.

Any expenses above \$ 1000.00 need to be approved by majority vote of Board of Trustees The president, on behalf of the Governing Body may contact the Chair of Trustees. The request should be in writing with reasoning for the anticipated expenditure. .

It will be the Chair of Board of Trustee's responsibility to call for Trustees' meeting or phone conference to approve or disapprove the requested expense. He will inform Governing Body in writing about Trustees' decision on the requested expenditure within 3 weeks from the time the request is received.

F. The Chair of Board of Trustees will call one Annual meeting of The Executive Board. At that time executive officers of WAPI and all Board of Trustees will meet to discuss any concerns they may have, the direction the organization should take and recommendations for its operation.

This will allow an open communication among the Executive Board Members. The treasurer's annual report also will be discussed. If unforeseen circumstances arise it will be the role and responsibility of Chair of the Board of Trustees to call for special Executive Board's meeting.