

**BYLAWS OF THE  
ASSOCIATION OF PAKISTANI-DESCENT  
PEDIATRICIANS OF NORTH AMERICA**

## CONTENTS

Article I: Name and Organization.....	3
Article II: Purpose and Objectives.....	4
Article III: Membership.....	5
Article IV: Board of Trustees.....	7
Article V: Executive Committee.....	9
Article VI: Executive Council.....	12
Article VII: Elections.....	13
Article VIII: Committees.....	15
Article IX: Meetings.....	17
Article X: Finances.....	18
Article XI: Conflict of Interest.....	19
Article XII: Amendment of Bylaws.....	20
Article XIII: Dissolution.....	21
Article XIV: Indemnification.....	22
Article XV: Miscellaneous Provisions.....	23
Article XVI: Adoption and Effective Date.....	24

## **Article I: Name and Organization**

### **Section 1.1: Name**

The name of this organization shall be the “Association of Pakistani-Descent Pediatricians of North America”, or the “Association of Physicians of Pakistani descent of North America (APPNA) Pediatrics”, which may also be referred to as “APPNA Pediatrics” or “APPNA Peds” (collectively, the “Association”). All rights, titles, and interests associated with these name variations are reserved exclusively to this organization.

### **Section 1.2: Organization Type**

The Association functions as the subspecialty chapter of the central APPNA. The Association is organized as an independent, not-for-profit professional and educational organization incorporated under the laws of the United States of America, qualifying as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

### **Section 1.3: Registered Office**

The registered office of the Association shall be maintained at such address as designated by the Executive Committee and may be changed from time to time by resolution of the Executive Committee.

## **Article II: Purpose and Objectives**

### **Section 2.1: Mission**

The Association is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, specifically to advance pediatric medicine through the collective engagement of pediatric physicians of Pakistani descent residing in North America.

### **Section 2.2: Objectives**

The specific objectives of the Association are to:

- a. Foster scientific development and education in pediatrics and adolescent medicine for the purpose of improving medical quality and healthcare delivery irrespective of religion, race, color, creed, gender, or age;
- b. Assist Pakistani-descent medical students and physicians in orientation and adjustment during and after their training in pediatrics and its subspecialties;
- c. Collaborate with similar organizations in North America, Pakistan, and globally to promote pediatric care, education, and research;
- d. Encourage medical education and facilitate better healthcare delivery in Pakistan through donations of medical literature, medical supplies, and organization of medical conferences, workshops, and seminars;
- e. Participate in advocacy, medical relief and charitable activities in Pakistan, North America, and globally;
- f. Inform and educate policymakers about issues affecting the pediatric and medical community;
- g. Promote high ethical standards and excellence in all professional pursuits related to pediatric medicine.

## **Article III: Membership**

### **Section 3.1: Categories of Membership**

The Association shall maintain the following categories of membership:

#### **3.1.1: Registered Members**

Physicians of Pakistani descent who have completed their pediatric training in North America (including residency and/or fellowship) are eligible for Registered Membership upon submission of application and payment of membership dues. Registered Members possess full privileges including voting rights and eligibility to hold office.

#### **3.1.2: Trainee Members**

Residents and fellows of Pakistani descent currently undergoing pediatric training in accredited programs in North America are eligible for Trainee Membership. Trainee Members have participation privileges in all Association activities and may serve on committees, but do not possess voting rights and are not eligible to hold office in the Executive Committee. Upon completion of training, Trainee Members may transition to Registered Membership.

### **Section 3.2: Membership Dues**

#### **3.2.1: Registered Members**

Registered Members shall pay a one-time lifetime membership fee. No annual membership dues are required. The fee may change from time to time as per the decision of the Executive Committee.

#### **3.2.2: Trainee Members**

Trainee Membership is provided without cost during the period of training. Upon completion of training, Trainee Members wishing to become Registered Members shall pay the membership fee to become a registered member.

### **Section 3.3: Rights and Responsibilities**

All members shall:

- a. Support the mission and objectives of the Association;
- b. Maintain professional conduct consistent with the highest ethical standards;
- c. Participate constructively in Association activities;
- d. Comply with these Bylaws and any rules and regulations adopted pursuant hereto.

### **Section 3.4: Termination of Membership**

Membership may be terminated by:

- a. Voluntary resignation;
- b. Conviction of a felony involving moral turpitude;
- c. Professional disciplinary action resulting in loss of medical license;
- d. Conduct materially prejudicial to the Association's mission, following due process procedures established by the Ethics and Grievance Committee.

## **Article IV: Board of Trustees**

### **Section 4.1: Composition and Selection**

The Board of Trustees shall consist of up to five (5) former Presidents of the Association, serving in order of seniority. The senior-most former President shall serve as Chair of the Board of Trustees.

### **Section 4.2: Term and Rotation**

- a. At the conclusion of each two-year Executive Committee cycle, the Executive Director shall move to join the Board of Trustees;
- b. When the Board reaches its maximum of five members, the senior-most Trustee shall retire to maintain the five-member limit;
- c. All Trustees must maintain physical residence in North America during their term of service.

### **Section 4.3: Officers of the Board**

- a. The senior-most Trustee shall serve as Chair of the Board of Trustees;
- b. The Chair shall appoint one Trustee to serve as Secretary of the Board, responsible for maintaining minutes, records, and documentation of all Board meetings.

### **Section 4.4: Separation from Executive Committee**

No person may simultaneously serve on both the Board of Trustees and the Executive Committee. Former Executive Committee members must complete their Executive Committee term before joining the Board of Trustees.

### **Section 4.5: Powers and Responsibilities**

The Board of Trustees shall:

- a. Serve as custodian and overseer of the Association, ensuring long-term strategic planning and institutional memory;
- b. Exercise oversight authority over major organizational decisions while avoiding interference in day-to-day operations;
- c. Hold ultimate responsibility for the Association's fixed assets and property;
- d. Approve expenditures exceeding \$5,000 as recommended by the Executive Committee;
- e. Provide mentorship and institutional guidance to the Executive Committee in an advisory role if requested by the Executive Committee

**Section 4.6: Meetings**

- a. The Board of Trustees shall meet as determined necessary by the Chair or upon request of three (3) Trustees;
- b. Meetings may be held in person or through electronic means;
- c. A majority of Trustees shall constitute a quorum;
- d. Actions require approval by a majority of Trustees present at a duly constituted meeting.

## **Article V: Executive Committee**

### **Section 5.1: Composition**

The Executive Committee shall consist of five (5) members serving two-year terms:

- a. President
- b. Secretary
- c. Treasurer
- d. Immediate Past President
- e. Executive Director

### **Section 5.2: Election and Terms of Office**

#### **5.2.1: Election Schedule**

Elections for President, Secretary, and Treasurer shall be held in even-numbered years, with results announced no later than September 30 of the election year.

#### **5.2.2: Term Commencement**

The term of office for all elected positions shall commence on January 1 following the election year and conclude on December 31 of the second year.

#### **5.2.3: Succession**

- i. The President shall automatically serve upon completion of the President's term on December 31<sup>st</sup> of the election year;
- ii. The outgoing President shall serve as Immediate Past President for the subsequent two-year term;
- iii. The outgoing Immediate Past President remains in the Executive Committee for another two years term in the role of Executive Director;
- iv. The outgoing Executive Director moves to the Board of Trustees.

### **Section 5.3: Executive Committee Powers and Responsibilities**

The Executive Committee shall:

- a. Manage the day-to-day affairs and operations of the Association;
- b. Implement policies and programs consistent with the Association's mission;
- c. Prepare and approve an annual budget;
- d. Authorize expenditures up to \$5,000 without Board of Trustees approval;
- e. Appoint committee chairs and define committee structures;
- f. Maintain accurate membership records;
- g. Organize annual meetings and other Association activities;
- h. Report regularly to the Board of Trustees and General Membership on Association activities and financial status.

## **Section 5.4: Officer Duties**

### **5.4.1: President**

The President shall:

- i. Serve as the chief executive officer of the Association;
- ii. Preside at all meetings of the Association and Executive Committee;
- iii. Appoint committee chairs in consultation with the Executive Committee;
- iv. Represent the Association in external relationships and communications;
- v. Deliver an annual address to the membership;
- vi. Execute contracts and legal documents on behalf of the Association;
- vii. Perform such other duties as prescribed by these Bylaws or assigned by the Executive Committee.

### **5.4.2: Secretary**

The Secretary shall:

- i. Maintain accurate records of all Executive Committee and General Membership meetings;
- ii. Handle official correspondence of the Association;
- iii. Maintain current membership records and directories;
- iv. Issue notices of meetings and elections;
- v. Maintain corporate records and ensure compliance with legal filing requirements;
- vi. Coordinate with committee chairs on record-keeping and reporting.

### **5.4.3: Treasurer**

The Treasurer shall:

- i. Serve as chief financial officer of the Association;
- ii. Maintain custody of all Association funds and financial records;
- iii. Collect membership dues, donations, and other revenues;
- iv. Make disbursements as authorized by the Executive Committee or Board of Trustees
- v. Prepare and present financial reports to the Executive Committee, Board of Trustees, and membership;
- vi. Ensure compliance with tax-exempt status requirements and file necessary returns;
- vii. Oversee investment and management of Association endowment funds;
- viii. Help prepare the annual budget for Executive Committee approval.

#### **5.4.4: Immediate Past President**

The Immediate Past President shall:

- i. Provide institutional memory and continuity to the Executive Committee;
- ii. Mentor current officers and provide guidance on Association operations.

#### **5.4.5: Executive Director**

The Executive Director shall:

- i. Transition to the mentorship and advisory role to the President;
- ii. Provide institutional continuity and strategic guidance;
- iii. Assist in long-term planning and organizational development.

### **Section 5.5: Meetings**

- a. The Executive Committee shall meet at least quarterly, with additional meetings as determined by the President or upon request of three (3) Executive Committee members;
- b. Meetings may be conducted in person or through electronic means;
- c. Three (3) members shall constitute a quorum;
- d. Actions require approval by a majority of members present at a duly constituted meeting.

### **Section 5.6: Vacancies**

- a. If the office of President becomes vacant, the Secretary shall immediately assume the Presidency for the remainder of the term;
- b. Other vacancies in elected positions shall be filled by appointment by the remaining Executive Committee members, subject to confirmation by the Board of Trustees;
- c. Appointed officers shall serve until the next scheduled election.

### **Section 5.7: Removal from Office**

An officer may be removed from office by a two-thirds (2/3) vote of the Executive Council if necessary for:

- a. Five (5) or more unexcused absences from scheduled Executive Committee meetings within a twelve-month period;
- b. Conviction of a felony;
- c. Conduct materially prejudicial to the Association's mission, following due process procedures.

## **Article VI: Executive Council**

### **Section 6.1: Composition**

The Executive Council shall consist of all members of the Executive Committee and all members of the Board of Trustees, serving as a joint deliberative body for matters of exceptional importance to the Association. The Executive Council may also serve as a forum for coordination and consensus-building.

### **Section 6.2: Purpose and Authority**

The Executive Council shall:

- a. Address major policy issues affecting the Association's mission and direction;
- b. Resolve conflicts between the Executive Committee and Board of Trustees;
- c. Provide collective leadership during organizational crises or significant transitions;
- d. Ensure coordinated decision-making on matters requiring both operational expertise and institutional wisdom.

### **Section 6.3: Meetings**

- a. Executive Council meetings may be called by the President or the Chair of the Board of Trustees;
- b. Meetings require at least seven (7) days advance notice to all members;
- c. A majority of Executive Council members shall constitute a quorum;
- d. Actions require approval by a majority of members present.

## **Article VII: Elections**

### **Section 7.1: Election Authority**

All elections shall be conducted by the Nomination and Election Committee under the supervision of the Committee Chair.

### **Section 7.2: Voting Eligibility**

Only Registered Members are eligible to vote in Association elections.

### **Section 7.3: Candidate Eligibility**

- a. Candidates for President, Secretary, and Treasurer must be Registered Members;
- b. Candidates must be nominated by at least three (3) eligible voting members;
- c. Candidates must accept nomination in writing and affirm commitment to serve if elected.

### **Section 7.4: Election Process**

#### **7.4.1: Timeline**

- i. The election process shall commence following the Association's Annual Meeting in even-numbered years;
- ii. Nominations shall be solicited for a period of at least thirty (30) days;
- iii. Campaign materials and candidate information shall be distributed to eligible voters at least twenty-one (21) days before voting commences;
- iv. Voting shall remain open for at least fourteen (14) days;
- v. Results shall be announced no later than September 30 of the election year.

#### **7.4.2: Voting methods**

Elections may be conducted through electronic means as determined by the Nomination and Election Committee.

#### **7.4.3: Election Results**

- i. Candidates receiving a plurality of votes cast shall be declared elected;
- ii. In case of ties, a run-off election shall be conducted within thirty (30) days;
- iii. Election results shall be certified by the Nomination and Election Committee and reported to the membership

### **Section 7.5: Campaign Conduct**

- a. All candidates shall conduct campaigns in a manner consistent with professional dignity and the Association's mission;
- b. No negative campaign allowed against the opponent candidates;
- c. The Nomination and Election Committee shall establish and enforce fair campaigning guidelines;

- d. Violations of campaign conduct rules may result in disqualification as determined by the Nomination and Election Committee.

**Section 7.6: Transfer of power and responsibilities**

- a. The president, secretary, and treasurer shall sign out their responsibilities and transition executive powers to the president-elect, new secretary, and new treasurer no later than December 31<sup>st</sup> of the election year. The sign out shall include, but not be limited to, handing over digital assets (such as official emails and bank accounts access), physical documents, passwords, keys, and any other property or information necessary for the effective functioning of the office.
- b. The outgoing president must inform the membership of the date of transfer of power and responsibilities via an email to the general body at least two weeks prior to the transition.

## **Article VIII: Committees**

### **Section 8.1: Committee Structure**

The Association shall maintain Core Committees and may establish Ad-hoc Committees as needed to fulfil its mission.

### **Section 8.2: Core Committees**

The following shall serve as permanent Core Committees:

- a. Nomination and Election Committee;
- b. Constitution and Bylaws Committee;
- c. Ethics and Grievance Committee;
- d. Advocacy Committee;
- e. Medical Graduates Guidance Committee.

### **Section 8.3: Ad-hoc Committees**

- a. Ad-hoc Committees may be established by the Executive Committee to address specific projects or issues;
- b. Ad-hoc Committees shall be dissolved upon completion of their assigned tasks or at the discretion of the Executive Committee;
- c. The term of Ad-hoc Committees shall not exceed the term of the Executive Committee that created them unless specifically renewed.

### **Section 8.4: Committee Membership and Leadership**

#### **8.4.1: Membership Eligibility**

- i. Any Registered Member or Trainee Member may volunteer to serve on committees;
- ii. Committee membership shall be confirmed by the Executive Committee

#### **8.4.2: Committee Leadership**

- i. The Executive Committee shall appoint a Chair for each Core Committee for a two-year term coinciding with the Executive Committee term;
- ii. Committee Chairs may be reappointed for successive terms;
- iii. Ad-hoc Committee Chairs shall be appointed based on the specific needs and duration of the committee.

### **Section 8.5: Committee Authority and Responsibilities**

- a. Committees shall operate within the scope of authority delegated by the Executive Committee;
- b. Committee recommendations require Executive Committee approval before implementation;
- c. The Executive Committee maintains discretionary authority to modify committee rules, goals, and projects consistent with the Association's mission.

**Section 8.6: Committee Operations**

- a. Committees may meet in person or through electronic means;
- b. Committee procedures shall be established by the respective Committee Chair;
- c. Committee records shall be maintained and reported to the Executive Committee on request by the EC

## **Article IX: Meetings**

### **Section 9.1: Annual Meeting**

- a. The Association shall hold at least one (1) General Meeting annually;
- b. The Annual Meeting shall include reports from officers and committees, financial statements, and such other business as may be appropriate;
- c. The Annual Meeting may be held in person, electronically, or in a hybrid format as determined by the Executive Committee.

### **Section 9.2: Special Meetings**

Special meetings of the General Membership may be called by:

- a. The Executive Committee;
- b. The Board of Trustees;
- c. Written petition of twenty-five percent (25%) of Registered Members.

### **Section 9.3: Notice**

- a. Notice of Annual and Special Meetings shall be provided to all members at least thirty (30) days in advance;
- b. Notice shall include the date, time, location (or electronic access information), and agenda;
- c. Notice may be provided through electronic means.

### **Section 9.4: Quorum and Voting**

- a. For general business, a quorum shall consist of one-third (1/3) of eligible voting members;
- b. For constitutional amendments, a quorum shall consist of fifty percent (50%) of eligible voting members;
- c. If a quorum is not achieved at a scheduled meeting, matters may be submitted to the membership for vote by electronic ballot;
- d. Actions require approval by a majority of eligible voting members participating.

## **Article X: Finances**

### **Section 10.1: Fiscal Management**

- a. The fiscal year shall be the calendar year;
- b. The Executive Committee shall prepare an annual budget for approval by the Board of Trustees if necessary, for more than \$5,000 expenses;
- c. The Treasurer shall present financial report at each annual meeting.

### **Section 10.2: Expenditure Authority**

- a. The Executive Committee may authorize expenditures up to \$5,000 without Board of Trustees' approval;
- b. Expenditures exceeding \$5,000 require prior approval by the Board of Trustees;
- c. Emergency expenditures may be authorized by the President, subject to ratification at the next Executive Committee meeting.

### **Section 10.3: Financial Oversight**

- a. The Board of Trustees may require an annual audit or financial review by an independent certified public accountant.

### **Section 10.4: Banking and Investments**

- a. Association funds shall be deposited in accounts approved by the Executive Committee;
- b. The Treasurer shall have primary responsibility for financial transactions under supervision of the President;
- c. Investment of Association funds shall be guided by principles of capital preservation and reasonable return consistent with the Association's tax-exempt status.

### **Section 10.5: Prohibition on Private Benefit**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its tax-exempt purposes.

### **Section 10.6: Donations and Fundraising**

The Association may accept donations, grants, and other contributions consistent with its tax-exempt status and mission, subject to any restrictions imposed by donors and accepted by the Executive Committee.

## **Article XI: Conflict of Interest**

### **Section 11.1: Policy Requirement**

The Association shall maintain a conflict of interest policy applicable to all officers, trustees, and committee chairs, designed to ensure that decisions are made in the best interests of the Association.

### **Section 11.2: Disclosure Obligation**

Any officer, trustee, or committee chair who has a direct or indirect financial interest in any matter coming before the Association shall disclose such interest and refrain from voting on the matter.

### **Section 11.3: Enforcement**

The Ethics and Grievance Committee shall be responsible for administering the conflict of interest policy and investigating alleged violations.

## **Article XII: Amendment of Bylaws**

### **Section 12.1: Proposal of Amendments**

Amendments to the Bylaws may be proposed by:

- a. A majority of the Executive Council; or
- b. A minimum of ten (10) Registered Members.

### **Section 12.2: Review Process**

- a. Proposed amendments shall be submitted to the Constitution and Bylaws Committee for review and recommendation;
- b. The Constitution and Bylaws Committee shall submit proposed amendments to the membership.

### **Section 12.3: Membership Approval**

- a. Proposed amendments shall be submitted to the eligible voting membership for ratification;
- b. Amendments shall be approved by a simple majority of Registered Members voting;
- c. Voting may be conducted at a General Meeting or through electronic means;
- d. Approved amendments shall become effective immediately upon ratification.

## **Article XIII: Dissolution**

### **Section 13.1: Authority to Initiate**

Dissolution of the Association may be initiated only by a two-thirds (2/3) vote of the Board of Trustees.

### **Section 13.2: Membership Ratification**

- a. Any proposal for dissolution must be ratified by two-thirds (2/3) of all Registered Members;
- b. Notice of the dissolution proposal shall be provided to all members at least sixty (60) days prior to the vote;
- c. Voting may be conducted through any means deemed appropriate by the Board of Trustees.

### **Section 13.3: Asset Distribution**

Upon dissolution, after payment of all liabilities, the Association's remaining assets shall be distributed exclusively to one or more organizations that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code and whose purposes are consistent with the Association's charitable and educational mission.

### **Section 13.4: Final Administration**

The Board of Trustees shall oversee the dissolution process, including asset distribution and the filing of all required legal documents.

## **Article XIV: Indemnification**

### **Section 14.1: Indemnification of Officers and Trustees**

The Association shall indemnify any officer, trustee, or committee chair who was or is a party to any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of their service to the Association, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such proceeding, provided that such person acted in good faith and in a manner reasonably believed to be in the best interests of the Association.

### **Section 14.2: Limitation**

Indemnification shall not be provided for acts or omissions involving misconduct, fraud, or violation of law.

## **Article XV: Miscellaneous Provisions**

### **Section 15.1: Electronic Communications**

The Association may conduct business and communicate with members through electronic means, including email, video conferencing, and electronic voting and electronic signing platforms.

### **Section 15.2: Document Retention**

The Association shall maintain adequate records of its activities, financial transactions, and governance decisions in accordance with applicable law and best practices for nonprofit organizations.

### **Section 15.3: Nondiscrimination**

The Association shall not discriminate against any individual on the basis of race, color, religion, gender, age, national origin, disability, or any other characteristic protected by applicable law.

### **Section 15.4: Severability**

If any provision of these Bylaws is held to be invalid or unenforceable, the remaining provisions shall continue in full force and effect.

### **Section 15.5: Governing Law**

These Bylaws shall be governed by and construed in accordance with the laws of the state in which the Association is incorporated.

## **Article XVI: Adoption and Effective Date**

### **Section 16.1: Adoption**

These Bylaws were adopted by the Board of Trustees and ratified by the membership of the Association on November 12, 2025, superseding all previously adopted Bylaws and amendments thereto.

### **Section 16.2: Effective Date**

These Bylaws shall become effective immediately upon adoption and shall govern all subsequent activities of the Association.

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### **Certificate of Secretary**

I hereby certify that the foregoing Bylaws were duly adopted by the Board of Trustees and ratified by the membership of the Association of Pakistani-Descent Pediatricians of North America in accordance with the procedures set forth in the Association's governing documents.

Secretary, APPNA Pediatrics

Date: 11-12-2025