
AMENDED AND RESTATED BY-LAWS
OF
ASSOCIATION OF PHYSICIANS OF PAKISTANI DESCENT
OF KENTUCKY AND INDIANA

A Kentucky Nonprofit Corporation

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OF
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OF KENTUCKY AND INDIANA

PREAMBLE

Whereas the Association of Physicians of Pakistani Descent of Kentucky and Indiana (APPKI or Association) was formed as a non-profit organization to promote profession and social cohesiveness of the professionals of Pakistani origin; and to maintain the identity of this group of people and to provide a forum for scientific, educational, charitable and social interaction and activities among its members.

ARTICLE I

OBJECTIVES

The APPKI's objectives, in addition to those stated in its Articles of Incorporation, are:

- (a) to promote professional and social wellbeing of its members;

- (b) to promote professional, academic, and technological advancement in the field of medicine and healthcare and other fields in Pakistan and the United States;
- (c) to nourish the longstanding friendly relationship between the United States and Pakistan;
- (d) to assist medical students or future professionals of Pakistani origin in obtaining advance education and training in the United States;
- (e) to conduct seminars and other educational activities related to the field of medicine; and other field
- (f) to support and foster the availability of medical services and other social services to indigent patients in the United States and Pakistan;
- (g) to coordinate and cooperate with other like-minded groups and organizations in the United States and Pakistan to carry out Association's objectives;
- (h) to promote and support the programs for social and human development in Pakistan by making direct and indirect capital and non-capital contributions to other non-profit organizations engaged in social and human development work in Pakistan, being specifically mindful of

laws aimed at curbing money laundering, tax evasion, and terrorist financing;

ARTICLE II

MEMBERSHIP

1. Membership Categories

1.1: Members

Membership under this category shall be open to all physicians and dentist of Pakistani origin living in Kentucky or Southern Indiana who wish to promote Association's mission and its objectives. Paid member have right to vote and hold office.

1.2: Associate Members:

Associate membership is open to any individual of Pakistani origin residing in Kentucky or Indiana who wishes to promote Association's mission and its objectives. They include medical student, resident, and fellows (MS, R, F) and other future professional. This group has no voting right and can't hold office.

1.3 Other Members

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

2. Membership Requirements

To become and remain a member in good standing, a candidate for membership shall:

- (a) Submit an application in a manner as prescribed by the Association;
- (b) Subscribe to APPKI's objectives, abide by its by-laws, obey its rules and regulations, and timely pay all membership dues, fees, and other assessments.
- (c) Receive a written approval of the membership application by a duly designated officer of the Association.

3. Suspension and Expulsion:

A member may be suspended for a period or expelled for any of the violations listed below. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Trustees, provided

that a statement of the charges shall have been mailed by registered mail or secure e-mail to the member at his/her last recorded address at least 15 days before final action is taken there on.

- (a) Deliberate violation of APPKI's Articles of Incorporation, bylaws, or other membership rules and requirements as described in the membership application;
- (b) Becoming an adverse party against the Association in a dispute or law suit;
- (c) Engaging in conduct prejudicial to the best interests of the Association.

4. Members' Right to Vote and Hold Office

Only members, as defined in Article II, section 1.1, have right to vote and hold office as officers or trustees.

5. Annual Membership Fees. Annual dues and any special assessments shall be fixed by the executive committee and approved by Board of Trustees.

ARTICLE III BOARD OF TRUSTEES

1. Management of the Association

The property, business, and affairs of the Association shall be managed and controlled by its Board of Trustees (BOT).

2. Members of BOT.

There will be 9 members of the BOT.

All trustees shall reside in North America during their term unless their prolonged absence in excuse by the BOT for good cause. To be a member of the BOT, the candidate must have been a member for at least one year and minimum age of 25 years and a working professional.

Nomination and Election to BOT: Any member in good standing may nominate himself or another eligible member for a position on the BOT by submitting the nomination to the chair of the election committee in the manner prescribed by the election committee. Names of the eligible

candidate shall then be put on a ballot and submitted to BOT for its vote on the nominees. Members may vote in person, by mail or by email, by telephone subject to approval of the chair of the election committee.

The election shall be by a simple majority. The election committee shall have a final say on the rules and procedure for conducting fair and transparent elections. A total of 9 BOT will be selected by general election by all members for 2-3 years.

Election Committee: The election committee shall be appointed by the Board of Trustees and shall consist of three (3) individuals who shall be members. One of the three members shall be a Trustee, with at least one year of unexpired term. The trustee-member of the Election Committee shall serve as the Chair of the Committee. The chair of the Board of Trustees shall notify the chair of the election committee at least two (2) months prior to the election date that a ballot is needed. The Election Committee shall provide the ballot to the Board of Trustees at least one month prior to the election date. No two members of BOT can be from one family or from blood related family. No BOT member will hold more than 2 terms in 10 year

Disqualification for Excessive Unexcused Absence. Any member of the BOT or EC who has three unexcused consecutive absences shall be disqualified from further service.

3. Vacancy. Whenever any vacancy shall occur in the Board of Trustees, by reason of death, disability, or resignation, it may be filled by a vote of the majority of the remaining Trustees for the balance of the term.

4. Annual Meeting. The annual meeting of the Association shall be held on a time and at a place as designated by the President for the transaction of such business as may regularly come before it. The annual meeting of the BOT shall held on a time and at a place as designated by the BOT Chair for the transaction of such business as may regularly come before it.

5. Special Meetings. Special meetings of the Board of Trustees may be called by order of the Chair of BOT, or by one-third of the Trustees then in office, by giving notice of the time, place and purpose or purposes of each special meeting. The notice shall be by mailing the same at least five (5) days before the meeting or by telephoning or e-mailing the same at least three (3) days before the meeting to each Trustee.

6. Conduct of Meetings/Voting. At meetings of the Board of Trustees, the Chairman shall preside. The quorum requirement for the transaction of business shall be 2/3rd of the current BOT. Each Trustee shall have one vote. Except as otherwise provided by statute, the action of two-thirds (2/3) majority of the total number of Trustees present at any meeting, shall constitute the official act of the

Board of Trustees, provided that a statement of the proposed agenda and action shall have been included in the notice or waiver of notice of such meeting of the Board. Any Trustee not present at the meeting shall be permitted to vote by proxy at any time which does not exceed two weeks from the meeting date, provided that such proxy vote is submitted to (and received by) the President/Chairperson within the required time limit.

7. Manifestation of Dissent. A Trustee of the Association who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

8. Removal of Trustee. Any Trustee and any executive officer may be removed by the affirmative vote of two-thirds (2/3) of the BOT.

9. Telephonic/Electronic Board Meetings. Trustees may participate in meetings of the Board of Trustees through use of electronic means if such can be arranged so that all Trustees can hear and participate in the meeting. The use of telephonic/electronic means for participation shall constitute presence in person.

10. Compensation. No Trustee shall receive a salary or other compensation for service in such capacity, but the trustees may be reimbursed for actual expenses incurred in the performance of such service.

11. Liability. No Trustee shall be liable for any debt, obligation, or liability of the Association.

12. Conflict of Interest. Any contracts, transactions or agreements that are, or may appear to be, a conflict of interest shall be fully disclosed and brought before the board of Trustees for approval.

Article IV

Officers

1. Election. Each year Board of Trustees shall appoint an Executive Committee which shall consist of President, President elect, Treasurer and a Secretary.
2. Duties of President. The president shall be the principal executive officer of the association. He shall exercise such duties as customarily pertain to the office of president and shall have general and active

supervision over the property, business and affairs of the association and over its several officers.

3. Duties of Treasurer. The collection and disbursement of funds of the Association. He shall endorse on behalf of the Association for collection checks, notes and other obligations, and shall deposit the same to the credit of the Association in such bank or banks or depositories as the Board of Trustees may designate. He shall enter or cause to be entered regularly in the books of the Association full and accurate accounts of all monies received and paid by him on account to any Trustee of the Association upon application at the office of the Association during business hours; and , whenever required by the Board of Trustees or the President, shall render a statement of his accounts. He shall perform such other duties as may be prescribed from time to time by the Board of Trustees or by the Bylaws. He may be required to give bond for the faithful performance of his duties in such sum and with such surety as shall be approved by the Board of Trustees.
4. Duties of Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees. He shall have custody of the corporate seal and general charge of the records, documents and papers

of the Association not pertaining to the performance of the duties vested in other officers, which at all reasonable times shall be open to the examination of any Trustee. He shall perform such other duties as may be prescribed from time to time by the Board of Trustees or by the Bylaws.

5. Vacancies. In case any office shall become vacant, the Board of Trustees shall have power to fill such vacancies for the balance of the term. In case of the absence or disability of any officer, the Board of Trustees may delegate the powers or duties of any officer to another officer or a Trustee for the time being.

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ARTICLE V
Committees

The President may create committees as needed. Meetings of such committees may be held without notice at such time and place as shall be determined from time to time by the committees. The committees shall keep regular minutes of their proceedings and report the minutes to the Board of Trustees when required.

ARTICLE VI
Tax-Exempt Purposes

1. Purpose of Association. The purpose of the Association is to transact any and all lawful activities permitted to the Association formed pursuant to KRS Chapter 273. Any such purpose is to be interpreted in a manner so as to qualify the Association as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor provision).

2. Compensation of Employees. Employees of the Association will be reasonably compensated for the services which they provide. The officers and Trustees of the Association will not be compensated for holding those positions, but, if they provide services to the Association, they shall be reasonably compensated for same.

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ARTICLE VII
Miscellaneous

1. **Fiscal Year.** The Board of Trustees shall have the power to fix, and from time to time change, the fiscal year of the Association. Unless otherwise fixed by the Board, the calendar year shall be the fiscal year.
2. **Waiver of Notice.** Any notice required to be given under the provisions of these Bylaws or otherwise may be waived by the Trustee or officer to whom such notice is required to be given.
3. **Indemnification.** The Association shall indemnify any Trustee, officer, or former Trustee or officer of the Association against any expense actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been a Trustee or officer, except in relation to matters as to which such person is adjudged to be liable for willful misconduct in the performance of such person's duties to the Association. The Association, may, but is not required to, obtain insurance providing for indemnification of Trustees, officers and employees.
4. **Corporate Seal.** The Board of Trustees may adopt, use and modify a corporate seal. Failure to affix such seal to corporate documents shall not affect the validity of such documents.

ARTICLE VIII
Amendment

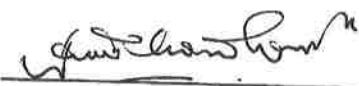
The Board of Trustees shall have the power to add any provision to or to alter or repeal any provision of these Bylaws by the vote of two-thirds of all of the

Trustees at any regular or special meeting of the Board, provided that a statement of the proposed action shall have been included in the notice or waiver of the notice of such meeting of the Board.

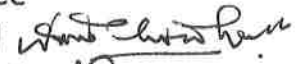
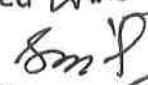




ADOPTED this the 8 day of 10, 2017.


SECRETARY

ATTEST:


Signature of BOT Chair
NAVEED CHOWHAN
Name of BOT Chair

Names of Board of Trustee

1. Chowhan, Naveed 
2. Waseem Sajad 
3. Ajmal, Bangash 
4. Rafiq, Rhaman 
5. Samina, Juneja 
6. Omer, Murad vacant
7. Lahano, Vasdev
8. Kaikaus, Raja 
9. Vacant

Duration of Term

2016-2018	2017-2019
2017-2019	2017-2020
2017-2019	2017-2019
2016-2018	2017-2019
2016-2019	2017-2020
2016-2019	2017-2020
2016-2019	2017-2020