

CONSTITUTION AND BYLAWS

SIDDHARTHA MEDICAL COLLEGE ALUMNI OF NORTH AMERICA Inc.

PREAMBLE

Siddhartha Medical College Alumni of North America Inc (SMCANA) was formed to address a need for cohesive action on the part of physicians, dentists, and other medical scientists, of Siddhartha Medical College (Vijayawada, Andhra Pradesh, India) residing in the United States of America (the “United States”). SMCANA was also formed to maintain the identity of this group of people, to provide a forum for scientific, educational, cultural, and charitable interaction among its members.

ARTICLE I- NAME

- A. The name of the association shall be the **SIDDHARTHA MEDICAL COLLEGE ALUMNI OF NORTH AMERICA Inc**, herein referred to as the **SMCANA**.
- B. It shall maintain its office in the place (in-person or virtual) designated by the Executive Committee.

ARTICLE II- OBJECTIVES

- A. To bring together physicians who are graduates of **SIDDHARTHA MEDICAL COLLEGE (SMC)** and faculty and post-graduate students of allied institutions.
- B. The Association is organized exclusively for scientific, educational, cultural, and charitable purposes.
- C. To assist medical and dental students and students of human sciences, physicians, dentists, and Nurses from Siddhartha Medical College, to obtain scientific training in 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 and in the home state of Siddhartha Medical College.
- F. To make contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- G. To Provide mutual understanding and cooperation between this association and other sister organizations in the United States and India.
- H. To maintain a directory of members and provide other services as needed.

- I. To collect dues and raise funds from members and other resources to achieve the above said objectives

ARTICLE III- NATIONAL HEADQUARTERS

Section 3.1 Site

SMCANA will maintain a National Headquarters at a site approved by the Executive Committee.

Section 3.2 Staffing

National Headquarters will be staffed by secretarial help as necessary from time to time, the expenses of which shall be borne by the Association.

ARTICLE IV- RESTRICTIONS AND DISSOLUTION

Section 4.1 Restrictions

No part of the net earnings or the assets of the Association shall be used for the benefit of or be distributable to its members, officers or other private persons except that the Association 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 Article II hereof. The Association shall not carry on any activities not to be permitted to carry on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 4.2 Dissolution

Upon the dissolution of the Association, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities to the Association, dispose of all the assets of the Association exclusively for the enhancement of Medical Science under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Any of such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the State in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine to be organized and operated solely for such purposes.

ARTICLE V- MEMBERSHIP

Section 5.1 Eligibility

Open to all physicians who have/had association with SMC or its affiliated institutions and are currently in the continent of North America including the surrounding islands.

Section 5.2 Classes of Membership

A. ACTIVE MEMBERS:

Active members shall be Physician or Dentist who have/had association with SMC or its affiliated institutions and are currently in the continent of North America including the surrounding islands.

1. Annual members who have paid the dues.
2. Life members whose dues are assessed by the Executive Committee.

B. ASSOCIATE MEMBERS:

Associate members shall be those persons engaged in professions or career in the human sciences other than medicine and dentistry. Associate members are not entitled to vote or hold any elected office but may be appointed to Committees for their professional expertise to serve SMCANA.

C. ALLIANCE MEMBERS:

Alliance members shall be spouses of Active members of SMCANA. They will be non-voting members and cannot serve on any committee of SMCANA. Alliance offers support for physician issues, publications, and resources to support physician spouses and families.

D. OTHER MEMBERS:

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

ARTICLE VI- BIENNIAL CONVENTION

Section 6.1 Purpose

The Biennial Convention shall serve as the Meeting of the General Body and shall be held at the time designated by the Executive Committee, provided, however, the Executive Committee shall call for a meeting of the General Body as deemed necessary.

Section 6.2 Selection of Site

The Biennial Convention site shall be selected, at least one year in advance, if possible, by the Executive Committee.

ARTICLE VII- ORGANIZATION OF THE CORPORATE BODY

Section 7.1 Components of the Corporate Body

The Corporation shall be made up of the General Body, the Executive Committee, and the Board of Trustees.

Section 7.2 General Body

- A. The General Body shall consist of duly registered active Members.
- B. All members shall be notified of all General Body meetings by direct mail or through electronic and other means at least 30 days before each General Body meeting.

Section 7.3 Executive Committee

The Executive Committee shall provide leadership and execute policies as approved by the

General Body.

- A. The Executive Committee shall be made up of the President, President Elect, Immediate Past President, the Treasurer, the Secretary, and six (6) other Executive Members. The Chairperson of the Board of Trustees will be an ex-officio member of the Executive Committee. The Executive Committee shall have the authority to act for and on behalf of the Corporation in the recess of the General Body.
- B. Contracts, deeds, documents, and instruments shall be executed by the President or his/her designee, to be ratified by the Executive Committee at the next meeting unless the General Body shall in a particular situation designate another procedure for their execution.
- C. Checks, notes, drafts, and demands for money shall be signed by the Treasurer or officers designated from time to time by the Executive Committee. In the event no designation is made by the Executive Committee, checks, notes, drafts and demands for money may be signed by both the President or his designee and another member of the Executive Committee.
- D. The Executive Committee shall meet not less than one (1) time per year in regular session. One such meeting shall occur during the Biennial Convention and such meeting constitutes the Annual Meeting of the Executive Committee. The meetings, other than the one at the Biennial Convention, can be in-person or by appropriate electronic means
- E.
 - 1. Special Meetings. The President may as he/she deems necessary, or the Secretary shall at the written request of five (5) members of the Executive Committee, issue a call for a Special Meeting of the Executive Committee with a notice not less than 10 days before the meeting.
 - 2. Notice of every meeting of the Executive Committee excepting the Biannual Meeting, for which no notice shall be required, shall be mailed or conveyed through appropriate electronic means by the Secretary to the last address (or electronic address, if applicable) of the record of each member of the Executive Committee not less than 10 days before the meeting. 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 more than 50% of the Executive Committee members eligible to vote at such a meeting.

Section 7.4 Board of Trustees

The Board of Trustees shall keep ultimate authority in the SMCANA for ensuring its fiscal welfare and stability. It will not interfere with the regular operation of the SMCANA, which will remain as provided for in this Constitution and Bylaws document. In case of crisis, at the request of Executive Committee, it shall act as a mediator to resolve the dispute and its decision then would be binding. When a situation that is not covered by this Constitution and Bylaws arises, the Board of Trustees, at the request of the Executive Committee, may make decisions in the best

interest of the organization. The Board of Trustees will be the Custodian of all assets of the SMCANA and will be the caretaker body at the time of dissolution.

- A. The Board of Trustees shall be made up of nine (9) members including the Past-President of SMCANA.
- B. A Trustee's term shall be for four (4) years. Four (4) of the Trustees should be appointed every two (2) years.
- C. The Board of Trustees shall be the Trustees of a Life Membership Fund consisting of life-membership dues and the Chairperson of the Board of Trustees will be the custodian of the fund.
- D. Chairperson of the Board of Trustees will be the Ex-Officio member of the Executive Committee.
- E. The President of the Executive Committee will be an ex-officio member of the Board of Trustees
- F. The Board of Trustees will meet no less than once during the two-year term and that shall be at Biennial meeting. The other meetings can be in-person or by appropriate electronic means. A quorum for any meeting of the Board of Trustees shall consist of more than 50% of the Board of Trustees eligible to vote at such a meeting.

ARTICLE VIII- DUTIES OF OFFICERS

No elected officer shall serve more than one term in the same office. The term of office will be two years (with the exception as noted in Section 12.5.E).

Section 8.1 President

The President shall be the Chief Executive Officer of the Association and shall perform all duties incident to the office of the President and such other duties as may be designated by the Governing Body. He/she shall preside at all meetings of the Association, Executive Committee and General Body. He/she shall make such appointments as are required or authorized by the Constitution and by the General Body. He/she may sign with the Secretary, or any other proper officer of the association authorized by the General Body, any deeds, mortgages, bonds, contracts, or other instruments which the General Body authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Governing Body to some other agent of the Association. He/she shall designate all official delegates and representatives to other organizations; he/she shall appoint such Special and Ad Hoc Committees as may be necessary for the duration of his term to further the Association's objectives and he/she 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 would be jointly responsible to the General Body and shall be responsible to one another. The President should appoint standing and Ad-hoc Committees' Chairpersons and members as needed.

Section 8.2 President-Elect

The President-Elect shall assist the President and fulfill his/her duties in his/her absence or as needed. He/she shall automatically succeed to the office of the President at the end of the term and shall perform such other duties as he/she is assigned by the President. He/she will be the Chairperson of the Constitution and Bylaws Committee.

Section 8.3 Past-President

The Past-President shall become Chairperson of the Nomination Committee (see Article X) and Election Officer.

Section 8.4 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 SMCANA.
- C. issue an agenda of all regular and special meetings after consultation with the Executive Committee.
- D. keep a copy of all official correspondence of and to the organization, including newsletters and program brochures for the activities of the organization and reports submitted by the Committee's Chairpersons.
- E. keep an attendance record of all meetings of the organization.
- F. be custodian of the Constitution, Bylaws, and amendments of the organization.
- 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 in the same capacity.
- K. be responsible for transferring all the records of the organization within 30 days after the Annual Meeting to the incoming Secretary; and
- L. keep a list of authorized delegates for the current year.

Section 8.5 Treasurer

Unless otherwise directed by the Governing Body, the Treasurer will be the sole fiscal officer of the Organization and the only authorized person empowered to have custody of the monetary assets of the Organization.

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 Executive Committee may designate. He/she will be in charge of all the accounts by the Association.
- 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/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 Treasurer and as may be assigned by the Executive Committee as required by law.
- E. if required by the Executive Committee, give to the Corporation such security for faithful discharge of his duties as the Executive Committee may direct.
- F. transfer to the next treasurer within 30 days of the assumption of office by the latter, or at a later time designated by the Executive Committee, all accounts of the Organization.

- G. file all income tax returns with the IRS for the year in which the office was held.
- H. can disburse any amounts from income generated from the Life Membership Fund only with a written (or equivalent electronically documented) consent of the Chairperson of the Board of Trustees; can disburse any amounts from Endowment Funds only with a written (or equivalent electronically documented) consent of the Chairperson of the Endowments Committee.

ARTICLE IX- GENERAL BODY MEETINGS AND AGENDA

- A. Robert's Rules of Order shall govern all meetings of this Association in all cases where they are applicable, except where they are inconsistent with the constitution and bylaws of SMCANA.
- B. 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 General Body meeting for the Executive Committee's decision on whether to include it in the agenda.
- C. 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 where the affirmative vote of at least a majority of the active delegates present and who are eligible to vote.
- D. Any new business not on the agenda can only be discussed, but cannot be voted upon or otherwise decided, at that General Body meeting.

ARTICLE X- COMMITTEES

Section 10.1 Committee Nomenclature

A. STANDING COMMITTEES:

The term of each Standing Committee shall be two years. The following shall be the standing committees:

1. Constitution and Bylaws Committee
2. Nominations Committee
3. Endowments Committee
4. Finance Committee

B. ADHOC COMMITTEES:

Other committees can be formed at the discretion of the President.

Section 10.2 Committee Chairpersons

The term of office of each Committee Chairperson will be two years or the end of the term of the President that appointed the Committee. It can be renewed by reappointment by the President. The President shall be an ex-officio member of all committees, except Nominations Committee.

Section 10.3 Committee Membership

Membership of each standing committee except the Nomination Committee and Endowments committee shall be recommended by the Chairperson of the committee and are appointed by the President.

Section 10.4 Quorum

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

Section 10.5 Minutes of Committee Proceedings

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

Section 10.6 Constitution and Bylaws Committee

- A. The Constitution and Bylaws Committee shall consist of at least three (3) members. The President-Elect shall be the Chairperson of the Constitution and Bylaws Committee.
- B. It will be the Committee's responsibility to review the Constitution and Bylaws at least once a year and endorse it or suggest any amendments as needed for consideration by the General Body. In addition, the Committee should also review any amendments proposed by active members of the Governing Body or General Body and submit them with the Committee's recommendations and comments thereon to the Governing Body at least 30 days prior to the Annual Meeting.

Section 10.7 Nomination Committee

- A. The Chairperson of the Board of Trustees shall appoint a Nomination Committee consisting of three (3) members actively involved and familiar with the working of the association besides the Past President and the President-Elect. The Past President, being a senior member of the Executive Committee will be the Chairperson of the Committee unless otherwise determined by the Board of Trustees for cause.
- B. Members of the committee would be:
 1. Past President (Chairperson)
 2. President-Elect
 3. Three (3) members appointed by the Board of Trustees.
- C. The Committee shall seek and receive nominations for the following positions:
 1. President-Elect
 2. Secretary
 3. Treasurer
 4. Six (6) Executive members.
 5. Four (4) Trustees

Section 10.8 Endowments Committee:

- A. SMCANA will have an Endowments Committee to advise the Executive

Committee with regards to the execution of the endowments for furtherance of the objectives of SMCANA, reviewing the functioning of various endowments, and raising funds for future endowments.

- B. SMCANA members who donate \$10,000 or more to SMCANA shall be permanent members of the Endowment Committee. The President of SMCANA will appoint the Chairperson of the Endowments committee from members of the Committee.
- C. The Endowments Committee shall be responsible for execution of the objectives of all endowment funds.

Section 10.9 Finance Committee

- A. SMCANA will have a Finance Committee to advise the Executive Committee regarding oversight and audit of association's finances and regarding investment of association's assets.
- B. The President will appoint a Finance Committee consisting of three members (including the chairperson knowledgeable in financial matters, the Treasurer and the immediate past-Treasurer.
- C. The Chairperson of the Finance Committee should not be a member of the Executive Committee or the Board of Trustees

ARTICLE XI- MEMBERSHIP FEES

Section 11.1 Determination of Membership Fees

Membership Fees will be determined by the Executive Committee and approved by the Board of Trustees.

Section 11.2 Life Membership Fund

The monies generated by Life Membership Fees shall remain in a separate account for which the Board of Trustees are the Trustees, and the Chairperson of Board of Trustees is the custodian. The income from this account can be utilized for day-to-day operations of SMCANA, but the principal shall remain a permanent asset of SMCANA and can be disbursed only under exceptional circumstances with the agreement of the Executive Committee and majority vote by the Board of Trustees to be ratified by the majority of General Body at the next Biennial meeting.

ARTICLE XII- ELECTIONS

Section 12.1 Call for Nominations

- A. The Nomination Committee shall meet at least 1 month prior to the scheduled date of elections and shall call for nominations for officers. The meeting can be in-person or through appropriate electronic means.

- B. Any member in good standing can make alternative nominations to the Chairperson of the Nomination Committee within 30 days of the announcement of the call for nominations.

Section 12.2. Eligibility for Elections:

- A. Only Life Members are eligible for election as President-Elect, Secretary, Treasurer, and Trustees.
- B. Only Life Members and duly registered Members-in-Training are eligible for election as members of the Executive Committee
- C. Only Life Members are eligible to vote in the elections.

Section 12.3 Announcement of the Slate of Candidates and Conduct of Elections

- A. The Nomination Committee will present the slate at the General Body meeting. Alternative nominations can be made from the floor at the General Body Meeting. If there is a contest, the election will be conducted at the time of the General Body meeting.
- B. The Chairperson of the Nominations Committee shall be the Election Officer and will be responsible for conducting elections during the General Body meeting.
- C. The Nominations Committee shall become automatically dissolved at the conclusion of the election.

Section 12.5 Resignation or Death of Elected or Nominated Officials

- A. A member of the Executive Committee or Standing Committees unable to perform the duties of the position can submit his/her resignation in writing to the President. A member of Board of Trustees can submit his/her resignation to the Chairperson of the Board of Trustees. The President's resignation would be submitted to the Chairperson of the Board of Trustees and vice-versa.
- B. Elected or nominated officials will immediately forfeit all the rights and responsibility of their position in SMCANA upon acceptance of their resignation or removal.
- C. Vacancies arising from death or resignation of elected official(s), other than the President and President-Elect, should be filled by the President and confirmed by the Executive Committee at its next meeting. However, if similar circumstances arise after nomination – but prior to election, or if the nominee declines before election, the Nomination Committee will propose another candidate.
- D. In case of resignation or death of the President-Elect, a special election should be conducted by the Nominations Committee. In Lieu of the procedures outlined in Article XII, such an election could be conducted through a mail ballot, if so directed by the Executive Committee.
- E. In case of resignation or death of the President, the President-Elect automatically assumes the office of the President. If the death or resignation of the President happens during the first year after the biennial meeting, a new election would be called for the position of President-Elect who would assume the office of President at the next Biennial meeting. If the death or resignation of the President happens during the second year after the biennial meeting, the President-Elect will continue as the President during the next term as well.

ARTICLE XIII-AMENDMENTS AND ADOPTION

Section 13.1 Amendments

These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds majority vote of any duly organized meeting of the General Body. The proposed amendment can be introduced by any voting member of the SMCANA by one of the following methods:

- A. Introduced in any General Body or Executive Committee meeting, with at least 10 signatures of voting members.
- B. Submitted at least three weeks before the Commencement for the General Body - meeting to the Chairperson of Bylaws Committee for consideration and discussion and presentation by the Committee Chairperson in subsequent meeting.

The amendment can only be voted on in the next general body meeting, where if approved by a two-thirds majority, would be incorporated in the constitution as an amendment.

ARTICLE XIV- VOTE OF NO CONFIDENCE

Any vote of no confidence motion against office bearer (s) of the executive committee will have to be approved by two-thirds majority of the members present with a quorum in a general body meeting.