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American College of International Physicians, Inc.

Constitution & By-laws 1997

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CONSTITUTION

ARTICLE I NAME

(1) The name of this organization shall be the "American College of International Physicians, Inc."

(2) This corporation shall be composed of and consist of individual members elected to membership in the American College of International Physicians, Inc. in accordance with the rules of eligibility set forth in the By-Laws.

ARTICLE II PURPOSES

Section (1) The College is organized exclusively for educational, scientific research and charitable purposes.

The purposes for which this corporation is formed are:

- (a) Primarily to advance and improve the standards of practice and quality of professional service in the field of medicine.
- (b) To pursue educational opportunities for international physicians as well as to enhance the knowledge and education of its membership in the prevention, diagnosis and treatment of disease through continuing medical education.
- (c) To offer scholarship aid to disadvantaged and deserving medical students and other students of health professions.
- (d) To secure for the international physician, an atmosphere conducive to the achievement of his or her potential as healer of the sick.
- (e) To advance the knowledge of international health by encouraging scientific research by its fellows.
- (f) To support Fellows who are desirous of rendering free medical and educational care to indigents here in the United States and overseas.

Section (2) To encourage promotion of international medical relief programs to areas that require humanitarian assistance due to natural calamities, disasters and epidemic disease through special voluntary contributions by Fellows of the College, the public at large and affiliated societies.

Section (3) The College shall not operate for profit and no part of the net earnings of the College shall inure to the benefit of or be distributable to its members, Fellows, Trustees, Officers, and other private persons, except that the College shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the earnings or activities of the College shall be devoted to carrying on of propaganda, or otherwise attempt to influence legislation, and the College shall not participate in any political campaign on behalf of any candidate for public office (including the publishing or distribution of any statements). Notwithstanding any other provision of Articles governing the College, the College shall not carry on activities not permitted to be carried out by an organization exempt from Federal Income Tax under Section 501 (C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any organization, contributions to which are deductible under Section 170 (C)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future U.S. Internal Revenue Law).

Section (4) Upon dissolution of the College, at any time, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the College, dispose of all of the assets of the College exclusively for charitable and educational purposes of the College, in such a manner, or to such organizations established and operated exclusively for charitable and educational purposes under Section 501 (C)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future U.S. Internal Revenue Law), as the Board of Trustees shall determine.

ARTICLE III AMENDMENTS

The American College of International Physicians may amend this Constitution at any annual meeting of the College of Regular Fellows, by a two-thirds (2/3) vote of those present and qualified to vote, provided notice of the proposed amendments has been appended to the call for the meeting and mailed at least 30 days prior to the date thereof.

The proposed Amendments must be approved by the Constitution and By-Laws Committee of the College before it is presented to the Annual meeting of the College of Fellows.

BY-LAWS

1.00 Membership

1.01 Classification of Fellowship:

1.011 Regular Fellows shall be members in good standing of the College, and shall have the following qualifications:

- (1) Shall hold the degree of Doctor of Medicine or its equivalent, from medical college or its equivalent as determined by the Board of Trustees of the College.
- (2) Shall have a license to practice medicine in any state or territory or possession of the United States of American, or Canada
- (3) Shall be a resident of the United States or Canada.

1.012 Associate Fellows shall be limited to physicians who hold the degree of Doctor of Medicine or its equivalent but do not meet the requirement of

1.011 (2) and (3).

1.013 Affiliate Fellows shall be practicing physicians of foreign countries, teachers of medicine, and scientists.

1.014 Student Fellows - Medical Students, currently enrolled in recognized medical schools or Colleges of Medicine or their equivalent.

1.015 Honorary Fellows - Regular Fellows who are not in active practice because of retirement or disability, shall be eligible for Honorary Fellowship upon application to the American College of International Physicians. Honorary Fellows shall not be required to pay membership fees.

1.016 Institutional Fellows are members in good standing of Associations/Societies/Organizations who are institutional members of the College as defined in 1.03. Institutional Fellows shall not have the privilege of holding office or voting.

1.017 Life Fellows - Regular Fellows who have obtained Life Fellow status on payment of dues and fees as prescribed by the Board of Trustees. They shall have all the privileges of holding office, and voting in elections.

1.02 Application for Fellowship

1.021 All applications for Fellowship shall be sent to the Central office of the American College of International Physicians, to be acted upon by the appropriate committees, prior to presentation to the Board of trustees for their approval.

1.022 A Fellow shall hold only one type of Fellowship in the College at any one time.

(Revised July, 1995)

1.03 Institutional Membership

1.031 Institutional Membership in the College is offered to any Associations/Societies/Organizations consisting of physicians if such Associations/Societies/Organizations meets the following requirements and if its purposes are in conformity with those of the College.

(1) Requests in writing, to the Board of Trustees, its intentions to affiliate,

(2) Be recommended for approval to the College of Fellows by a majority

vote of the Board of Trustees,

(3) Have at least 25 dues paying members who are regular Fellows of the College,

(4) Have a Constitution and By-Laws which is similar and conforms with those of the College, or provide a written commitment to support the purposes of the College,

(5) Provide the Board of Trustees of the College with a list of its Officers and members together with a copy of its Constitution and By-Laws,

(6) Be an established and stable national organization having been in existence for at least three years prior to submitting its application,

(7) Be an active national organization, holding at least one meeting of its members per year.

1.04 Chapter Membership

1.041 Chapter membership in the College shall be conferred at the determination of the Board of Trustees, to any group of physicians, if such group meets the following requirements:

(1) Requests a Charter from the College to form a Chapter,

(2) Has at least 10 physicians who are Regular Fellows of the College,

(3) Has a Constitution and By-Laws, approved by the Board of Trustees of the College that conforms to the Constitution and By-Laws of the College,

(4) Makes a yearly report of membership of the Chapter and its finances to the Board of Trustees of the College,

(5) Is an active organization holding at least one meeting of its membership each year,

(6) Sends a Chapter delegate to the Annual Convention of the College each year.

1.042

(1) Chapters of the College may be organized at any local, city town, district or state level. A national organization shall be eligible to join under 1.03.

(2) When 10 or more Chapters shall have been organized and Chapter Delegates elected or appointed, such Delegates shall organize themselves into a House of Delegates, with an elected speaker, who shall serve as an Officer and Trustee of the College.

(3) Upon formation of the House of Delegates, the representatives of the Council on Affiliated Associations and Societies shall become delegates of the House of Delegates.

(4) The House of Delegates shall meet a day prior to the annual convention of the College and also schedule a midyear meeting six months prior to the annual convention of the College. It shall be the responsibility of the Speaker of the House of Delegates to convene such meetings with the approval of the Board of Trustees.

(Since 1990)

2.00 House of Delegates

2.01 Composition

All members of the House of Delegates of the College must be bonafide active members of the College and shall have only one vote. The House of Delegates of the College shall be composed of the following:

- (a) All Past Presidents of the College.
- (b) All incumbent Officers of the College.
- (c) All incumbent members of the Board of Trustees.
- (d) All approved House of Delegates members of each State as chosen by their members. They may be the President/designee or Regent of the respective States.

2.02 Qualifications of State House of Delegates Members

- (a) The State must have an active State Chapter or must have at least 10 active members of the College for designating one delegate.
- (b) The State may have one additional seat for each increment of fifty (50) bonafide active members of the College.

(c) A complete listing of regular active members in each state shall be based on the current membership list maintained by the central office of the College.

2.03 Functions of the House of Delegates

(a) The House of Delegates shall be the legislative and policy making body of the College. The deliberations shall be binding upon the Board of Trustees, officers and members of the College.

(b) The House of Delegates shall have the power to recommend amendments to the Constitution and By-Laws of the College.

(c) The House of Delegates shall have the power to approve or amend the budget of the College.

(d) The House of Delegates shall receive annual reports from the officers of the College and State Presidents of component chapters.

(e) The members of the House of Delegates may qualify to serve as members of all standing and ad hoc committees of the College.

2.04 Officers of the House of Delegates

The House of Delegates shall elect its officers, namely, a Speaker, Vice-Speaker and Floor Leader, who shall serve a term of two (2) years. Such officers may be reelected for no more than two (2) terms.

(a) The Board of Trustees shall certify the completion and effective formation of the House of Delegates. A non-functioning House of Delegates shall be declared inactive by the Board of Trustees and the Board of Trustees shall assume all the functions of the House of Delegates; except to amend the Constitution and By-Laws.

2.05 Duties of Officers

(a) The Speaker of the House of Delegates

(1) Shall call for meetings of the House of Delegates;

(2) Shall preside over meetings of the House of Delegate;

(3) Shall attend and participate in meetings of the Executive Committee and Board of Trustees in order to appraise the Board on matters taken up

in the House;

(4) Shall assign any functions to the other officers of the House as necessary;

(5) Shall appoint all chairpersons and members of the Standing Reference Committees and ad hoc committees of the House, when necessary.

(b) The Vice-Speaker of the House of Delegates shall preside over the House of Delegates in the absence of or at the request of the Speaker. He succeeds to the office of Speaker of the House of Delegates in the event of vacancy for the duration of the term.

(c) The Vice-Speaker of the House of Delegates

(1) Shall check the credentials and maintain a current list of delegates and alternate delegates of the component chapters and states;

(2) Shall record the proceedings of the House and turn them over to the Secretary of the College for custody, after the last business meeting of the annual convention.

(d) The Floor Leader of the House of Delegates shall initiate constructive discussions and steer the House of Delegates towards expeditious deliberation.

2.06 Eligibility of House of Delegates Officers

To become eligible for any elective position in the House of Delegates, candidates must possess the following qualifications:

(a) Two (2) years of active membership of good standing in the College.

(b) For the office of Speaker, the candidates must have served at least two (2) years in the House of Delegates starting with the year 1990. Pending the election of the Speaker in 1992, the Speaker pro tempore shall be designated by the Board of Trustees.

(c) Intent of candidacy must be filed with the Committee on Elections postmarked no later than thirty (30) days prior to election by certified mail with return receipt.

The date of election is in conjunction with the College's annual meeting. Voting shall be done by secret ballot.

2.07 House of Delegates Committees

The following shall be the Standing Reference Committees of the House of Delegates:

- (a) Resolutions.
- (b) Finance and Budget.
- (c) Constitution and By-Laws.
- (d) Credentials and Procedures.
- (e) Nominations and Elections.
- (f) Ethical and Medicolegal.
- (g) Medical Education and Research.
- (h) Foundation.

2.08 Meetings

The House of Delegates shall meet a day prior to the annual convention of the College and also schedule a midyear meeting six months prior to the annual convention of the College. It shall be the responsibility of the Speaker of the House of Delegates to convene such meetings with the approval of the Board of Trustees.

2.09 Quorum

For the transaction of business, a quorum shall consist of 25 percent of the delegates.

3.00 College of Fellows

3.01 Supreme Authority

The Regular Fellows shall constitute the membership of the College and they shall meet at each annual convention as the College of Fellows. The College of Fellows shall be the supreme authority in all matters which concerns this organization. All five (5) officers of the College and nine (9) members of the Board of Trustees shall be elected by the Regular Fellows

of the College at its annual meeting.

3.02 Rights and Privileges of Fellows

The College shall extend its protection to all Fellows, and no rights, privileges or obligations shall be abridged because of race, color, creed, national origin or sex. A Fellow shall retain his membership as long as he complies with the Constitution and By-Laws of the College.

3.021 Any reference in these By-Laws to the pronoun "he" or "his" shall be interpreted as referring to both male and female Fellows of the College.

3.03 Conduct of Fellows

(1) If the conduct of any Fellows shall be in willful violation of the Constitution and By-Laws of the College, or prejudicial to the interests of the College, the Board of Trustees may, by a vote of two-thirds (2/3), suspend or drop him from the rolls of the College. Before such an action is taken, a written copy of the charges must be presented to the Board of Trustees of the College and a copy of the same served to the affected Fellow and an opportunity given to the Fellow to be heard before the Board of Trustees of the College.

(2) A motion to consider the suspension or revocation of status of a Fellow shall be made at a regular meeting of the Board of Trustees. Action by the Board of Trustees shall be final.

3.04 Attendance at Conventions

All regular Fellows of the College are encouraged to attend at least one annual convention every three years. The central office shall notify those who do not comply with this requirement.

3.05 Indemnification

The College shall indemnify any Trustee, Officer, employee, or agent who was or is a part or is threatened to be made a part to any pending or completed legal action, court proceedings, whether civil, criminal, or otherwise, by reason of the fact that he/she reasonably believed such action to be in the best interest of the College and, had no reasonable cause to believe that his/her conduct was unlawful. In every case, the College's liability and obligation shall be satisfied only from its assets.

4.0 Officers

4.01 Election of Officers

The College shall have five (5) officers and they shall be: President, President-Elect, Chairman of the Board of Trustees, Secretary, and Treasurer. The officers shall be elected by the Regular Fellows of the College at its annual meeting, and each shall serve until the officer shall resign, or shall be removed from office, or a successor shall be qualified or elected.

4.02 Duties of Officers

(1) The President shall preside over all conventions at which he is present. He shall appoint all committees deemed necessary by the College except the Executive Committee and as otherwise noted in the By-Laws. He shall act as the Chief Executive Officer and spokesman for the College but only as directed by the Board of Trustees. He shall be the Chair of the Executive Committee and by an ex-officio member of all Committees. He shall keep the President-Elect informed of College affairs.

(2) The President-Elect with the assistance of the Executive Director shall plan the Convention programs and act as Convention Chair of the College.

(3) The Secretary shall be responsible for maintaining minutes of the meetings of the College of Fellows and the Board of Trustees. He shall notify members of all annual and special meetings; notify officers of their election and members of the various committees of their appointments and duties. He shall keep an official roster of all Fellows, their class of Fellowship and an official census of Fellows. He shall notify members of the Board of Trustees of meetings of the Board. He shall send copies of the Constitution and By-Laws to all Fellows and new Fellows at their request.

(4) The treasurer shall receive and keep monies of the College in bank accounts approved by the Board of Trustees. He shall submit all bills for approval by the President, and pay bills and disperse funds as directed by the Board of Trustees. He shall prepare a yearly financial statement to be reported at the Annual Convention of the College and at such times as he may be called upon to give a financial report by the Officers and Board of Trustees. He shall arrange for the collection of annual membership dues of Fellows and fees during the Convention.

(5) The immediate Past President shall function as the Chairperson of the Board of Trustees and be responsible for maintaining and giving a brief history of the College which shall be read at each annual meeting of the

College. He shall chair the Board of Trustees meetings.

4.03 Additional Duties

The Officers of the College shall have additional duties as may be assigned to them by the College and by the Board of Trustees.

4.04 Care of College Property

Each Officer shall deliver any and all College property and records to his successor, or to the President, within one (1) month after the Annual Convention of the College.

4.05 Term of Office

(1) The regular term of office for all officers shall be one (1) year, to commence immediately following the Annual Convention of the College and end with the next Convention.

(2) A Past President shall not be eligible to run for the office of President-Elect, if he has previously been elected and not appointed during the last 2 years preceding an election for the same.

(3) The Treasurer and Secretary shall be elected for a term of one (1) year and shall not serve more than three (3) consecutive terms.

(4) The President, on completion of his one year term will become the Chairperson of the Board of Trustees.

4.06 Eligibility of Office

(1) Only Regular Fellows in good standing shall be eligible to be elected as officers.

(2) Only Regular Fellows who have served on the Board of Trustees of the College for at least two (2) years shall be eligible for the office of the President or President-Elect.

(3) The Secretary and Treasurer shall have served as a Trustee on the Board at least one (1) year.

4.07 Removal from Office

Any officer may be removed from office for neglect of duty or for any other

reason by three-fourths (3/4) vote of the Board of Trustees. The successor of such a vacated office shall be selected by the Board of Trustees and shall serve the unexpired term of the office until the next regular election at the annual meeting of the College of Fellows.

5.00 Administrative Officers

5.01 Executive Director

The Executive Director as the principal administrative officer of the College, shall serve at the pleasure of the Board of Trustees and will perform the following duties:

- (1) Implement all decisions of the Board of Trustees and its Executive Committee;
- (2) Keep under supervision the books and financial records of the College;
- (3) Receive and deposit to the credit of the College all monies due and payable to the College from any source whatsoever in such banks, trust companies or other depositories as the Board of Trustees designate;
- (4) Maintain proper account of all such monies received and all monies disbursed on behalf of the College and all records in connection therewith;
- (5) Maintain the rolls of the membership of the College;
- (6) Issue notices of meetings of the College of Fellows, of the Board of Trustees and of the Executive Committee;
- (7) Preserve communications pertaining to the affairs of the College;
- (8) Have general charge of the operating activities of the College;
- (9) Employ, supervise and determine the compensation of the employees of the College;
- (10) Perform such other duties as may be as may be assigned by the Board of Trustees or its Executive Committee;
- (11) May receive compensation as determined by the Board of Trustees.

5.02 Additional Duties

The Executive Director may assume some or all of the duties of the College Secretary and Treasurer, as provided in 4.01 (10), when authorized to do so by the Board of Trustees. The functions of the Executive Director may be delegated to other(s) through decisions conveyed by the Board of Trustees.

6.00 Board of Trustees

6.01 Definition

The Board of Trustees shall be the policy making and administrative body of the College during the interval between the regular annual meetings of the College of Fellows.

6.02 Composition

The Board of Trustees shall be composed of five (5) officers, nine (9) elected or appointed Trustees, and an elected Chairperson of the Council of Affiliated Association/Societies/Organizations. Appointed Trustees shall be interim Trustees who shall not serve more than one (1) year, and are appointed to fill existing vacancies in the Board of Trustees.

(1) Past Presidents in good standing shall be ex-officio Board members without vote and they shall be entitled to receive all communications ordinarily (excluding confidential documents, marked as such) addressed to members of the Board of Trustees.

6.03 Duties

The Board of Trustees shall be subject to the collective authority of the Regular Fellows of the College and shall:

- (1) Control and manage the funds and properties of the College.
- (2) Select the place for deposit of funds.
- (3) Provide for annual auditing of books, ledgers, and accounts before the annual meeting or at such times as the Board of Trustees may deem advisable.
- (4) Prepare a yearly budget for presentation at the Annual Meeting of the College.
- (5) Prescribe the amount of expenses for the Officers to attend meetings

and perform duties.

(6) Conduct business meetings by mail or other means of communications with approval of the majority of the Board.

(7) Create Committees, Commissions, or Study Groups and appoint members of such bodies.

(8) Fill interim vacancies on the Board of Trustees by majority vote of the Board of Trustees, and specifically the duration of terms for such appointed members.

(9) Prepare for the Annual Convention of the College, together with the President-Elect.

(10) Appoint an Interim President-Elect to fill the vacancy caused by the assumption of the Presidency by the President-Elect, due to death, resignation, disability, or incapacity of the elected President. The term of the Interim President-Elect shall be for the unexpired term of the President-Elect and he shall meet all the qualifications necessary and as set forth in 4.06 of these By-Laws.

(11) Appoint Interim Officers from among the members of the Board of Trustees to fill vacancies of other officers including the Chairman of the Board of Trustees, as the need arises, for the unexpired term only.

(12) Perform the duties of the Board of Directors of the Corporation.

6.04 Executive Committee

An Executive Committee consisting of the five Officers shall act on behalf of the Board of Trustees during the interim periods between meetings of the Board of Trustees. The Executive Committee shall act subject to the approval of its actions by the Board of Trustees. The Executive Committee shall be chaired by the President of the College.

6.05 Term of Office

(1) An elected trustee shall serve for three consecutive years or terms. A term shall be the time interval from one Annual Convention to the next Annual Convention. They shall be eligible to be re-elected.

(2) Three trustees shall be elected at each Annual Convention of the College.

(3) Vacancies in the Board of Trustees shall be filled for their unexpired terms by the election of the College of Fellows at its earliest Annual Meeting.

(4) An elected Chairperson of the Council of Affiliated Associations/Societies/Organizations shall be entitled to serve as a Trustee of the Board for a period of two consecutive years.

(5) All appointed officers and or members of the Board of Trustees who are appointed to fill interim vacancies shall occupy their position only to serve the unexpired term of their predecessors.

6.06 Eligibility

Only Regular Fellows in good standing shall be eligible to hold office as Trustees.

6.07 Meetings and Quorum

(1) There shall be at least four regular meetings of the Board of Trustees each year, of which at least two meetings shall be scheduled at the Annual Conventions. Two other meetings shall be held at such times and places as the Board shall determine.

(2) The Board of Trustees shall meet immediately before and after the Annual Convention of the College and shall organize itself and approve appointments of chairpersons of standing committees and create ad hoc committees, if necessary.

(3) Meetings of the Executive Committee shall be called at any time by the President; and through him at the request of three (3) officers of the Board of Trustees. At least one week's notice for such meetings shall be given. The notice shall specify the purpose of the meetings and shall include an agenda for such meetings.

(4) The Chairman, may call meetings of the Board of Trustees when necessary. Such meetings shall be made through the Executive Director, and the purpose of the meeting(s) shall be stated in the notice. The Executive Director shall issue notices of meetings, to include time and location of the meetings, to all Board members, as concurred by the Chairman of the Board of Trustees.

(5) Five (5) members of the Board of Trustees shall constitute a quorum.

(6) Notice of meetings shall be deemed as delivered if given orally, by telephone, mail, or telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to a Trustee at his address appearing in the records of the College.

(7) Attendance at any meeting shall constitute a waiver of notice of such meeting except where attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.08 Attendance Requirement

Any Trustee or Officer of the College who fails to attend 50% of meetings of the Board, may cause his position to be declared vacant by the Board of Trustees and such vacancies filled by the Board of Trustees. This action shall be reported at the next Annual meeting of the College.

7.00 Committees and Councils

7.01 The Standing Committees shall be the 1) Constitution and By-Laws Committee; 2) Committee on Credentials and Membership; 3) Nominating Committee; 4) Convention and Arrangements Committee; 5) Scientific Research Committee; 6) Committee on Publications; 7) Awards Committee; 8) CME Committee.

7.02 Chairs of the Standing Committees. The President, subject to the approval of the Board of Trustees, shall appoint the chairs of the standing committees. Each committee shall be composed of at least three (3) members.

7.03 The Chairs of the Standing Committee shall be responsible to the Board of Trustees. They shall prepare an annual report to be incorporated in the annual order of business of the College of Fellows. They shall prepare a report to the Board of Trustees upon request.

7.04 The Constitution and By-Laws Committee shall be a fact finding and advisory committee on matters pertaining to the Constitution and By-Laws and shall make a study of the Constitution and By-Laws and make recommendations for changes, deletions, modifications and interpretations after giving due consideration to submitted proposals.

7.05 The Committee on Credentials and Membership shall be composed of five members, three drawn from the Board of Trustees and two members

appointed by the President from the Regular Fellows.

The function of the Committee shall be to consider applications for Fellowship and continuation of Fellowship, and to investigate the qualifications of applicants. The Committee may have the privilege of causing the applicant to appear in person for a further consideration of the applicant's qualifications.

The Committee may encourage or recommend to the Board of Trustees any changes in the qualifications for Fellowship, for the good of the College.

7.06 The Nominating and Election Committee shall report at the Annual Meeting of the Fellows of the College, and shall present a list of Regular Fellows in good standing as nominees for each of the elective offices. They shall obtain written consent of all nominees for the elective offices before presenting them to the College, and preferably submit CVs and resumes for candidates seeking election.

The members of the Nominating and Election Committee shall be appointed by the Board of Trustees and shall be chaired by the President-Elect.

7.07 The Convention and Arrangements Committee shall serve as an advisory committee to the Board of Trustees and the President-Elect, and shall perform such functions to insure an orderly and successful Convention of the College. The Committee will be chaired by the President-Elect.

They shall study the proposed three (3) future convention sites and report on the availability of facilities.

7.08 The Scientific and Research Committee shall plan and conduct programs of scientific nature, provided such program or programs have been approved by the Board of Trustees. The Committee may also oversee meetings with continuing medical education (CME) credit.

7.09 The CME Committee shall conduct, develop, or assist in programs, lectures, courses, or other means of education and research, for the benefit of the members of the College and of the profession at large. This committee may also encourage and assist medical schools and hospitals in developing and maintaining adequate courses and facilities for the education and training of international physicians.

7.10 The Committee on Publications may be formed by the Board of Trustees to oversee all publications of the College. A financial statement and report on the official publications of the College shall be included in the annual report of the Treasurer to the College.

7.11 Awards Committee - This Committee shall provide or arrange for the recognition of outstanding contributions made by international medical graduates or by anyone in furtherance of the purposes of the College. The recognition shall be in the form of an award as deemed appropriate by the President of the College and approved by the Board of Trustees. The Committee shall be chaired by the President of the College.

7.12 Special (Ad Hoc) Committee shall be created by the President and shall be dissolved by the President upon completion of their function.

7.13 The Council of Affiliated Associations/Societies/Organization shall be created by the Board of Trustees when two or more Affiliated Associations/Societies/Organizations join the College.

The Council of Affiliated Associations/Societies/Organizations shall be composed of representatives of those Affiliated Associations/Societies/Organizations as defined in 1.03. Each Affiliated Associations / Societies / Organizations shall nominate one member to this Council who is a Regular Fellow in good standing of the College as per requirements in 1.011.

The Council shall function as a Standing Committee. The term of office of representatives will be determined by the Board of Trustees, but will be for a minimum of one year.

The Chairperson of the Council shall serve on the Board of Trustees for two years and will prepare an annual report to be read at the Annual Meeting of the College of Fellows and be responsible to the Board of Trustees. The Chairperson of the Council shall attend all meetings of the College of Fellows and shall be elected by the members of the Council at the Annual Convention of the College.

The functions of the Council shall be to provided a forum for those Associations/Societies/Organizations affiliated with the College to articulate their special interests, needs and the points of view of its membership to the College.

8.00 Conventions and Meetings

8.01 Annual Convention

The Convention of the College and the Annual Meeting of the College of Fellows shall be held annually. Time and place of the Convention shall be determined by the Board of Trustees, preferably at least three (3) years in advance.

8.02 Special Meetings

Special Meetings of the College of Fellows may be held at any place, and at any time, upon call of a majority of the Board of Trustees; by a majority of Regular Fellows present at any convention; or upon written request of twenty-five (25) percent of all Regular Fellows in good standing.

8.03 Quorum

At any meeting duly called and with notifications sent to all Regular Fellows, attendance by any number of Regular Fellows in excess of fifteen (15) shall constitute a quorum and the majority vote of those present shall be the official decision of the College.

8.04 Order of Business

The following order of business shall be followed by the Board of Trustees and the College of Fellows at all meeting:

- (1) Call to Order
- (2) Establishment of a quorum
- (3) Reading of the minutes of the last meeting
- (4) Reports of Officers; each Officer and each Committee Chairman may read and/or submit a written report for inclusion in the Minutes
- (5) Reports of Standing Committees
- (6) Reports of Special Committees or Commissions
- (7) Unfinished Business
- (8) New Business
- (9) Announcements

(10) Adjournment

8.041 At the annual business meeting of the College of Fellows, the election of new Officers and Trustees shall take place under (item 7) Unfinished Business in the Order of Business (8.04).

8.042 The Administration of Oath of Office and induction of new Officers and Trustees shall follow the announcement of the results of the elections for new Officers and Trustees.

8.043 The Oath of Office of new Officers and Trustees shall be administered by the outgoing President (Immediate Past President) or by any Past President of the College, with the consent of the Immediate Past President.

8.05 Parliamentary Authority

All proceedings and meetings shall be conducted in accordance with the rules and regulations of parliamentary procedure as contained in Robert's Rules of Order, Revised.

9.00 Nominations and Elections

9.01 Nominations

(1) All nominations shall be submitted to the Nominating Committee at least 30 days before the Annual Convention.

(2) Only Regular Fellows in good standing shall be eligible for election as Trustees.

(3) A written consent from the candidate for Officer or Trustee must be obtained before his name is placed in nomination and on a ballot.

(4) Newsletters and the Bulletin of the ACIP will serve as notices to Fellows of nominations.

9.02 Voting and Eligibility

(1) All Regular Fellows of the College in good standing, shall be eligible to vote in elections for Officers and in meetings of the College of Fellows.

(2) All Regular Fellows who have paid all dues and assessments for the current fiscal year of the College shall be considered to be in "good

standing” and shall be eligible to vote and run for office.

9.03 Method of Voting

(1) A Nominating and Election Committee shall be appointed by the Board of Trustees and shall certify credentials before issuing ballots.

(2) The Nominating and Election Committee shall be responsible for the annual election procedures, including a special room for voting, ballot boxes, counting of ballots, and making an official election tally report to the College of Fellows at the Annual Convention.

(3) If the Board of Trustees decides that election of Officers and Trustees shall be held by mail, all ballots shall be mailed to Regular Fellows in good standing at least 28 days prior to the Annual Convention meeting. All ballots shall be postmarked and returned no later than one week prior to the Annual Convention of the College.

10.00 Finances

10.01 Membership dues: Fellows - Annual membership dues for the different classes of Fellows shall be decided by the Board of Trustees and are subject to approval by the College of Fellows.

10.02 Membership dues: Affiliated - Affiliated Association/Societies /Organizations’ dues shall be decided by the Board of Trustees.

10.03 Life Membership

Regular Fellows in good standing shall be eligible for life membership status in the College, upon application to the American College of International Physicians, Inc. and payment of a fee, as determined by the Board of Trustees.

11.00 Awards and Honors

11.01 Authority

The Board of Trustees shall be empowered through its Award Committee (7.10) to present special awards and honors as cited below, at the Annual Convention.

11.02 Purpose

The purpose of these awards is to honor physicians or others, whose distinguished achievements in the field of medicine and related disciplines deserve special recognition.

11.03 Distinguished Fellows

Physicians who have risen to eminence in the profession of medicine or served the College in a distinguished manner as a leader may be elected at the convention to Distinguished Fellowship after nomination by the Board of Trustees. Distinguished Fellows shall not be required to pay membership dues. There shall be only one such award each year.

The nominees for this award shall be presented to the Board of Trustees for consideration. Such requests shall be accompanied by a resume of the professional life of the physician to be honored.

12.00 Amendments

12.01 Procedure

These By-Laws may be amended at any Annual Meeting of the American College of International Physicians, Inc. by a two-thirds (2/3) majority vote of those present and qualified to vote subject to the quorum requirement as cited in 8.03 of the By-Laws, provided notice of the proposed amendments has been appended to the call for the meeting and mailed to all Regular Fellows of the College at least 30 days prior to the date thereof.

12.02 Prior Approval

The proposed amendments shall be approved by the Constitution and By-Laws Committee and the Board of Trustees of the College before it is presented to the Annual Meeting of the College.