



BY LAWS OF THE

ASSOCIATION OF CAMEROONIAN

PHYSICIANS

IN THE AMERICAS, INCORPORATED

CREATED JULY 2016
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AMENDED APRIL 22, 2017



BYLAWS OF THE ASSOCIATION OF CAMEROONIAN PHYSICIANS IN THE AMERICAS, INCORPORATED

ARTICLE I – NAME OF THE ORGANIZATION

The name of the corporation shall be The Association of Cameroonian Physicians in the Americas, Incorporated or ACPA Inc.

ARTICLE II – REGISTERED OFFICE, THE SECRETARIAT AND LOCATION

The registered office of the Association shall be at such place in the State of Georgia as the Board of Directors may determine from time to time. The Association may also have other offices at such other places within or without the State of Georgia, as the Board of Directors may determine from time to time.

ARTICLE III – PURPOSE OF THE ORGANIZATION:

- Section 1 The Association shall be a corporation established for charitable, educational, and scientific purposes; and its **vision** shall be for a stronger Cameroonian healthcare community in North America and fostering improved healthcare in Cameroon.
- Section 2 In pursuit of its visions the **mission** of the Association shall be:
- To foster personal and professional growth of physicians of Cameroonian origin in North America through networking and collaboration.
 - To promote scholarship and facilitate integration of physicians of Cameroonian origin in North America in the healthcare industry in North America
 - To provide a forum for involvement in healthcare delivery and policy in Cameroon through communication and collaboration with Cameroon health authorities.
 - To play a significant role in all matters affecting the health of Cameroonians and provide the forum for debating evolving health issues
 - To encourage the development of practical solutions to Cameroonian health care problems through training and other strategic activities inside Cameroon.

ARTICLE IV – MEMBERSHIP:

- Section 1 Full/Regular Members
- Regular Membership in the Association shall be open to all physicians of Cameroonian heritage, physicians married to Cameroonians, physicians who are naturalized citizens of Cameroon, practicing, teaching or otherwise engaged in the medical profession in the United States of America and Canada.
- All Regular Members must have completed residency and/or fellowship and are Board Certified by their respective specialty boards in the United States or Canada.
 - They should have an active license to practice medicine in their state/country of residence.

- Qualified/licensed physicians with M.D., Doctor of Medicine Degree; M.B. and B.S., Bachelor of Medicine & Bachelor of Surgery Degree; D.O., Doctor of Osteopathy Degree are eligible

Section 2

Associate / Resident Members

Associate Membership in the Association shall be open to all physicians of Cameroonian heritage, physicians married to Cameroonians, physicians who are naturalized citizens of Cameroon who are currently undergoing training as interns, residents, and fellows in the United States or Canada.

- This category is also open to attending physicians who have completed training and are board eligible but not yet board certified in their specialty.
- It is also open to physicians who have completed medical school and are yet to start residency.
- Associate members shall have all the rights of full members except the right to hold elective office.

Section 3

Student Members

Student Membership in the Association shall be open to all persons of Cameroonian heritage, married to Cameroonians, or naturalized citizens of Cameroon who are medical students in Accredited Medical Schools in the United States, Canada or Affiliate US Medical Schools in the Caribbean.

Student members shall have an observatory status in the association. They shall not have a right to make motions, vote, or hold elective office.

Section 4

Affiliate Members

Affiliate Membership shall be open, at the discretion of the General Assembly, to individuals of Cameroonian heritage, married to Cameroonians, or naturalized citizens of Cameroon who are in other medical or allied health professions in the United States or Canada and who do not otherwise qualify for Regular, Associate or Student membership.

An affiliate member shall have all the rights of full members except the right to make motions, vote or hold an elective office.

Section 5

International Members (Regular, Associate or Students)

International membership shall be open to otherwise regular, associate and affiliate members who reside in any country or territory outside of the United States of America and Canada. International membership status will be granted.

- Full International Membership in the Association shall be open to all other wise regular, associate and student members physicians of Cameroonian heritage or naturalized citizens of Cameroon who are practicing, teaching or otherwise engaged in the medical profession in any country or territory outside of the United States of America and Canada.
- Associate International Membership in the Association shall be open to all physicians of Cameroonian heritage or naturalized citizens of Cameroon who are currently undergoing training as interns, residents, and fellows in any country or territory outside of the United States and Canada.

- International Student Membership in the Association shall be open to all individuals of Cameroonian heritage or naturalized citizens of Cameroon who are medical students currently enrolled in a Medical School in any country or territory outside of the United States, Canada or Affiliate US Medical Schools in the Caribbean.
- An International membership shall be maintained by regular payment of annual membership dues.
- Other individuals residing outside of the United States or Canada who desire membership may be granted International membership status at the discretion of the Board of Directors. They shall have the same citizenship requirements as full members.
- An International member shall have all the rights of a regular member except the right to make motions, vote or hold elective office.
- There would be a special membership fee for members residing in Low and Middle Income Countries (LMICs).
- Any member in good standing in the Association who relocates to another country outside of the US or Canada may retain his or her membership by regular payment of the annual membership dues.

Section 6

Honorary Members

The Executive Council may elect as honorary members (Physicians or non physicians on the basis of position of honor or eminence in the community) persons who are not members of the medical profession or who are physicians but do not otherwise qualify for membership in the Association.

- Honorary members shall have such privileges, as the Board of Directors shall determine.
- Honorary members shall have all the rights of regular members except the right to make motions, vote, or hold elective office.

ARTICLE V – MEMBERSHIP DISCIPLINE

Section 1

Infractions

- A. Any member may be reprimanded, suspended or expelled for conduct that included but not limited to indecorum and malfeasance which in the opinion of the Assembly is contrary or detrimental to the vision and mission of the Association.
- B. Recommendation for expulsion shall require a two third vote of the members of the Executive Council acting at a meeting called partly or solely for that purpose.
- C. The recommendation for any involuntary discontinuation of membership must be ratified by two third vote of the general membership in order to become effective.
- D. Upon expulsion all rights and privileges of associate or regular membership shall be forfeited and terminated.

Section 2

Termination of Honorary Membership

- A. All rights and privileges of any honorary member shall terminate upon resignation or death.

B. The Board of Directors shall have the power to expel an honorary member for failure to maintain the requirement of such honorary membership or for any other cause, which, in its judgment is deemed sufficient for such revocation.

C. An affirmative vote of at least two third of the members of the Board of Directors shall be necessary for such an expulsion.

D. A two third vote of the general membership at a meeting or voting by mail shall be required to confirm and implement such expulsion.

Section 3 Proper Notification and Hearing

A. No member shall be expelled until he or she has been notified, in writing, of the reasons for the proposed termination.

B. Before involuntary termination of membership there shall also be a proper hearing according to the procedures to be established by the Board of Directors or as recommended in the most current edition of the parliamentary authority of the Association.

ARTICLE VI – FEES AND DUES

Section 1 The Board of Directors shall, determine, or modify, from time to time, initiation fees, annual dues, and special assessments for all classes of members.

Section 2 The Board of Directors may waive, for individual members, the payment of fees, annual dues, or special assessments, according to procedures to be established by the Board of Directors.

Section 3 Honorary members shall pay no dues, shall have the privilege of attending the annual meeting without payment of the registration fee, or payment of any fee for social function including receptions; but shall be responsible for all other charges such as transportation and hotel accommodation.

Section 4 Delinquent Fees and Dues:
Any member who is delinquent in annual dues or any special assessment shall be notified by mail and given 30 days from the date of the letter to pay the outstanding debt or lose membership privileges and benefits.

If such a member remains delinquent in the payment of dues, the Board of Directors after a period of time shall interpret the lack of payment as a voluntary resignation and shall therefore drop the name of the delinquent individual from the membership list of ACPA.

Any individual so terminated for reasons of delinquency may be reinstated by reapplication for membership according to the procedures to be determined by the Executive Committee and approved by the Board of Directors.

ARTICLE VII – OFFICERS OF THE ASSOCIATION:

Section 1

The Officers of the Association shall be:

- A. The President
- B. The President-Elect
- C. The Immediate Past President
- D. The Treasurer
- E. The Secretary

Section 2

Candidates for Elective Offices:

- A. Candidates for elective offices shall declare their intention and submit resume to the Executive Director at least 120 days before the election.
- B. Candidates for elective offices must be regular members who are in good standing in the Association by having paid their membership dues in full, on or before March 15, in the year of reference.
- C. Individuals may submit nomination to the Executive Directors.
- D. The Executive Director shall ensure that all candidates for elective office meet the criteria established by the bylaws
- E. The Executive Director shall submit the names of all candidates to the nominating committee at least ninety (90) days before the annual meeting.
- F. The Nominating Committee shall screen all the qualified candidates and recommend one or two candidates for every elective office to the general membership at least sixty (60) days before the annual meeting.
- G. Any member who wishes to run for office but, not nominated by the Nominating Committee shall notify the Executive Director at least forty five (45) days before the annual meeting of his/her intention to run for a particular position as a write-in candidate.
- H. The Executive Director shall add the name on the election ballot list as a write in candidate.
- I. The biographies of all candidates will be on ACPA website and also mailed to each member who is eligible to vote at least 40 days before the annual meeting.
- I. Voting shall be electronic starting from forty (40) days before the annual meeting and ending at 11:59PM PST fifteen (15) days before the annual meeting.
- J. The election of officers shall be by simple majority votes.
- K. The executive director shall certify the results of the election by signing the appropriate election results sheet, notify the President and members of the nominating committee before reporting the results of the elections on the fourteenth (14) day before the annual meeting on the website and by email to all members.
- M. The elected officers shall assume office immediately at the

close of the annual meeting during which they were elected.

ARTICLE VIII - FUNCTIONS, DUTIES, AND RESPONSIBILITIES OF THE OFFICERS

Section 1

The President:

- A. The President shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association; and shall also preside at all meetings of the Association.
- B. Shall serve as an ex-officio member of the Board of Directors.
- C. Shall appoint the chairs of the standing committees of the Association (except the Nominating Committee, the Budget and Finance Committee, and the Ethics and Judiciary Committee) with the approval of the Board of Directors.
- D. Shall preside at all meetings of the Executive Committee
- E. Shall represent the Association at Chapter meetings and at public functions.
- F. Shall perform such other duties as implied and shall be the official spokesperson of the Association.
- G. Shall serve a non-renewable term of one year.
- H. Shall not be eligible for consecutive reelections.
- I. Shall become Immediate Past President after the one-year term of office.
- J. If a vacancy should occur in the Office of the President, the President-Elect shall assume that office for the remainder of the unexpired term, and shall then continue in that office for an additional one-year term, with total duration not to exceed two years.
- K. There shall be a special election within ninety (90) days to fill the vacancy left by the President-Elect upon assumption of the unexpired term of a Predecessor.

Section 2

The President-Elect

- A. The president shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association; and shall also discharge the duties of the President in the absence of the President.
- B. Shall assume the office of the President at the conclusion of the one-year term of the President.
- C. Shall serve as an ex-officio member of the Board of Directors.
- D. Shall serve for one year or until a successor is elected except when a premature vacancy in the office of president necessitates the election of a new President-Elect.
- E. Shall serve as the scribe of the Board of Directors and Executive Committee meetings, in the absence of an Executive Director
- F. Shall serve as Chair of the program Committee.

Section 3 The Immediate Past President

- A. The President shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association and shall also serve as ex-officio member of the Board of Directors.
- B. Shall serve as the chair of the Nominating Committee.
- C. Shall perform any such other duties as may be assigned by the Board of Directors.
- D. The term of office of the Immediate Past President shall be one year.
- E. If a vacancy should occur in the office of the Immediate Past President, such office shall remain vacant until the current President shall succeed to that office in accordance with these Bylaws.

Section 4 The Treasurer

- A. The Treasurer shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association; and shall also be the custodian of the treasury and all the funds of the Association.
- B. Shall open an account or accounts with reputable bank(s) for the operation and utilization of the Association funds.
- C. Shall ensure that the President, the President-Elect, the Treasurer, and the Executive Director are signatories to all account opened in the name of the Association.
- D. Shall ensure that the signatures of at least the Treasurer and of the president or the Executive Director are on all check written in the name of the Association.
- E. Shall ensure that appropriate and valid invoices are furnished before the Association pays out checks to any vendor or contractor.
- F. Shall present a written report of the financial conditions or status of the Association at the annual meeting of the Board of Directors or as requested by the board.
- G. Shall serve as the chairman of the Budget and Finance Committee, which shall prepare the annual budget for approval by the Board of Directors annually.
- H. Shall serve as an ex-officio member of all subcommittees of the budget and finance committees.
- I. Shall furnish an annual financial statement to the members of the Association at the annual meeting.
- J. Shall ensure that the finances of the Association are audited by a reputable certified public accountant before the annual meeting of the Association.
- K. Shall serve for two years in office
- L. Shall be eligible for reelection to a second two-year term in office.

- M. Shall be limited to maximum of four consecutive years in office.
- N. If a vacancy should occur in the office of the Treasurer the President in consultation with the Executive Committee or the Board of Directors shall appoint a member, who will serve as “Interim Treasurer” until the next annual meeting at which a permanent Treasurer shall be elected by the general membership according to these Bylaws and the rules of the Association for the election of officers.

Section 5 The Secretary

- A. The Secretary shall be responsible for keeping records of the associations actions, including overseeing the taking of minutes of all association meetings sending out meeting announcements, distributing copies of minutes and the agenda as needed and assuring that corporate records are maintained.
- B. Shall serve for two years in office.
- C. Shall be eligible for reelection to a second two-year term in office.
- D. Shall be limited to maximum of four consecutive years in office.
- E. If a vacancy should occur in the office of the Secretary the President in consultation with the Executive Committee or the Board of Directors shall appoint a member, who will serve as “Interim Secretary” until the next annual meeting at which a permanent Secretary shall be elected by the general membership according to these Bylaws and the rules of the Association for the election of officers.
- F. Shall serve as Chair of the Publications & IT Committee.

ARTICLE IX –COMPENSATION OF THE OFFICERS FOR PERFORMANCE OF OFFICIAL DUTIES

Section 1 There shall be no monetary compensation for any officers of the Association for the performance of official duties, for which he/she was elected. Except as may be applicable to the Executive Director under Article IX Section 3 of the by laws.

Section 2 Expenses individually incurred by an officer, elected or appointed, or any member of the Association acting on behalf of ACPA and engaged in any activities of benefit to the Association shall be reimbursed for the amounts spent but only if prior authorization and approval of the Board of Directors and/or the Executive Committee has been granted for such expenditures, in advance.

Section 3 The Executive Committee shall determine the condition of service of the Executive Director on an annual basis, and may employ an Executive Director whose salary shall be established by the Executive Committee prior to commencement of the compensated duties.

Section 4 The appropriate committee(s) shall make recommendations to the Board of Directors, executive committee from time to time, regarding special consideration for performance of duties by individuals who may merit special awards for the performance of duties.

ARTICLE X MEETINGS

Section 1 Annual Meeting: A meeting of the Association to be known as the Annual Meeting shall be held each year for the purposes of presentation of annual reports by the officers, the election of new officers as well as the consideration of other matters as the Board of Directors shall determine.

Section 2 Notice of the Meeting: The date, place and times of the next meeting will be determined and announced at the end of each annual meeting. This information will be on ACPA website with reminder mails to the members as needed.

Section 3 Quorum: The quorum required for the legal transaction of business at the annual meeting shall be forty (40) active regular members of the Association or 10% of active membership, the lesser of the two.

Section 4 Special Meetings: Special meetings of the Association may be called by the President for such time and place as it may designate, provided notice thereof by mail shall been given to every member, not less than thirty (30) days and not more than sixty (60) days prior to the date of such a meeting which notice shall state the purpose and agenda for which the meeting is being called.

Section 5 Telephone Conference and Electronic Meetings:
A. Members of the Executive Committee or any committee or subcommittee described herein or established pursuant to these Bylaws, may participated in a meeting through the use of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can simultaneously communicate with each other orally and aurally.
B. Participation in such a Telephone Conference or Electronic Meeting pursuant to provisions in these bylaws shall constitute presence in person at the said ACPA meeting.

Section 6 Meeting attendance in absentia and voting by Proxy:

There will not be any attendance of meetings in absentia and no voting by proxy

Section 7 Waivers of Notice and Written Consents:
A. Attendance of any person entitled to notice at any meeting shall constitute a waiver of notice of such meeting, except where such

person attends a meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or properly convened.

- B. Any action which may be taken at a meeting of any committee or subcommittee, including any committee of the Board of Directors, shall be taken without a meeting if a written consent or consents setting forth the actions so taken shall be signed by a simple majority of members of such body as would be required to take such action at meeting of such body at which all members thereof were present, and filed with the Executive Director.

ARTICLE XI - BOARD OF DIRECTORS

Section 1

Responsibility of the Board: The business affairs of the Association shall be managed under the direction of the Board of Directors who also shall set policies of the Association. Consistent with these bylaws, the Board shall have exclusive responsibility and authority to:

- A. Approve the operating and capital budgets of the Association.
- B. Approve the elections of regular members, associate members, honorary members and awardees of the Association.
- C. Modify and amend, from time to time, rules and regulations consistent with these Bylaws for the election of various classes of members.
- D. Set initiation fees, annual dues and special assessments for members of the Association.
- E. Gatekeepers of the organization

Section 2

Membership of the Board of Directors. The composition of the Board shall be as follows:

- A. Three Ex-officio members, namely – the President, the President-Elect and the Immediate Past President and four elected members
- B. The four members shall be elected by the General Assembly.
- C. Only active* members in good standing** are eligible to be candidates for Board membership and for continuing membership on the Board.
- D. The Board composition will be revised by the General Assembly to reflect the growth of the Association.
- E. Any aspiring (at large) candidates shall make their interest known to the Executive Director in writing. Candidate can also be nominated by the Nominating Committee
- F. In nominating/electing any member to the Board, the general assembly shall give serious considerations to the nominee's number of years of service to ACPA, eligibility criteria, demonstrated interests in ACPA governance (e.g. active participation in standing or ad hoc committees), the regional diversity needs of ACPA and the potential for unique contributions to the Board by the nominee.

- G. Members of the Board shall not exceed 10 or such number as the Association shall set from time to time
- H. If as a consequence of Section 2D and Section 2G above additional nominees are needed to fill any remaining vacancies, the general assembly will act accordingly.
- * An active member is a member with no outstanding dues
- ** A member in good standing is an active member who has attended at least one ACPA convention in the last two years.

Section 3

Term of office for Members of the Board of Directors:

- A. The term of office of the members of the Board shall be two years renewable once.
- B. One Time Special Provision for Initial Board members There shall be the following one time special provision for the initial terms of the elected members of the Board of Directors
 - i. 1 Board member elected to a 1 year term. His/her term shall be renewable according to the current provision (if renewed his/her second term shall be the regular 2 years)
 - ii. 1 Board member elected to a 2 year term. His/her term shall be renewable according to the current provision (if renewed, his/her second term shall be the regular 2 years)
 - iii. 2 Board members shall each be elected to a 3 year non-renewable term.
- C. The President-elect and the immediate past president shall serve on the Board as ex officio members without voting privileges.
- D. The President shall serve on the Board as an ex officio member and shall have full voting privileges in the Board.
- E. The Executive Director or his/her designate will participate in all Board meetings as the scribe and facilitator.

Section 4

Officers of the Board of Directors:

- A. The officers of the Board of Directors shall be the Chair, the Vice Chair
- B. Elected Board members will elect, among themselves, a Board Chair, Vice Chair
- C. Such an election will take place at the conclusion of the Annual Meeting during which they were elected

Section 5

Term of Office for the Chair and Vice Chair:

- A. The term of office for the Board Chair shall end with the end of the member's term on the Board.
- B. The Vice-Chair automatically becomes the Chair of the board at the end of the term of the Chair of the Board. A new Vice-Chair is elected by the board members to serve accordingly.

Section 6

Vacancies on the Board of Directors:

- A. If a vacancy should occur in the office of the Chair, the Vice Chair shall become the chair.
- B. Should a vacancy occur in the office of the vice chair, the Board of Directors shall conduct an ad hoc meeting to elect a new Vice Chair from its ranks.
- C. All other vacancies on the Board, arising from expiration of tenures, and or resignations shall be promptly filled using the procedures stipulated in these Bylaws
- D. All impending vacancies on the Board due to expiration of tenures, shall be determined by the Executive Director every year and be included in the Director's annual report at each annual meeting.

Section 7

Duties of the Chair: The Chair of the Board:

- A. Shall preside at all meetings of the Board of Directors.
- B. Shall have general supervision of the affairs of the Association.
- C. Shall represent the organization as necessary

Section 8

Duties of the Vice Chair: The Vice Chair of the Board:

- A. Shall in the absence of the chair, or while a vacancy exists in the office of the chair, perform the duties and exercise the powers of the chair.
- B. Shall perform such other duties as the Board of Directors may delegate and prescribe.

Section 9

Criteria for Maintaining Membership on the Board.

All Members of the Board:

- A. Shall be ACPA members in good standing
- B. Shall attend more than 50% of all Board meetings, annually.
- C. Shall serve in at least one standing ACPA committee, other than the Board.
- D. Shall perform all such duties that may be delegated or assigned by the Board and its Executive Committee.

ARTICLE XII – MEETINGS OF THE BOARD OF DIRECTORS

Section 1

Regular Meetings:

- A. The Board shall hold at least two regular meetings each year.
- B. An organizational meeting of the Board shall be held immediately before the start of the Annual Meeting and/or during the Annual Meeting and/or following the conclusion of the Annual Meeting, at the same venue of the Annual Meeting.
- C. A mid-winter Board meeting shall be held once a year at such a time in the form of videoconference, teleconference, or any other formats as the Board may determine.
- D. The Board may hold additional meetings in the form of videoconference, teleconference, or any other formats.

Section 2

Special Meetings of the Board of Directors:

A. A special meeting may be convened at any time by the chair, subsequent to a request by a simple majority of the members of the Board or as provided for in these Bylaws. The Agenda of the special meeting must be clearly stated with specification of location, format, time, date, and expected duration of the meeting.

Section 3

Notifications and Format of the Meetings of the Board:

A. The Chair of the Board via Executive Director shall formally notify the members of the Board of Directors at least two (2) weeks before any regularly scheduled meeting.

B. Notification shall be done by fax, or by regular mail, or by phone, or by email.

C. The meeting may be held via teleconference, videoconference or by the usual sit down face to face format at a location agreed upon by a simple majority of the members of the Board.

ARTICLE XIII - EXECUTIVE COUNCIL

Section 1

The members of the Executive Council shall be:

- A. The President who shall be the chair of the Executive Council and preside at all meetings.
- B. The President-Elect who shall preside at the meetings in the absence of the President and chair
- C. The Immediate Past President
- D. The Treasurer
- E. The Secretary
- F. Executive Director who shall be the Secretary of the Executive Council and shall serve without a vote.
- G. Chairs from ALL Standing Committees, all of whom will be voting members of the Executive Council
- H. A student Representative who shall be a Student Member in good standing. The Student Representative shall be a non-voting member. He/she shall serve in an observer status.
- I. A Resident Representative who shall be a Resident Member in good standing. The Resident Representative shall be a non-voting member. He/she shall serve in an observer status.

Section 2

Duties and Responsibilities of the Executive Council:

- A. Shall have full authority to act on behalf of the Association when necessary, in the conduct of the affairs of the Association. It shall have the authority to appoint or discharge the Executive Director, approve the operating or capital budget, elect members, confer honorary membership and amend the Bylaws pending ratification of the General Assembly.

- a. All activities of the Executive Council shall be subject to ratification by the General assembly and the approval by Board of Directors at its regularly scheduled meetings.
- B. The Executive Council shall meet at least every other month for officer's report; review of correspondence, and for general attendance to arising matters of governance or the execution of ACPA policies.

ARTICLE XIV – THE COMMITTEES OF THE ASSOCIATION

Section 1

Standing Committees:

The standing committees of the Association shall be:

- A. Nominating Committee, Chaired by the Immediate-Past President
- B. Audit and Finance Committee, Chaired by the Treasurer
- C. Membership and Credentials Committee
- D. Constitution and Bylaws Committee
- E. Education and Scientific Research Committee
- F. Programs Committee, Chaired by the President Elect
- G. Publication & IT, Chaired by the Secretary

Ad-Hoc Committees:

Ad-Hoc committees will be established as needed and may include the following:

- A. Ethics and Judiciary Committee
- B. Clinical Advisory
- C. Awards
- D. Members in Transition & Training
- E. Patient and Family Education
- F. Information and Technology Committee
- G. Public Policy and Government Relations Committee
- H. Medical Missions Committee

Section 2

Other Committees: The President, subject to approval by the Executive Council, may create as needed, from time to time, other standing or ad-hoc committees.

Section 3

Committee Composition

- A. The composition of the various committees of the Association shall be as established by the Executive Council
- B. The President, subject to approval by the Executive Council, appoints the chairpersons of all the committees of the Association (with the exception of the Nominating Committee; and the Budget and Finance Committee).
- C. The President shall be an ex-officio member of all the committees (except the nominating committee).

- D. The Chairs of the various committees may recommend members to their various committees, for approval by the Executive Council except as otherwise stated in these bylaws.
- E. ACPA members will be able to self nominate for most committees
- F. The members of any committee or subcommittee (except the Nominating Committee) shall be any such number as is required to carry out its duties and responsibilities efficiently.
- G. No member except as otherwise stated in these Bylaws shall serve on more than three committees without a special permission from the President, (excluding subcommittee assignments)
- H. All committee appointments shall require the approval of the Executive council
- I. The Executive Director shall keep at the Secretariat at all times the roster of all the standing and ad hoc committees, their respective chairs, the constituent members, their addresses, phone numbers and email addresses
- J. The term of office of a committee chair and the members of his/her committee shall be two (2) years or until replacements are named.
- K. Any vacancy in the position of the chairman of any committee shall be filled by the vice chair. In the absence of a vice chair the President shall appoint the Committee Chair, subject to the approval of the Executive Council.
- L. Any vacancy in a committee and/or subcommittee shall be filled by an appointee of the chairman of that committee and/or subcommittee, subject to the approval of the President.
- M. Only by special permission and prior approval of the Executive Council shall any ACPA member be allowed to serve on more than two (2) standing committees and/or exceed four (4) year tenure on a committee as an ordinary member or Chair.
- N. All committees and subcommittees shall report to their empowering bodies.
- O. All standing committees of the Association (except the nominating committee) shall meet at least every six months; and shall report its activities and present progress report to the Executive Council; and shall report its achievements to the Assembly annually.
- P. Each committee shall perform all such duties as prescribed and assigned to it by the Executive Council, the Board of Directors and these Bylaws.
- Q. A nonfunctioning committee shall be discharged by the Executive Council and/or reconstituted by new members.

Section 3 The Nominating Committee:

- A. There shall be a nominating committee composed of a total of five (5) members.
- B. The five (5) members shall be the following:
 - i. The Immediate Past President as the Chairman.
 - ii. One (1) member appointed by the Board of Directors, among its ranks.
 - iii. One (1) at large member appointed by the President
 - iv. Two (2) at Large members elected by the general assembly
 - v. The nominating committee shall elect a vice chair who will serve in the absence of chair, as needed.
- C. All members, except the Immediate Past President shall serve for a two (2) year term; and they shall be eligible for reappointment to a consecutive second term and serve a maximum of four years. The Immediate Past President shall serve for one year only.
- D. If a vacancy should occur in the office of the Immediate Past President, the Board of Directors shall appoint a new chairman of the committee, and such appointee shall not be the current President or the current President-Elect.
- E. If a vacancy should occur in the nominating committee, (excluding the chair); the President shall appoint another member from the committee to fill the vacancy, subject to the approval of the Executive Council.
- F. The nominating committee shall meet at least once a year.

ARTICLE XVI – FINANCES

- Section 1 The fiscal year for the Association shall commence on January 1st and end on December 31st of the same year.
- Section 2 The Budget and Finance Committee with the Treasurer as the chair shall oversee the fiscal integrity of the Association.
- Section 3 Contract and Disbursement of Funds
- A. The signatures of the officers of the Association, namely the President, the President-Elect, the Treasurer, and the Executive Director shall be registered with the bank/banks where the Association funds and accounts are held or kept.
 - B. The Executive Director and the Treasurer shall be the regular signatories to any checks, drafts, or money orders issued or paid out on behalf of the Association.
 - C. Whenever and if necessary, as in the absence of the Treasurer and/or Executive Director, any two of the four official signatories to the Association funds/accounts shall be acceptable for the operation of ACPA funds or accounts.
 - D. The Executive Director may be the sole signatory in the disbursement of funds from the approved budget account specifically designated for the day-to-day operation of the

Secretariat, except for checks in excess of \$500.00 or as otherwise recommended by the Budget and Finance Committee.

- E. All checks, notes, drafts, money orders or other forms of payment of money, including any kind of indebtedness payable to the Association shall be signed either by the Treasurer or such officer or officers, agent or agents of the Association, and in such manner as shall from time to time, be determined by the Executive Council.
- F. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances, but shall always be subject to preapproval by the Executive Council.

ARTICLE XVII – INDEMNIFICATION

Section 1 The Association shall indemnify any person who was or is a party, or threatened to be made a party to any pending or complete action, suit or proceeding, including action by all in the light of the Association to procure a judgment in its favor, by reason of the fact that such person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a partnership, joint venture, trust or other enterprise, against expenses (including attorney’s fees), judgments, fines and amount paid in settlement actually or reasonably incurred upon a determination in the specific case that such indemnification is required or is proper in the circumstances under section 14-3-101 of the Georgia Nonprofit Corporation Code.

Section 2 The Association may purchase and maintain liability insurance on behalf of any or all such persons to the fullest extent permitted under section 14-3-101 of the Georgia Nonprofit Corporation Code.

Section 3 Legal Services

- A. The Board of Directors may authorize the Executive Committee to utilize, maintain, and retain the services of legal counsel and consultation when and if necessary.
- B. The budget for such legal services shall be submitted to the Board of Directors for approval prior to entering into any contractual agreement with any legal counsel.

ARTICLE XVIII – DISSOLUTION

Section 1 If the Association of Cameroonian Physicians in the Americas is dissolved at any time, no part of its funds or property shall be distributed to or among its members, but, after payment of all indebtedness of the Association, all surplus funds and properties shall be used in accordance with the vision and mission of ACPA in such manner as the then governing body of the Association may determine.

ARTICLE XIX – PARLIAMENTARY AUTHORITY

Section 1 Except to the extent it is inconsistent with federal and state laws, the articles of incorporation, these Bylaws and other ACPA special rules of order, the rules contained in the most current official and newly revised edition of the Robert’s Rules of Order shall be the parliamentary authority of ACPA as an Association and it shall govern all official meetings of the members of ACPA, its committees and subcommittees as well as the Board of Directors.

ARTICLE XX – LEGAL TRANSACTION OF BUSINESS

Section 1 Quorum and Official Policies:

- A. Unless otherwise specifically set forth in these Bylaws, the presence of a simple majority of voting members of the Board of Directors, or any committee or subcommittee described herein or established pursuant to these Bylaws, shall be necessary to constitute a quorum of such a Board, committee, or subcommittee for the legal transaction of business.
- B. Except where a greater vote is required by these Bylaws, the certificate of incorporation or any other applicable law, the decision of a simple majority of the voting members present at any meeting at which a quorum is established, shall constitute a legal act of such Board, committee, or subcommittee.
- C. Unless as otherwise specifically stated in these Bylaws, the legal act of a committee or subcommittee shall become an official policy of ACPA ONLY upon ratification of the General Assembly.

Section 2 Ex-Officio Status Unless as otherwise specified in these Bylaws, any member of a committee or the Board of Directors who holds such position in an ex-officio status shall have all the rights accorded to a member of such a committee or Board, except the right to vote.

ARTICLE XXI – AMENDMENTS TO THE BYLAWS

Section 1 Constitution & Bylaws Committee Initiated Amendment (s)

- A. Proposed amendments to these Bylaws may be initiated by the affirmative simple majority votes of the members of the Constitution and Bylaws Committee present at a duly convened meeting at which a quorum is established.
- B. All proposed amendments to the Bylaws, which are approved by two-thirds vote of the Constitution and Bylaws Committee, shall be submitted to the general membership at the annual meeting for ratification.

Section 2 Individual member’s Initiated Amendment (s)

- A. Any regular and active member of ACPA may initiate proposed amendments to these Bylaws.



- B. Only regular and active members in good standing may initiate a petition for proposed amendments to these Bylaws.

Section 3

Ratification of Amendments

Regardless of the method by which a proposed amendment is initiated, a simple majority of ACPA members present at a duly convened annual meeting, with quorum established, shall be required to ratify amendments to these Bylaws.