



National Arab American Medical Association

National Bylaws

Effective January 1, 2018

(Date to be revised)

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NATIONAL ARAB AMERICAN MEDICAL ASSOCIATION BYLAWS

Article I - PREAMBLE

Section I - Introduction

The name of this organization is the National Arab American Medical Association, Inc. (NAAMA), a non-profit, non-political, non-sectarian, all-inclusive corporation for all interested health care professionals. The word “medical” has an expanded meaning as defined in Article IV, Section I.

Section II - Objectives

To promote the professional development and cultural identity of its members through engagement in educational, philanthropic, and service activities to benefit communities originating from the Arab World residing in North America, the Arab World, and other regions of the world.

Section III - Vision

NAAMA will be the professional association that acts as the voice all Arab American healthcare professionals and addresses their professional and cultural needs.

Section IV- Mission

Through educational, philanthropic and service activities, NAAMA will promote professional development and cultural identity of healthcare professionals from the Arab World.

Section V - Commitment

Being an integral member of healthcare associations of mainstream America, NAAMA is committed to engage in activities that improve the healthcare and well-being of the communities where its members reside or from which they had originated.

ARTICLE II - ORGANIZATIONAL STRUCTURE

Section I - Legal Status

- A. The Association's Articles of Incorporation are filed in the State of Michigan as a Michigan Corporation.
- B. The Association is exempt from Federal income tax under Section 501(c)3 of the Internal Revenue Code.
- C. All corporate books and records of the Association are maintained at its principal office in Troy, Michigan, or at such other place as shall be specified by the Board of Directors.
- D. All agreements, contracts, bank accounts, affiliations and legal documents signed under NAAMA's name should include the National Office address:
 - 1. The National Office is the home address of the association, it is where correspondence is generated and received. It is where records, written statements, agreements financial records are archived.
 - 2. The National Office is the central coordinator for the association businesses, finances and projects and should be informed of initiatives, projects, and developments by the Chapters, sections, and committees of the Association.
 - 3. The National Office functions as a liaison among chapters, sections, committees, and members of the association.
 - 4. Any national event hosted by a local chapter should be under the supervision of the board of directors through the National Office.

Section II - Governance

- A. The Governing Body of the Association is the Board of Directors.
- B. The Board of Directors is composed of the Executive Committee and other members as described in Article V.
- C. The Board of directors will have wide representation of chapters and sections of the association as described in Article V.
- D. The Executive Committee meeting in session has all the powers and responsibilities of the entire Board of directors.

Section III - Association Functions

- A. The Association will administer the functions set out in these bylaws through its Board of Directors, Executive Committee and other committees established herein below.
- B. The NAAMA Foundation shall be governed by its Board of Trustees that shall be headed by a Chair. The NAAMA Auxiliary shall be governed by its Executive Committee that shall be headed by a Chair.
- C. The NAAMA Foundation and NAAMA Auxiliary Chairs shall be members of the Association's Executive Committee.
- D. The Association will provide for the administration and promotion of the National Arab American Medical Association Foundation, which will receive and invest contributions, the income from which will be expended for the philanthropic, educational and service purposes established in the Preamble to these bylaws in a manner set forth herein below.
- E. The Association will charter, approve and coordinate local chapter organizations as set

forth herein below.

- F. The Association will charter, approve and coordinate professional sections of the association as set forth herein below.
- G. The Association will establish “The National Arab American Medical Association Auxiliary,” which will be governed by rules consistent with the National Auxiliary directives.

Section IV - Association Chapters

A. *Chartering Chapters*

1. Charters are to be issued by the Board of Directors to chapters in recognition of their pursuit of the stated professional and philanthropic and service objectives of the Association.
2. All chapters’ bylaws must be structured to conform to the Association bylaws and must be reviewed by the bylaws committee and approved by the Association Board of Directors. In case of a dispute between the chapter bylaws and the Association bylaws, the Association bylaws have precedence and will prevail.
3. An active chapter is characterized as having elections for Board of Directors and Executive Officers according to the chapter bylaws as well as yearly general membership meetings.
4. The Association shall act as the administrative coordinating body for all chapters.
 - a. Chapters shall channel their activities and plans through the Association’s National Office. This shall also apply to all matters wherein the Association is the program sponsoring body.
 - b. In cases of a national activity involving more than one chapter, exclusive of an immediate local activity, the Association shall be kept informed of all activities, with copies of correspondence sent to the National Office.
 - c. Specifically, NAAMA Chapters are responsible to report in a timely fashion:
 - i. All CME activities
 - ii. All fund-raising activities,
 - iii. All governance activities and changes including annual meetings and election results.
5. Local chapters shall encompass an area of not more than 200 miles from the city where they are principally located. Chapters may obtain members from their geographic area only and membership is restricted to one affiliated chapter at any one time.
6. Chapters located in smaller states where chapters may be not more than 200 miles apart are limited to state lines.
 - a. Members located within a county where a chapter exists must be members of that chapter.
 - b. Members located between existing chapters or in proximity to a chapter in another state may be members of either chapter regardless of state lines.
7. All chapters of this Association shall be called National Arab American Medical Association - (geographic area), i.e., NAAMA – (geographic area).
8. Terms of office for all officers in all chapters will commence on January 1st each year to coincide with the terms of the National officers.

9. Local chapters may apply for and utilize the National Association's 501(c) 3 Federal tax exemption by adhering to National Association and IRS guidelines.
10. All Chapters of the Association should adhere to the Association's Bylaws and guidelines.
11. All chapters will be represented on the Board of directors.

B. Multi-State Chapter

1. This Chapter includes members who live in states where no chapter of this Association exists, provided a chapter in an adjoining state is located more than 200 miles from the member. Concurrent membership in a chapter is mandatory for members living less than this distance regardless of state boundaries.
2. Membership in this Chapter is also extended to members who live in a state containing a chapter, but who live at least 200 miles from that chapter's city headquarters.
3. Multi-State Chapter members shall have all the rights and privileges accorded a chapter member under these bylaws.
4. The Multi-State Chapter has the same expectations as any other chapter of the association.
5. The National Office will provide administrative support to the Multi State Chapter as needed.

C. Reciprocity between Chapters

1. A member in good standing in one chapter, upon relocation, may transfer his or her membership to another chapter without additional membership fees.
2. Chapter dues are non-transferable
3. Active membership is restricted to one chapter at any one time.

D. Revocation of Chapter's Charter

1. If a chapter fails to adhere to the Association's bylaws, the chapter shall be given notice of default.
2. If ninety (90) days lapse after such notice and the chapter has failed to correct the default, the chapter's charter may be revoked by majority vote of the Board of Directors.
3. Chapters that fail to meet characteristics of an active chapter as described in Section III C above will be on the list to become inactive.
4. Chapters on notice will be assisted by the National president and office staff to be reinstated to active status.
5. Following one (1) year, if no changes are noted, the chapter on notice will become inactive and its members will revert to the Multi-State Chapter.
6. An inactive chapter may become active by complying with the characteristics described in Section IVC above.
7. Remaining funds of inactive chapters are to be deposited in the NAAMA Foundation's General Fund.

Section V - Professional Sections of the Association

- A. The Association will be organized into several sections that reflect the general professional specialties of its members
- B. Chartering Professional Sections
 1. Charters are to be issued by the Board of Directors to professional sections in recognition of their pursuit of the stated professional, philanthropic and service objectives of the Association.
 2. Bylaws of all professional sections must be structured to conform to the Association bylaws and must be reviewed by the bylaws committee and approved by the Association Board of Directors. In case of a dispute between the professional section bylaws and the Association bylaws, the Association bylaws have precedence and will prevail.
 3. An active professional section is characterized as having elections for Board of Directors and Executive Officers according to its bylaws as well as yearly general membership meetings.
 4. The Association shall act as the administrative coordinating body for all professional sections.
 5. Professional sections shall channel their activities and plans through the Association's National Office. This shall also apply to all matters wherein the Association is the program sponsoring body.
 6. The Association shall be kept informed of all activities, with copies of correspondence sent to the National Office.
 7. Specifically, NAAMA Chapters are responsible to report in a timely fashion:
 - a. All CME activities
 - b. All fund-raising activities,
 - c. All governance activities and changes including annual meetings and election results.
 8. All professional sections of this Association shall be called National Arab American Medical Association - (Professional Section), i.e., NAAMA – (Professional Section).
 9. Terms of office for all officers in all professional sections will commence on January 1st each year to coincide with the terms of the National officers.
 10. Local professional sections may apply for and utilize the National Association's 501(c) 3 Federal tax exemption by adhering to National Association and IRS guidelines.
 11. All Professional sections of the Association should adhere to the Association's Bylaws and guidelines.
- C. Organizational Structure
 1. Each Professional Section will have a Board of Directors as outlined in its bylaws
 2. Elections of the Professional Section Board of Directors will occur at the site of and in conjunction with the National Convention
 3. The National Office will make arrangements at the national Convention for Professional Sections to meet and elect members to fill open positions
 4. Terms in office for all Board of Directors will be two years, renewable for one term, after which a one-year leave of absence is required.
- D. Members of the association will choose or be assigned to a section based on their professional affiliation
- E. The various Professional Sections of the association are listed in Appendix A. The Board

of Directors will periodically review this list and make additions or deletions as deemed necessary by the Board.

F. All professional sections will be represented on the Board of Directors.

ARTICLE III - EXECUTIVE DIRECTOR

Section I- Appointment

The Executive Director is an employed or contracted person, appointed by the President after consultation with the Executive Committee of the Board of Directors

Section II- Duties

- A. The Executive Director reports to the Board and the Executive Committee and executes the duties and responsibilities of the position in a manner that promotes the Association's policies, goals and objectives as established by the Board.
- B. Duties of the Executive Director include, but are not limited to the following:
 1. Support the NAAMA Board of Directors ("Board") in developing and implementing its goals and objectives;
 2. In consultation with the President, develop a draft of a strategic plan for the operations of the Association and other related business for approval by the Board of Directors and the Executive Committee.
 3. Maintain responsibility for the administration of NAAMA programs, finances, and personnel as outlined in NAAMA policies, guidelines, and mission statement;
 4. Plan and implement fund generating programs, grants and potential research proposals within the professional capacity of NAAMA;
 5. Plan and coordinate public relations campaigns that help boost NAAMAs position among other health care professional organizations nationally and internationally;
 6. Coordinate with chapters and newly elected officials to implement guidelines of these campaigns;
 7. Support NAAMA Committees, maintain minutes of committee meetings, and keep records of Committee actions;
 8. Support NAAMA Chapters, maintain records of correspondence between Chapters and NAAMA, and maintain records of official Chapter activities, including but not limited to Chapter elections, membership rosters, payment updates and maintain regular correspondence with Chapter presidents to further NAAMA mission through its Chapters;
 9. Support national and international convention committees in executing plans and arrangements for scientific, social and travel programs and attend and oversee staff at all national and international meetings;
 10. Work with the CME director to support the CME program of NAAMA and ensure continued accreditation as a CME provider;
 11. Manage, maintain and oversee NAAMAs website and improve communication tools with NAAMA members;
 12. Maintain responsibility for overall administration and direction of NAAMA, including, but not limited to, budget formulation (subject to approval by the NAAMA Board of Directors); and make expenditures in the ordinary course of business;
 13. Avoid indebtedness or obligations in the ordinary course of business;
 14. Recruit, employ, manage and discharge NAAMA office staff as may be deemed necessary in accordance with the budget provisions and personnel policies established by the Board;
 15. Ensure that any member of NAAMA's input and feedback is obtained and made

- available to the members of the NAAMA Board of Directors and Executive Committee thereof;
16. Serve as an information source in raising awareness of issues related to NAAMAs initiative;
 17. Maintain effective and appropriate dialogue with leaders, community organizations, international institutions, and healthcare organizations to facilitate the implementation of NAAMAs goals and initiative;
 18. Act as NAAMA representative in responding to media requests for information and interviews and ensure timely and appropriate responses to these requests;
 19. Attend all meetings of the NAAMA Board of Directors and the Executive Committee and Delegates thereof;
 20. Act in the best interest of NAAMA;
 21. Report to:
 - a. NAAMA President and Executive Committee on a regular basis with regard to the operations of NAAMA;
 - b. NAAMA Board of Directors on a monthly basis; and
 - c. NAAMA delegates on an annual basis.
 22. All office staff and personnel shall report directly to the Executive Director and Executive Director shall take all necessary steps to ensure that all staff and personnel have access to the Executive Director.
 23. The Executive Director will stay in close contact with the National President and keep him/her apprised with activities in the National Office.
 24. The Board of Directors and Executive Committee may modify, delete, assign, or delegate these or other duties as deemed necessary.
 25. Other duties as assigned by the President of the Board of Directors

Section III- Evaluation

- A. The Executive Committee must conduct an annual evaluation of the Executive Director
- B. All actions regarding continued employment of the executive direct are governed by the terms of the employment contract

ARTICLE IV – MEMBERSHIP

Section I - Definition of “Medical:”

The word “medical,” as used throughout these bylaws and as applicable to this Association, shall include members who are:

- A. Licensed Doctor of Medicine (MD), Doctor of Osteopathy (DO), and those holding equivalent degrees that allow them to practice medicine in North America, such as MB, BS or MB ChB (Bachelor of Medicine and Bachelor of Surgery).
- B. Licensed Dentistry (DDS), Podiatrist (DPM), Optometrist (OD), Pharmacists (RPh and PharmD), and Chiropractor (DC).
- C. Scientists in the medical field (PhD, DSc, researcher and/or teacher) at a recognized institution.
- D. Other Licensed healthcare professionals who provide direct patient care or services that improve health
- E. Trainees in a Graduate Medical Education Program or similar training program
- F. Students enrolled in Graduate Programs in a health related field

Section II – Membership Categories

- A. To qualify for membership, an individual must be either of Arab descent, or has a close affinity with individuals of Arab origin, or demonstrates a commitment to the mission and organizational objectives of NAAMA. There shall be the following types of membership:
 - 1. Active
 - 2. Fellow
 - 3. Honorary
 - 4. Auxiliary
 - 5. Corporate
- B. Membership in any organization that advocates the overthrow of the United States Government by force or violence is incompatible with all types of membership.
- C. All members of the Association must currently be in good standing of a chapter and a professional section of this Association.
- D. All members of the Association must currently be in good standing of a professional section of this Association.
- E. Dues for each membership category will be determined by the delegates at the Annual Delegates Meeting with a recommendation by the Board of Directors.
- F. Chapter dues are determined by each chapter and should not exceed 50% of national annual Active member dues.
- G. Professional Section dues are determined by each chapter and should not exceed 50% of national annual Active member dues.
- H. All dues are listed in Appendix B of the national bylaws.

Section III - Qualifications for Active Membership

- A. Any person listed in Article IV, Section I who has the high moral, ethical and professional qualifications advocated by the Association and the profession in which the individual practices, such as the Principles of Medical Ethics of the American Medical Association (Appendix C).

- B. Students and trainees must be enrolled in training programs and have evidence of good standing. All others must have active licenses to practice in their fields of endeavor.
- C. An active member shall have the right to vote on all propositions submitted to the membership at large and the privilege to attend all meetings of the Association. An active member shall also be eligible to hold office.
- D. An active member may attend meetings of the Board of Directors and/or the Executive Committee at the invitation of an officer of the Board or the executive committee to discuss a specific subject.

Section IV - Qualifications for Fellow Membership

To qualify for the designation of Fellow of the National Arab American Medical Association, a member must meet all the qualification for active membership and must pay the prevailing life-time membership fee.

Section V - Qualifications for Honorary Membership

- A. Any person of Arab descent in the medical profession who has made a distinguished scientific contribution.
- B. Honorary members may be of Arab or non-Arab descent who have contributed to the Association and its cause.
- C. Any individual who meets the qualifications for active membership and is proposed by an active member or fellow of the association who is unable to pay the annual dues
- D. Individuals meeting the criteria of active membership who reside outside North America
- E. An honorary member shall have the right to attend meetings of the Association and shall have all privileges of Active membership excluding the right to vote and hold office.

Section VI – Qualifications for Auxiliary Membership

The qualifications for this membership category are described in Article XVII of the NAAMA Auxiliary Governing Rules.

Section VII - Qualifications for Corporate Membership

- A. NAAMA may negotiate with other entities that share common values and objectives with NAAMA, group memberships for members of said entities.
- B. To qualify for NAAMA corporate membership, an individual must:
 1. Be associated with and recommended by an entity to which the Board of Directors of NAAMA decides to offer corporate membership
 2. Meet all the qualifications of at least one of the other membership categories listed in Article IV, section II.
- C. Corporate members will be considered Active Members and will have the same rights, obligations and affiliations with respective Chapters and Professional Sections commensurate with their professional qualifications and geographic location
- D. Membership applications, renewals and fees are handled through direct communication between the NAAMA National Office and the administrative structure of the entities on behalf of the members
- E. Membership fees will follow a sliding scale based on the number of members enrolled by the entity as outlined in Appendix A.

Section VIII - Members in Active Military Service

Every active member of this Association who is inducted into the Armed Forces of the United States or Canada may be retained on active membership status in the Association without payment of dues during active duty or service.

Section IX - Termination of Membership

- A. Any member may resign from this Association by filing with the Executive Secretary of his or her chapter his or her resignation, which becomes effective when accepted by the chapter's Board of Directors.
- B. A membership shall be subject to termination if dues, initiation fees or other assessments remain unpaid without proper justification after due notice.
- C. The Board of Directors of this Association, by majority vote and for good cause, shall have the right in addition to admonishment, censure and suspension, to terminate a member in this Association subject to the following limitations:
 - 1. Good cause shall include, but not be limited to, the member having been convicted of a felony, a criminal offense involving moral turpitude, or judged to have been guilty of misconduct in contravention of any of the provisions of the Articles of Incorporation or these Bylaws or the professional ethics established by the American Medical Association.
 - 2. Such expulsion, termination or suspension shall be effective only after thirty (30) days' prior written notice is given to the affected member specifying the reason thereof.
 - 3. A member subject to such termination by the Association's Board of Directors or his/her chapter's Board of Directors shall have the right of appeal to the Judicial Advisory Committee.
 - 4. Notice of request to appeal must be given in writing to the Board of Directors at least five (5) days prior to the effective date of expulsion, termination or suspension.
 - 5. The Judicial Advisory Committee shall set the date for hearing an appeal for a reasonable time and place not to exceed thirty (30) days after such appeal notice has been given, at which time oral or written evidence shall be submitted by the Board or member affected.
 - 6. The decision of the Judicial Advisory Committee shall be rendered within a reasonable period of time after the hearing. The Judicial Advisory Committee's decision shall be final.

Section X - Liabilities of Members

- A. No member of the Association shall be personally liable to the creditors of the corporation for any liability or indebtedness, and any and all creditors shall look only to the assets of the corporation.
- B. The Association is required to maintain appropriate liability insurance coverage for the Board of Directors and for Association assets.

ARTICLE V – Governance

Section I - The Board of Directors

- A. The Governing Body of the Association is the Board of Directors
- B. The Board of Directors includes the Executive Committee, Chapter Presidents, and President of each Professional Section of the Association.
- C. The Executive Committee:
 - 1. Membership: will include the following officers:
 - i. President (Elected)
 - ii. Immediate Past President (Elected)
 - iii. Vice President (Elected)
 - iv. Executive Secretary (Elected)
 - v. Treasurer (Elected)
 - vi. Chair of the NAAMA Foundation (Ex-Officio)
 - vii. Chair of the NAAMA Auxiliary (Ex-Officio)
 - viii. Two (2) Community members (appointed)
 - ix. CME Director (Appointed - Ex-Officio)
 - x. Association Parliamentarian (Appointed - Ex-Officio)
 - 2. Voting Members include the President, Immediate Past President, Vice President, Executive Secretary, Treasurer, and Chair of the NAAMA Foundation, Auxiliary Chair, and Community Members.
- D. Chapter presidents are elected by their respective chapters as outlined in the Chapter bylaws.
- E. Presidents of the various professional sections of the association are elected by the members of the section present during the Annual National Convention.

Section II - Qualifications to serve on the Board of Directors

- A. **Executive Committee:** To qualify for election to an Executive Office of the Association, a member must:
 - 1. Possess a terminal degree
 - 2. Have been continuously a member in good standing for at least two full years prior to nomination with all dues having been fully paid from the first of the year
 - 3. Have served at least one term in any of the following positions:
 - i. Delegate
 - ii. Member of the Association's Board of Directors
 - iii. Officer of a chapter
 - iv. Member of a chapter's Board of Directors.
 - 3. An Association Executive Officer cannot simultaneously serve as an Executive Officer of a chapter, but may serve as a Board Member of a chapter.
 - 4. Any member of the Foundation's Board of Trustees may not simultaneously serve as an Executive Officer or a member of the Board of Directors of the Association.
 - 5. Executive Officers cannot simultaneously hold a political position with the government of the United States or any other country.
 - 6. Executive Officers must have a favorable background check free of felonies, convictions, criminal charges or actions taken against professional licensure.
 - 7. The Board of Directors may waive these requirements if it is deemed in the best

interest of the Association.

- B. **Other Members of the Board of Directors:** Please refer to Chapter, Foundation, Auxiliary and Professional Section Bylaws. Qualifications of Community members, CME Director and Parliamentarian are determined by the President with the concurrence of the Board of Directors.

Section III. Powers of the Board of Directors

A. **The Executive Committee**

1. The Executive Committee conducts an annual evaluation of the Chief Executive Officer. The Executive Committee reports the result of the evaluation and recommended pay adjustments to the Board of Directors.
2. The Executive Committee meeting when the Board of Directors is not in session shall have all the duties, responsibilities and powers of the Board of Directors.

B. **The Board of Directors**

1. Subject to the provisions of the Articles of Incorporation, these bylaws, and the hereinafter approval by the general membership, the Board of Directors shall have the power and authority to manage, control, use, invest, reinvest, lease, make contracts concerning its business, convey in trust, sell or otherwise dispose of any or all property and assets of whatever kind or nature owned by the Association.
2. The expenditures of funds from the Association's treasury or special assessed dues shall conform strictly to those objectives set forth in the Preamble and/or bylaws.
3. All transactions involving long-term indebtedness by the Association are subject to the approval of a majority vote of the general membership eligible to vote.
4. Apart from ordinary, budgeted recurrent expenses, no transaction, resolution, or act involving expenditures of monies, credits or property exceeding \$2,000.00 by the National Association and its Committees, or \$5,000.00 or more by the NAAMA Foundation in any one project (Refer to Page 34 of the NAAMA Foundation Governing Rules) shall be valid unless approved by affirmative vote of the majority of the members of the Association Board of Directors. Every vote on all motions or resolutions shall be specifically recorded by the Executive Secretary. Any expenditure of Association monies in an amount of less than \$2,000.00 shall be approved by a majority of the Executive Committee.
5. This Association shall keep at the National Office, or such other place as the Board of Directors may order, the minutes of all meetings of its directors and its members with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present, and the proceedings thereof.
6. This Association shall keep and maintain adequate and correct accounts of its properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.
7. The Board of Directors by majority vote shall approve or revoke charters of chapters.
8. Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation and of any subsidiary corporations. Such inspections may be made in person or by agent or attorney, and the right of inspection includes the right to make one copy of the original document.

9. Every director may propose by resolution, repeal of or adoption of bylaws and amendments. All such amendments are subject to an approval of the majority of the Board of Directors before submission to the membership at large.
10. The Board of Directors under very unusual or trying circumstances, may alter, dispose of, modify or rescind the delegates' decision regarding time and location of international or national meetings for that year taken at a previous delegates' meeting.
11. The Board of Directors is the body that hires, approves pay adjustments, disciplines, or dismisses the Chief Executive Officer
12. Directors should sign a Conflict of Interest (COI) declaration and return it to the National Office prior to the commencement of their term in office. The Board determines the COI policy as appended to these Bylaws.

Section IV. Vacancies

The Board of Directors, by a simple majority vote, shall elect an active member of the Association in good standing to fill the vacancy on the Executive Committee created by resignation, disqualification, death or failure to attend three consecutive scheduled meetings where such vacancy is not filled by other bylaw provisions. The member, so elected, is to serve out the un-expired balance of the term of the member he or she succeeded. This active member shall indicate his or her willingness to serve prior to his or her election by the Board of Directors and must assume all of the duties of the vacated office.

ARTICLE VI - DUTIES OF EXECUTIVE OFFICERS

Section I - Duties of the President

- A. Preside over all meetings of the Association and shall perform such other duties as these bylaws and parliamentary usage require. The President shall act as Chair of the Board of Directors and participate at all committee functions with the right to vote.
- B. Represent the Association at all official functions sponsored by the Association.
- C. Chair and hold executive meetings of the officers and staff in the conduct of any business that may come before the Executive Committee.
- D. Together with the Executive Committee, support activities wherein the Association acts as a sponsoring group for CME activities, social events and annual or special meetings conducted by any affiliate chapter.
- E. In consultation with the Executive Secretary, oversee operations of the National Office as conducted by the Executive Director or their designate.
- F. Maintain effective and appropriate dialogue with leaders, community organizations, international institutions, and healthcare organizations to facilitate the implementation of NAAMA's goals and mission.
- G. Shall be or appoint a designee to serve as spokesperson and representative of the Association.

Section II - Duties of the Vice President

- A. Shall attend all meetings of the Association and be a member of the Board of Directors and all committees with the right to vote.
- B. Shall prepare a program of activities for his or her term as President and, in consultation with the Treasurer, a budget that is to be presented to the Board of Directors prior to assuming the office of President
- C. Shall attend all meetings of the Association and be a member of the Board of Directors with the right to vote.
- D. Shall succeed to and fill the un-expired term of the President should the President become incapacitated or resigns until the next election.
- E. Through the national office, shall support the Association's chapters and maintain a supervisory and liaison relationship with the chapters' leaderships in all programs wherein the Association acts as a sponsoring group.
- F. Should the President vacate office, the Vice President will assume duties of the President, and the Executive Secretary will become Vice President until next elections.

Section III- Duties of the Immediate Past President

- A. Serve as member of the Board with the power to vote.
- B. Provide advice and guidance related to items of institutional memory and continuity.
- C. Preside over the Nominations Committee for the following year.
- D. Preside over the Ethics Committee.

Section IV - Duties of the Executive Secretary

- A. Support and oversee the Association's membership initiatives and maintain a liaison relationship with the chapters to promote membership growth.

- B. Be a member of the Board of Directors with the power to vote.
- C. In collaboration with the Association's president, provide oversight of the National Office.
- D. Attend all meetings of the Association and the Board of Directors and shall keep minutes of their respective proceedings in a secure fashion.
- E. Verify credentials of the delegates to the Association's annual meeting in coordination with the National Office records.

Section V - Duties of the Treasurer

- A. Attend all meetings of the Board of Directors and of the NAAMA Foundation.
- B. Be custodian of the funds of the Association and keep account of the same. He or she shall demand and receive all funds due to the Association and shall give proper receipt thereof. The Treasurer shall receive all bequests and donations made to the Association and shall keep adequate record thereof, and make disposition of them as directed by the Board of Directors. The Treasurer shall deposit the funds of the Association in such commercial or savings banks as shall be designated by the Board of Directors at depositories of the Association, or make such other disposition of the funds as shall be ordered by the Board of Directors. The treasurer shall pay out of the funds in his custody the expenses of the Association as authorized by the Board of Directors.
- C. Submit the Association's accounts to such examination as may be required by the Board of Directors. At least once a year, the books and accounts of the Association shall be audited by a certified public accountant selected by the Board of Directors. The Treasurer shall render to the Board of Directors a written annual report of the status of funds of the Association.
- D. Render a financial report of the Association, both written and oral, to the members at regular meetings. This shall be complete, including all income and expenses with resultant balance of monies on hand, both in the checking and the savings account.
- E. Advise on investment of the association funds.
- F. Advise on the distribution of proceeds from NAAMA conventions and ensure that the projected budget is met for the year.
- G. After approval by the Board of Directors and the Executive Committee, shall make an annual report of the financial status of the Association at the annual meeting. This, in turn, shall be distributed by the Executive Secretary to the general membership.

Section VI - Duties of the Chair of the NAAMA Foundation

- A. Exercise general supervision over the affairs of the Foundation
- B. and preside over the Foundation's Board of Trustees as provided by the NAAMA Foundation's governing rules set forth herein below
- C. Shall be a voting member of the Executive Committee
- D. Shall perform additional actions as deemed appropriate by the Board of Directors of NAAMA

Section VII - Duties of the Chair of the NAAMA Auxiliary

- A. Preside over meetings of the Auxiliary and its committees;
- B. Appoint committee members;
- C. Be the liaison with local chapter auxiliaries;

- D. Be a member of the Executive Committee
- E. Perform additional actions as deemed appropriate by the Board of Directors of NAAMA

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ARTICLE VII – FILLING OPEN POSITIONS ON THE BOARD OF DIRECTORS

Section I – Elected Executive Officers

A. Nominations

1. The Nominations Committee shall create a slate of nominees for all open positions on the Executive Committee and the Board of Trustees.
2. The slate of nominees must include not more than two qualifying members for each of the following offices:
 - i. Vice President
 - ii. Executive Secretary
 - iii. Treasurer
3. The office of the President is filled by the Vice President and need not be voted upon at the general election.
4. An announcement from the National Office will go out to all members informing them of open positions and requirement for being nominated for each position. Interested and qualifying members should forward their nomination request to the Nominations Committee through the National Office.
5. The time frame for the Nominations Committee to consider the slate of nominees is described in Article X Section I G.
6. The Nominations and Elections Committee should ensure that each nominee meets the requirements for nomination and that he or she is willing to comply with the conflict of interest policy set by NAAMA.
7. Those nominated shall have expressed their willingness to serve either in writing or by oral acceptance at the delegate meeting.
8. Nominated candidates are encouraged to attend the delegates meeting at the Annual Business Meeting and may be granted a maximum of two (2) minutes speaking opportunity to address the delegates.
9. Should the Board of Directors in agreement with Vice President determine, for a compelling reason, that the President should succeed himself or herself for an additional term and the office of Vice President is filled from an election in the previous year, the position of President and Vice President may be omitted from the ballot and will be closed for nomination.
10. The President shall call upon the Chair of the Nominations Committee for his or her report at the annual meeting of delegates.

B. Nominations from the Floor. The President shall call for additional nominations from the floor at the annual delegates meeting for all offices to be filled. Nominations may only be made by the officially authorized delegates.

1. Those nominated from the floor must meet the requirements of the position and must be present or have expressed in writing or verbally their willingness to run for the position to which they have been nominated.
2. All nominees regardless of nomination method must indicate willingness to comply with the conflict of interest policy set by NAAMA before their name can be added to the ballot.

C. Official Ballot for Open Positions

1. The official ballot used for the election of officers and directors shall be prepared by the

- National Office in consultation with the chair of the Nominations and Elections Committee.
2. The election of all executive officers, members of the Board of Directors, and Trustees shall be by popular vote of the active membership.
- D. Procedure for Voting Ballots will be distributed to all active members by mail or electronically.
1. The National Office shall keep a log of valid ballots received with dates received in addition to invalid ballots and the reason they cannot be accepted.
 2. All received ballots should be kept sealed in the mailed envelopes and presented with the accompanying log to the designated vote counters. In the case of electronic voting, votes will be kept in a separate electronic folder and a spreadsheet of voting returns will be created and kept confidential until counted.
- E. Procedure of Counting Ballots.
1. Electronic Ballots
The preferred method for performing elections will be through secure electronic voting.
 2. Paper Ballots. If elections are performed using paper ballots, the following procedure will be used:
One month after the mailing out of the ballots to the entire active membership, the polls shall be closed and all marked ballots shall be returned in sealed envelopes. The National Office staff, along with no less than three active members appointed by the Nominations and Elections Committee, shall at once officially count the votes at the national office and make up a correct tally sheet. This sheet shall contain the number of votes received by each candidate. The ballots and tally sheets, duly certified by each member of the Nominations and Elections Committee, shall then be given to the President who shall announce the results of the elections by mail and/or electronically to the membership at large. The candidates receiving the greatest number of votes shall be declared elected. In the event that two (2) or more candidates for any office shall receive an equal number of votes, a final decision will be made by lot.

Section II – Other Executive Officers

- A. Chair of the NAAMA Foundation (Ex-Officio).
Procedure for election of Foundation Chair and their term in office is outlined in the Foundation Bylaws
- B. Chair of the NAAMA Auxiliary (Ex-Officio).
Procedure for election of Auxiliary Chair and their term in office is outlined in the Auxiliary Bylaws
- C. Two (2) Community members (appointed)
Procedure for appointment of Community Members and their term in office is outlined in Article VIII Section III.
- D. CME Director (Appointed - Ex-Officio)
Procedure for appointment of CME Director and their term in office is outlined in Article VIII Section I
- E. Association Parliamentarian (Appointed - Ex-Officio)
Procedure for appointment of Association Parliamentarian and their term in office is outlined in Article VIII Section II

Section III – Chapter Presidents

- A. Procedure for election of Chapter Presidents and their term in office is outlined in respective Chapter Bylaws
- B. All Chapter presidents become members of the Board of Directors by default

Section IV –Presidents of Professional Sections

- A. Procedure for election of Presidents of Professional Sections and their term in office is outlined in respective Chapter Bylaws
- B. All presidents of Professional Sections become members of the Board of Directors by default

ARTICLE VIII - SPECIAL APPOINTEES

Section I - Continuing Medical Education Director

- A. The President, with the approval of the Board of Directors, shall appoint a CME Director to serve for a period of three (2) years, renewable for a second term with the approval of the Board, after which a leave of absence for one (1) year is required.
- B. The CME Director's role is to:
 - 1. Coordinate the CME program with the Chapter CME Directors and advise them of the proper guidelines for future CME programs;
 - 2. Chair the CME Committee;
 - 3. Sit on the Scientific and Research Committee;
 - 4. Ensure that NAAMA's CME activities are in compliance with ACCME guidelines and that all proper documentation necessary for renewal is available.
 - 5. Provide support and guidance to the Dental CE Director and any other continuing education leader in NAAMA.

Section II - Association Parliamentarian

- A. The President, with the approval of the Board of Directors, shall appoint a parliamentarian versed in parliamentary law procedure to advise the President on questions of parliamentary law and procedure, for two (2) years renewable for a second term with the approval of the Board, after which a leave of absence for one (1) year is required.
- B. The Parliamentarian shall safeguard the rights and privileges of all members equally and help transact the business of the Association legally and efficiently.
- C. The Parliamentarian shall be strictly non-partisan at all times and act as advisor to the President in cases of any conflicts in the adherence to these bylaws.
- D. The Parliamentarian shall render an opinion (advice) to the President and the President shall make the ruling (decision).
- E. The Parliamentarian may attend the Board of Directors and Foundation Meetings by invitation from the president or the Foundation Chair, but is not allowed to vote or provide opinion on action items unless a parliamentary procedure is in order.
- F. The parliamentarian shall be an ex officio on the bylaws committee.

Section III – Community Members of the Executive Committee

- A. The Nominations Committee will submit to the president, by November 1 of every calendar year, a list of possible community members to serve on the Executive Committee starting the next January
- B. Other names can be proposed to the President by November 1 by any member of the Association
- C. The President, in consultation with the Executive Committee, shall appoint two (2) community members to serve for a period of two (2) years, renewable for a second term, after which a leave of absence for one (1) year is required.

ARTICLE IX - DELEGATES TO THE ASSOCIATION

Section I - Qualification of Delegates

- A. Delegates must be in good standing in their chapter and have expressed their willingness to serve.
- B. All delegates to the Association meeting must be nominated by the President of their chapter and verified by the National Office.

Section II - Selection of Delegates

- A. Each chapter shall be entitled to one (1) delegate represented by the Chapter's President or his/her designee plus an additional delegate for each twenty-five (25) active members or fraction thereof.
- B. Credentials of delegates must be verified by the Association's Executive Secretary.
- C. All delegates' terms will expire at the conclusion of the meeting for which they have been selected.

Section III - Responsibilities of the Delegates to the Association

- A. Delegates will decide on the following matters pertaining to the business of this Association:
 - 1. Nominations for the election of officers, members of the Board of Directors and the Foundation Board of Trustees;
 - 2. Changes in membership dues;
 - 3. The place of the next National Association meeting along with the affiliate chapter responsible for such meeting; and,
 - 4. Select the time and place for the next international meeting from locations presented by the Board of Directors.
- B. Delegates may discuss and recommend items pertinent to the Association's mission, values, and membership to be studied by the Board of Directors.
- C. The delegates will receive at the annual meeting a report from the President on the status of the Association, a report from the Treasurer on the status of funds of the Association and a report from the Executive Director on the operations of the National Office in addition to other reports pertaining to matters within the delegates' responsibilities.

Section IV - Vacancies on the Delegate Lists

Each delegate shall be entitled to one vote and, in the absence of a designated delegate, such vote may be exercised only by an alternate delegate.

ARTICLE X - COMMITTEES

Section I - Standing Committees

A. *Education Committee*

1. Purpose - To perform, oversee, and review educational activities and events on behalf of the National Office. These include but are not limited to:
 - a. Production and distribution of educational material to Association members, the community, and any other interested party
 - b. Review any application to organize a CME event
 - c. Ensure that CME events are conducted in accordance with the requirements of the ACCME
 - d. Conduct educational activities that benefit and secure continuous education credit various professional sections of the association
 - e. Conduct educational activities that benefit the community and other parties as necessary
 - f. Conduct additional activities consistent with the vision and mission of NAAMA
2. Structure
 - a. Members of these committees must be active members of the Association.
 - b. The committee will consist of a total of six members.
 - c. The first meeting of the calendar year will be chaired by the Continuous Medical Education Director for the purpose of electing a chair who will lead all subsequent meetings for the calendar year.
 - d. The chair of the committee will only vote to break a tie.
 - e. One-third of each committee's members will be appointed annually by the National President with the approval of the Board of Directors.
 - f. Each member will serve for two years and may succeed him/herself for an additional two-year term if appointed, after which a leave of absence of one year is required.
 - g. The Continuous Medical Education Director and the Executive Director will serve as non-voting ex-officio members of the Committee.
3. Operations
 - a. The Committee will meet monthly. Additional meetings may be called by the chair if necessary.
 - b. All activities conducted by the Committee will be consistent with the vision and mission of the association
 - c. All advertisement, communication with members, and financial transactions must be done through the national office.
 - d. If the Board of Directors determines that this committee has failed to meet its responsibilities, all its responsibilities are temporarily delegated to the Executive Committee until such time as the Board of directors determines that the Committee has resumed normal operations.

B. *Communication and Outreach Committee*

1. Purpose - To perform activities and events to improve communication between the National Office and Association members, the community and any other interested party. These include but are not limited to:

- a. Effective electronic communication via email, social media, telecommunication and other media
 - b. Ensure that the NAAMA website is operational, efficient, and up-to-date
 - c. Print and publish journals, brochures, advertisements, announcements and other vehicles of printed material as necessary to conduct the business of the association
 - d. To conduct additional activities consistent with the vision and mission of NAAMA
2. Structure
- a. Members of these committees must be active members of the Association.
 - b. The committee will consist of a total of six members.
 - c. The first meeting of the calendar year will be chaired by the Executive Secretary for the purpose of electing a chair who will lead all subsequent meetings for the calendar year.
 - d. The chair of the committee will only vote to break a tie.
 - e. One-third of each committee's members will be appointed annually by the National President with the approval of the Board of Directors.
 - f. Each member will serve for two years and may succeed him/herself for an additional two-year term if appointed, after which a leave of absence of one year is required.
 - g. The Executive Secretary and the Executive Director will serve as non-voting ex-officio members of the Committee.
3. Operations
- a. The Committee will meet monthly. Additional meetings may be called by the chair if necessary.
 - b. All activities conducted by the Committee will be consistent with the vision and mission of the association
 - c. All advertisement, communication with members, and financial transactions must be done through the national office
 - d. If the Board of Directors determines that this committee has failed to meet its responsibilities, all its responsibilities are temporarily delegated to the Executive Committee until such time as the Board of directors determines that the Committee has resumed normal operations.

C. Growth and Development Committee

- 1. Purpose - To perform activities and events designed to help the association grow in membership, finances, visibility and stature. These include but are not limited to:
 - a. Organize membership drives
 - b. Develop entrepreneurial endeavors
 - c. Solicit and apply for external funding for educational, philanthropic and community service programs including community health research programs
 - d. Prioritize, approve, match funds and monitor projects proposed by the liaison committees
 - e. Conduct additional activities consistent with the vision and mission of NAAMA
2. Structure
- a. Members of the committee must be active members of the Association.
 - b. the committee will consist of a total of six members.
 - c. The first meeting of the calendar year will be chaired by the Executive Director

for the purpose of electing a chair who will lead all subsequent meetings for the calendar year.

- d. The chair of the committee will only vote to break a tie.
 - e. One-third of each committee's members will be appointed annually by the National President with the approval of the Board of Directors.
 - f. Members will serve for two years and may succeed themselves for an additional two-year term if elected, after which a one year leave of absence is required.
 - g. The Executive Director will serve as a non-voting ex-officio member of the committee.
3. Operations
- a. The Committee will meet monthly. Additional meetings may be called by the chair if necessary.
 - b. All activities conducted by the Committee will be consistent with the vision and mission of the association
 - c. All advertisement, communication with members, and financial transactions must be done through the national office.
 - d. If the Board of Directors determines that this committee has failed to meet its responsibilities, all its responsibilities are temporarily delegated to the Executive Committee until such time as the Board of directors determines that the Committee has resumed normal operations.

D. Liaison Committees

1. Purpose - To perform activities and events in designated areas consistent with the vision and mission of NAAMA. These include but are not limited to:
 - a. To organize Continuous Medical Education and other Educational Seminars in said areas
 - b. To solicit and review projects designed to conduct educational and philanthropic activities that are consistent with the vision and mission of NAAMA in designated areas
 - c. To raise and solicit funds to support said educational and philanthropic activities
 - d. To conduct additional activities consistent with the vision and mission of NAAMA
2. Structure
 - a. Separate committees may be assigned to different locations in the Arab world, North America and other areas as deemed appropriate by the Board of Directors.
 - b. Members of these committees must be active members of the Association.
 - c. Each committee will consist of a total of six members.
 - d. The first meeting of the calendar year will be chaired by the Vice president for the purpose of electing a chair who will lead all subsequent meetings for the calendar year.
 - e. The chair of the committee will only vote to break a tie.
 - f. One-third of each committee's members will be appointed annually by the National President with the approval of the Board of Directors.
 - g. Each member will serve for two years and may succeed him/herself for an additional two-year term if appointed, after which a leave of absence of one year is required.

- h. The Vice President will serve as a non-voting ex-officio member of each Committee.
 - i. A Foundation Trustee may not serve simultaneously as a member of a Liaison Committee.
3. Operations
- a. To organize Continuous Medical Education and other Seminars in said areas
 - i. Liaison Committees must follow the same guidelines established for organizing international conventions
 - ii. In organizing these events, the Liaison Committee will seek preapproval of the Executive director of NAAMA for meeting site, advertisement, sponsorship, CME application, budget and any other activity related to organizing said seminars
 - iii. All advertisement, communication with members, and financial transactions must be done through the national office. The national Office will charge the Liaison Committees reasonable rates to cover the cost of doing business on behalf of the liaison committees, not to exceed 50% of the revenue
 - iv. The Liaison committee will be responsible for securing enough funds to successfully conduct its educational activities.
 - v. Revenue from these activities will be kept by the National Office in a separate account for the exclusive use of the Liaison Committee.
 - vi. Funds not used after 12 months of accruing will be donated to the NAAMA Foundation.
 - b. To solicit and review projects to conduct educational and philanthropic activities that are consistent with the vision and mission of NAAMA in designated areas
 - i. Liaison Committee Members may develop projects of their own and request funding for their execution
 - ii. Alternatively, the Committee may solicit or receive applications for worthy projects from external entities.
 - iii. The committee will research and assess each project and its merit before its presentation for approval.
 - iv. If projects require additional funding from the Foundation Distribution Funds, a request for funding must be submitted for a matching grant using the Funding Application Form developed by NAAMA
 - v. All projects must be approved by the Board of Directors whether or not matching funds are requested, to ensure that projects are consistent with our vision and mission
 - vi. Liaison Committee must keep accurate records of expenditures related to philanthropic activities. These records must be kept in the national office.
 - c. To raise and solicit funds and perform other activities to support said educational and philanthropic activities
 - i. All activities must be conducted in a manner consistent with the mission and vision of NAAMA
 - ii. Accurate records of fundraising activities must be kept with the national office
 - iii. Revenue from fundraising activities must be kept by the National Office in a separate account for the exclusive use of the Liaison Committee
 - d. If the Board of Directors determines that this committee has failed to meet its

responsibilities, all its responsibilities are temporarily delegated to the Executive Committee until such time as the Board of directors determines that the Committee has resumed normal operations.

- e. Oversight. As indicated above, all activities conducted by the Liaison Committees must be preapproved, processed through, and audited on an annual basis by the National Office.

E. Science and Research Committee

1. Purpose - To perform, oversee, and review scholarly activities and events on behalf of the National Office. These include but are not limited to:
 - a. Approval of Chairs of Scientific conventions and conferences
 - b. Submit applications for external funding
 - c. Ensure research compliance and provide additional oversight
 - d. Conduct additional activities consistent with the vision and mission of NAAMA
2. Structure
 - a. Members of these committees must be active members of the Association.
 - b. The committee will consist of a total of six members.
 - c. The first meeting of the calendar year will be chaired by the Continuous Medical Education Director for the purpose of electing a chair who will lead all subsequent meetings for the calendar year.
 - d. The chair of the committee will only vote to break a tie.
 - e. One-third of each committee's members will be appointed annually by the National President with the approval of the Board of Directors.
 - f. Each member will serve for two years and may succeed him/herself for an additional two-year term if appointed, after which a leave of absence of one year is required.
 - g. The Continuous Medical Education Director and the Executive Director will serve as non-voting ex-officio members of the Committee.
3. Operations
 - a. The Committee will meet monthly. Additional meetings may be called by the chair if necessary.
 - b. All activities conducted by the Committee will be consistent with the vision and mission of the association
 - c. All advertisement, communication with members, and financial transactions must be done through the national office
 - d. If the Board of Directors determines that this committee has failed to meet its responsibilities, all its responsibilities are temporarily delegated to the Executive Committee until such time as the Board of directors determines that the Committee has resumed normal operations.

F. Ethics Committee

1. Purpose
 - a. To ensure that all policies, procedures and practices of the Associations are conducted lawfully and at the highest ethical standard
 - b. To ensure that Executive officers and other representatives of the Association do not have any ethical or professional issues that may compromise the Association
2. Structure. The Ethics Committee shall be comprised of:

- a. The Association Immediate Past President (Chair)
 - b. Five (5) other members who have served as members of the executive committee in the past
 - c. All members of the committee are appointed by the President in consultation with the executive committee
 - d. All members of the committee are appointed, on a staggered basis, by the President in consultation with the executive committee for a two (2) years term renewable for a second term, after which a leave of absence for one (1) year is required.
 - e. The chair will only vote to break a tie.
2. Operations
- a. The Committee will review all policies, procedures and practices of the association, as requested by the executive committee, to ensure compliance with highest ethical standards
 - b. The Committee will review background checks obtained on candidates for executive offices and report its findings to the executive committee at least two weeks before the elections dates.
 - c. The Ethics Committee will receive, review, investigate and adjudicate, if necessary, any issues or concerns about the operations of the association, the governing boards and committees, employees and members.
 - d. The Committee will review complaints filed against any committee member and recommend to the executive committee adverse action, including termination, if necessary.
 - e. Member termination.
 - i. A member subject membership termination by the Association's Board of Directors or his/her chapter's Board of Directors shall have the right of appeal to the Judicial Advisory Committee.
 - ii. Notice of request to appeal must be given in writing to the Board of Directors at least five (5) days prior to the effective date of expulsion, termination or suspension.
 - iii. The Ethics Committee shall set the date for hearing an appeal for a reasonable time and place not to exceed thirty (30) days after such appeal notice has been given, at which time oral or written evidence shall be submitted by the Board or member affected.
 - iv. The decision of the Ethics Committee shall be rendered within a reasonable period of time after the hearing. The decision of the Ethics Committee shall be final.
 - f. Additional duties and functions as may be determined from time to time by a majority vote of the Executive Committee.

G. Nominations Committee

- 1. Purpose – To nominate members to fill open seats on the executive committee, Board of Directors, Board of Trustees, Standing and Ad-Hoc Committees.
- 2. Structure
 - a. The Committee consists of the six (6) immediate national past presidents.
 - b. The committee will be chaired by the immediate past president of the

Association.

- c. The chair of the committee will only vote to break a tie.
 - d. The Executive Director will serve as a non-voting ex-officio members of the Committee.
3. Operations
 - a. The Committee will meet as follows:
 - i. During the period from beginning of June to the end of August to propose a slate of nominees for open positions on the executive committee, Board of Directors and Board of Trustees
 - ii. During the period from Beginning of January to end of February to propose nominees for other open committee positions.
 - iii. Additional meetings may be called by the chair if necessary.
 - b. All activities conducted by the Committee will be consistent with the vision and mission of the association
 - c. All advertisement, communication with members, and financial transactions must be done through the national office.
 - d. If the Board of Directors determines that this committee has failed to meet its responsibilities, all its responsibilities are temporarily delegated to the Executive Committee until such time as the Board of directors determines that the Committee has resumed normal operations.

H. Bylaws Committee

1. Purpose
 - a. To ensure that Bylaws of all chapters and Professional Sections are consistent with the National Bylaws
 - b. To ensure that the National Bylaws are periodically reviewed to meet the needs of the Association
2. Structure. The Bylaws Committee shall be comprised of
 - a. The Association Parliamentarian (Chair)
 - b. Five (5) other active members of the Association experienced in the field of organized medicine
 - c. All members of the committee are appointed, on a staggered basis, by the President in consultation with the executive committee for a two (2) years term renewable for a second term, after which a leave of absence for one (1) year is required.
 - d. The chair will only vote to break a tie.
3. Operations
 - a. The Committee will review and examine bylaws of affiliated chapters and to be certain that they are consistent with the Association's bylaws.
 - b. The Committee will review the bylaws of the National Association from time to time and make recommendations to the Board.
 - c. All drafted guidelines and policies must be reviewed by the Bylaws Committee to ensure compliance with the bylaws.

Section II - Ad Hoc Committees

- A. Purpose - The purpose of each committee is to carry out the mission of NAAMA.
- B. Structure:
 - 1. The Board of Directors of the Association shall have the power of majority vote to create or abolish an ad hoc committee.
 - 2. The ad hoc committees will follow the rules and guidelines for committees as approved by the Board of Directors.

ARTICLE XI - MEETINGS OF THE ASSOCIATION

Section I - Meetings of the Executive Committee

- A. The Executive Committee shall meet via conference call or in person on a monthly basis or more frequently and are to be held at such time as may be specified by the President.
- A. Special meetings of the Executive Committee may be called by the President, or by any two (2) members of the Executive Committee.
- B. A notice of the special meeting must be given by the Secretary at least two (1) day prior thereto, specifying the time, place and matters to be discussed at the meeting.
- C. Special action without a meeting may be taken if the majority of the members approve such action in writing or electronically. This approval must be filed with the minutes of the meeting.
- D. There shall be no vote by proxy.

Section II - Meetings of the Board of Directors

- A. The meetings of the Board of Directors are to be held at such time as may be specified by the President. They shall occur regularly via conference call at a minimum of four meetings per year.
- B. Special meetings of the Board of Directors may be called by the President or by any two (2) Directors.
- C. A notice of the special meeting must be given by the Secretary at least two (2) weeks prior thereto, specifying the time, place and matters to be discussed at the meeting.
- D. Special action without a meeting of the Board may be taken if all the Board members shall consent to such action in writing or electronically. This written consent must be filed with the minutes of the Board meeting.
- E. There shall be no vote by proxy.

Section III - Meetings of the Delegates to the Association

The annual meeting of the delegates is to be held during the annual national convention.

Section IV – Chapter Meetings

Chapter meetings follow requirements outlined in respective Chapter Bylaws.

Section V - Meetings of Professional Sections

- A. Professional sections meet to conduct business, including election of officers, at the annual National Convention
- B. Meetings follow requirements outlined in respective Bylaws.

Section VI - Meetings of Standing Committees

Guidelines for standing committee meetings are described in the respective Articles and Sections below.

Section VII - Meetings of ad-hoc Committees

Guidelines for ad-hoc committee meetings are specified at the time the committees are formed by the Board of Directors.

Section VIII - Quorum Necessary for Meetings

- A. The following is necessary for a quorum:
1. For Executive Committee Meetings: A quorum shall consist of fifty percent (50%) of all voting members
 2. For Board of Directors' meetings: A quorum shall consist of twenty-five percent (25%) of all voting members.
 3. For Delegates' meetings: A quorum shall consist of twenty-five percent (25%) of the total delegates from the affiliated chapters with at least thirty percent (25%) of the chapters being represented.
 4. For Chapter Meetings, quorum is specified in the respective Chapter Bylaws
 5. For meetings of the Professional Sections, no quorum is required during the annual meetings at the annual National Convention.
 6. For all other meetings: A quorum shall consist of fifty percent (50%).
 7. Once a quorum is present, business may be conducted until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum; however, resolutions may be passed only upon vote of a majority of a quorum.

Section IX - Time and Place of Meeting

- A. The principal place of business of the Association shall be specified by the Board of Directors.
- B. All such special or regular meetings of this Association shall be held at a time and place as the Board shall direct.

Section X – Proxies

There shall be no voting by proxy.

ARTICLE XII - CONVENTIONS, CONFERNCES, SYMPOSIA AND RELATED EVENTS

Section I- National Conventions

- A. The Association shall conduct annual national conferences for the following purposes:
 - 1. Promoting Continuing Education (CME) for all of its professional sections including Continuous Medical Education (CME) hours for physicians and Continuous Education Units (CEU) for other health care providers.
 - 2. Determining the location of future national conventions and the host chapter (s)
 - 3. Determining the Location of future International Conventions
 - 4. Approving the slate of nominees for open positions on the Executive Committee and the Board of Directors, if applicable
 - 5. Approval of the budget of the association
 - 6. Approval of the budget of the Association Foundation
 - 7. Review of Chapter activities
 - 8. Conducting other business as proposed by the President of the Association
- B. Selection of National Convention Site is done at the annual Delegate's meeting or through a different mechanism approved by the Board of Directors (Appendices F, G, H)
- C. Selection of the National Convention Chair and Organizing Committee are outlined in Appendices F, G and H. Briefly, after consulting with the Local Chapter Board, the President of the Association will recommend NAAMA member in good standing to Chair the Local Convention.
- D. Responsibilities of the Convention Chair and Organizing Committee are outlined in Appendices F, G and H
- E. Selection of the National Convention, Scientific Chair and Scientific committee are outlined in Appendices F, G and H. Briefly, The Convention Chair will recommend up to three names for consideration. The names and their biographies will be reviewed by the Science and Research Committee and prioritized by the Chair of that committee. The President of the Association will then recommend appoint the Scientific Chair with the Concurrence of the Board of Directors.
- F. Responsibilities of the Scientific Chair and Scientific Committee are outlined in Appendices F, G and H and include convening a scientific committee, submitting a CME application, and meeting all the requirements identified in the CME application.

Section II- International Conventions

- A. The Association shall periodically conduct international meetings for the purpose of promoting Continuing Medical Education (CME). These include NAAMA's Annual International Medical Conventions, NAAMA's International Symposia and other meetings conducted under the name of the Association.
- B. The President will submit to the chapters' presidents the recommendation of the Executive Committee of three sites for the NAAMA's International Medical Convention at least forty (40) days before the delegate meeting for discussion and review by their members.
- C. The delegates at the annual meeting shall determine the location of the next

International Medical Convention by the highest number of votes for that location selected.

- D. The Association is solely responsible for sponsorship of all international meetings.
- E. The President of the Association shall select and appoint with the endorsement of the Board of Directors the responsible General Chair of the next NAAMA's International Medical Convention and/or Symposia. The General Chair must be a NAAMA member in good standing and should meet the selection criteria of the International Convention Chair appended to these bylaws.
- F. The Scientific Chair shall, according to current guidelines set by the board, develop a scientific program for the international meeting. The Scientific Chair must be a NAAMA member in good standing.
- G. The Scientific Chair is responsible to the National CME Director under the direct supervision of the Association President and the Convention Chair.
- H. The Convention Chair will follow the guidelines of the international meeting appended to these bylaws.
- I. The location of a cancelled meeting shall be one of the choices presented by the Board to the delegates for a vote at the next delegates' meeting.

Section III- Medical Conferences and Symposia

- A. The Association shall periodically conduct international meetings for the purpose of promoting Continuing Medical Education (CME). These include NAAMA's Annual International Medical Conventions, NAAMA's International Symposia and other meetings conducted under the name of the Association.
- B. The President will submit to the chapters' presidents the recommendation of the Executive Committee of three sites for the NAAMA's International Medical Convention at least forty (40) days before the delegate meeting for discussion and review by their members.
- C. The delegates at the annual meeting shall determine the location of the next International Medical Convention by the highest number of votes for that location selected.
- D. The Association is solely responsible for the sponsorship of all international meetings.
- E. The President of the Association shall select and appoint with the endorsement of the Board of Directors the responsible General Chair of the next NAAMA's International Medical Convention and/or Symposia. The General Chair must be a NAAMA member in good standing and should meet the selection criteria of the International Convention Chair appended to these bylaws.
- F. The Scientific Chair shall, according to current guidelines set by the board, develop a scientific program for the international meeting. The Scientific Chair must be a NAAMA member in good standing.
- G. The Scientific Chair, in developing the program, is responsible to the National CME Chair under the direct supervision of the President of the Association and the General Chair.
- H. The General Chair will follow the guidelines of the international meeting appended to these bylaws.
- I. The location of a cancelled meeting shall be one of the choices presented by the Board to the delegates for a vote at the next delegates' meeting.

ARTICLE XIII - FUNDS AND ASSESSMENTS

Section I - Annual Assessment of Dues

- A. Active, Associate, and Affiliate members shall pay their respective annual dues as determined by the Board of Directors or by the delegates if the issue is referred to them.
- B. Annual chapter dues should not exceed 50% of annual national Active member dues.
- C. Annual dues of Professional Sections should not exceed 50% of annual national Active member dues.

Section II - Payment of Dues

- A. Annual dues shall be payable on or before January 1 of the year with a grace period up to May 1 before membership is suspended.
- B. The membership of a person whose dues are delinquent shall be subject to suspension. Payment of all current dues shall be a condition of reinstatement of such suspended membership.
- C. The dues amount for the ensuing year will be determined by the delegates to the Association's annual meeting following the report of the Treasurer's budget proposals for the coming calendar year.
- D. Dues received after the National Elections will be applied for membership of the following year.

Section III - Waiver of Dues

- A. The dues of any new member joining after the election of officers shall be credited as full payment of dues in the following year.
- B. Dues may be waived for any member because of illness, hardship or for any other reason within the discretion of the Board of Directors.

Section IV - Funds of the Association

- A. Incoming funds of the Association, whether dues, donations, or miscellaneous other proceeds, shall be placed under the custody of the Treasurer.
- B. Such funds will be placed in appropriate accounts requiring the signatures of two of the following officers for withdrawal: The President, Executive Secretary, Treasurer or Executive Director.
- C. Any funds expended from the treasury shall be strictly for Association business in conformity to those other rules set forth in these bylaws and require signatures of two of the following for withdrawal: The President, Executive Secretary, Treasurer, or Executive Director. Monthly and/or recurring payments should be presented to the TREASURER and Executive Committee at the beginning of each fiscal year and may be made electronically or by check by the Executive Director. Non-routine or unbudgeted payments require approval by the TREASURER prior to payment by the Executive Director.
- D. Association monies collected for philanthropic and service purposes, other than NAAMA Foundation funds, shall be placed in a separate account that shall be subject to auditing.

Section V - Disbursement of Net Proceeds from All Meetings and Social Affairs Sponsored by the Association

A. Annual National Medical Convention

1. The net profits or losses of the annual National Convention shall be divided equally between the host chapter and the National Association.
2. Specific expenses, agreed upon by the National Executive Committee and incurred by the sponsoring chapter on behalf of the National Association, shall be reimbursed by the National Association to the chapter.

B. Annual International Medical Convention and International Symposia

1. One hundred percent (100%) of all such net profits of the International Convention shall be retained by the Treasurer of the National Association.
2. In the event of a financial loss resulting from this meeting, the Association will absorb all such losses.
3. Convention proceeds are to be made only after a final assessment of the convention's ledger and must be voted on by the Board of Directors.

B. Other Meetings

The funds from any function other than the National or International Convention shall be retained by the sponsoring local chapter. Any expenses incurred by the National Association on behalf of the conducting local chapter shall be reimbursed to the Association.

ARTICLE XIV - MISCELLANEOUS

Section I - Rules of Order

In the absence of any provision in the constitution and bylaws of this Association, all members of the Association, the Board of Directors and all Committees shall be guided by the parliamentary rules as used and contained in the current edition of *Robert's Rules of Order*.

ARTICLE XV - AMENDMENTS

Section I - Amendments or Repeal of Bylaws

- A. Any amendment to, repeal of, or adoption of a bylaw must be proposed by resolution to, adopted by the Executive Committee, and presented for final approval of a majority vote of the active members of the Association or to the National Membership through a mail or a secure electronic survey.
- B. A petition signed by at least ten percent (10 %) of the Active members of this Association providing for an amendment to, repeal or adoption of a bylaw shall be referred by the Executive Committee to the Active membership for approval by a majority vote.

ARTICLE XVI - NAAMA FOUNDATION GOVERNING RULES

Rule I – Purpose

The National Arab American Medical Association Foundation shall have the purpose and principles set forth in Section II of the Preamble to these Association bylaws.

Rule II – Funding

Section I - Source of Funds

The funds can be derived from the following sources:

1. NAAMA members;
2. Non-NAAMA members;
3. Individuals;
4. Corporations and pharmaceutical companies;
5. Grants; and
6. Bequests, memorials, life insurance and others.

Section II. Prohibited Activities

None of the NAAMA Foundation's principal is to be spent on any activities. Only the income according to Federal guidelines of Section 501(c) 3 of the IRS Code is to be spent each year.

Rule III - NAAMA Foundation Board of Trustees

Section I a - Members. The Foundation's Board Trustees shall be composed of six elected (6) Trustee members and three ex-officio members: President, Vice President, and Past President of the National Association, as follows:

1. Six (6) elected members shall be active members of the Association.
2. The ex-officio members (President, Vice President, and immediate Past President) shall be voting members of the Board of Trustees during their terms of office.

Section I b - Term of Foundation Board Membership

1. Two (2) NAAMA members shall be elected annually as elected Trustees to serve for a Two (2)-year term.
2. Elected Trustees may succeed themselves, if reelected by the membership at large, for one (1) additional two (2)-year term, after which a leave of absence for three (3) years is required.

Section I c - Qualifications for Foundation's Board of Trustees

A. NAAMA Member-Elected Trustees

Any person serving as a member of the Foundation's Board of Trustees shall first have been:

1. Continuously in good standing in the Association for three (3) full years prior to

- nomination with all dues and assessments paid; and
2. A member of the Association's Board of Directors as:
 - i. An officer of the National Association or
 - ii. A President of an affiliated chapter; and
3. A member of Foundation donor category Ibn Al Nafis Fellow (\$5,000-\$9,999) or greater.

Section 1 d - Procedure for Election/Appointment of Trustees

- A. NAAMA Member-Elected Trustees
 1. NAAMA member candidates are elected to their position by the general membership of the Association.
 2. NAAMA member candidates for Board of Trustee positions must meet the qualifications stated Rule III, Section 1-c.
 3. Candidates are elected by the Nomination and Election process described in Articles VII.
 4. Candidates, when nominated, should submit a biography for distribution to the membership preceding the vote.

Section II - Function of the Board

The Board of Trustees will meet at least three times a year and will have the following responsibilities:

- a. The Board of Trustees will direct and supervise the annual campaign for fundraising.
- b. The Board of Trustees will design, guide, oversee, and direct the overall philanthropic and service programs of NAAMA.
- c. The Board of Trustees will work with Liaison Committees and Growth and Development Committee to identify the recipient programs and institutions.
- d. The Board of Trustees will supervise and decide on various grants as proposed by the committees of the Association.
- e. The Board of Trustees will function as the investment oversight body.
- f. The Board of Trustees may directly decide on requests for particular educational, philanthropic and service, or humanitarian initiatives.

Section III - Regular and Special Meetings

1. A regular meeting of the Board of Trustees shall be held at least three times during a calendar year on a day and time fixed by the Board.
2. Special meetings may be called by the Chair or two (2) Trustees.

Rule IV - Officers

Section I - Number, Election and Terms

The Board of Trustees shall elect from its members the officers of the Foundation. The officers shall be a Chair, a Vice-Chair as the judgment of the Board of Trustees may deem advisable, and a Secretary/Treasurer. The officers shall be elected annually by the Board of Trustees after the election of new Trustees, but before January 1 of the calendar year. The officers shall hold office until their respective successors shall have

been elected and qualified. Officers are elected for a one-year term and are eligible for an additional one-year term only. The President of the NAAMA shall not serve as Chair of the NAAMA Foundation Board of Trustees.

Section II - Removal and Vacancies

Any officer elected by the Board of Trustees may be removed by the Board of Trustees whenever, in its judgment, the best interests of the Foundation would be served thereby. A vacancy in the office because of removal, death, resignation or otherwise shall be filled by the Board of Trustees for the un-expired portion of the term.

Section III - Duties of the Chair

The Chair oversees the Foundation's business and distribution of its funds. The Chair is a voting member of the Executive Committee of the Association and, subject to the control of the Board of Trustees, shall exercise general supervision over the affairs of the Foundation. When present, the Chair shall preside over the Board of Trustees. The Chair of the Board of Trustees should be one of at least two signatories of all checks from the Foundation account or authorize electronic payments. The Chair shall attend the delegates meeting at the Annual Business Meeting and report on the state of the Foundation to the delegates.

Section IV - Duties of the Vice-Chair

In the absence or inability of the Chair to act, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have all powers of the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair of the Board of Trustees.

Section V - Duties of the Secretary/Treasurer

1. The Secretary/Treasurer shall give notice of all meetings, be custodian of the Foundation records, and perform all other duties incident to the office. In the absence of the Secretary/Treasurer, a secretary pro-tempore may be appointed by the presiding officer. The Secretary/Treasurer shall keep full and accurate accounts of the NAAMA Foundation's receipts and disbursements. The Secretary/Treasurer shall have charge and custody of all of the funds and securities of the Foundation and shall deposit all monies in such depositories as may be designated by the Board of Trustees and shall pay out the same in accordance with the Association's bylaws in such manner as may be necessary to meet the legal obligations of the Foundation, or as the Secretary/Treasurer may otherwise be directed by the Board of Trustees. The Secretary/Treasurer shall submit books of account and financial records to the Board of Trustees for examination on request to do so, prepare such reports as the Chair or Board of Trustees may request and perform such other duties as may be indicant to the office.
2. The Secretary/Treasurer shall have supervisory responsibility for the investment oversight body.

Rule V – Donor Categories

Section I - Donors Categories

Donor Categories of unrestricted contributions to the NAAMA's Foundation are:

1. Al-Ta'ee Philanthropist. This honor will be granted to those who donate \$100,000* or more.
2. Al-Kindi Benefactor. This honor will be granted to those who donate \$25,000-\$99,999*.
3. Avicenna Scholars Club. This category is bestowed upon those who donate \$10,000* or more. By their actions, they have proved to be worthy scholars of this great Arab physician, scientist and philosopher.
4. Ibn-Al-Nafis Fellows Club. This honor will be granted to those who donate \$5,000 - \$9,999*.
5. Ibn-Rishd Society. Members of this society are those who donate \$1,000-\$4,999*.
6. Al-Rhazi Group. Members of this society are those who donate \$500 - \$999.
7. NAAMA Foundation Supporters are those who donate up to \$500. The first five categories will be issued a plaque in appreciation of their support.

* Can be paid over a period of five (5) years.

Section II - NAAMA Foundation Fund Investment Guidelines

1. It is recommended that portfolio investments will have a ten-year maximum maturity, except for mortgage-backed securities.
2. At least sixty percent (60 %) of holdings must have a credit rating of AA or better by either Moody's or Standard and Poor's. The investment manager may invest up to twenty percent (20 %) in Baa-rated securities and up to twenty percent (20 %) in A-rated issues so that no more than forty percent (40%) of the portfolio will be invested in corporate bonds rated below AA.
3. All bond sectors may be utilized, i.e., industrial, utilities, treasuries, agencies. Interest relationships will determine the sector mix and quality ranges.
4. 5. No more than ten percent (10 %) of the portfolio should be invested in the securities of any one issue, except for the following: U.S. Treasury issues and other government agencies.
6. It is recommended that the cash equivalent position not exceed thirty percent (30%) except in relatively rare circumstances.
7. Major changes in cash position or maturity schedules should be communicated by the investment manager to the Board of Trustees, which acts as Investment Oversight Committee.
8. Direct issue short-term investments utilized in the account will be rated A1 and B1 by Moody's or Standard and Poor's.
9. For purposes of evaluating investment performance, the fund will be compared against funds or indexes with comparable investment maturities.
10. Changes in, or exceptions to, investment guidelines must be approved by the Board of Trustees.
11. Equity positions in publicly traded corporation stock or mutual funds may be held for long-term investment.

Rule VI –Dissolution

In the event of the dissolution of NAAMA, all residual funds will be directed to a 501 (c) 3 charity located within the United States whose purpose is directed to philanthropic and service activities for Arab causes in the United States and abroad.

Rule VII - Responsibilities of Individual Trustees

All Trustees of the Foundation must assume the following responsibilities:

1. Take a leadership role in both providing and attracting financial, physical and human resources to the Foundation. To accomplish this, a Trustee must do the following:
 - a. Sponsor or participate in fund-raising events
 - b. Sponsor or participate in events to introduce potential donors and community leaders to the Foundation
 - c. Provide advice to the Chair and Trustees in those areas in which he/she has special expertise
2. Act as an interpreter of the goals and projects of the Foundation to the NAAMA membership, the Arab community, and to potential donors. To accomplish this, a Trustee must do the following:
 - a. Become knowledgeable of Foundation projects
 - b. Attend all Board of Trustees' meetings
 - c. Participate in discussions regarding investments and the annual budget
 - d. Participate in discussions regarding the distribution of Foundation funds

Rule VIII – Fundraising Activities

For the purpose of assuring that the mission and status of NAAMA as a non-profit, non-political and non-sectarian organization is maintained, the Foundation Board of Trustees shall audit and review all fundraising activities by the Association and individual chapters. (Refer to Appendix D).

Rule IX - Amendments

Amendments to these bylaws must follow the process described in Article XV of the NAAMA bylaws.

ARTICLE XVII - NAAMA AUXILIARY GOVERNING RULES

Rule I - Purpose and Principles

Section I

The name of this organization is the National Arab American Medical Association Auxiliary. It is an arm of NAAMA, which will comply with and support the NAAMA objectives as described in the preamble.

Section II

The purpose of the Auxiliary shall be:

1. Philanthropic and service, educational and cultural enrichment;
2. To organize fundraising;
3. To aid in the establishment in various states of Auxiliaries for NAAMA chapters; and
4. To work for cooperation among the respective chapters' Auxiliaries to enhance local and national programs.

Rule II - Membership

1. Membership shall be open to members, their families, and any non-NAAMA members who demonstrate a commitment to the mission and organizational objectives of NAAMA. Only active members can hold office and vote.
2. The organization shall keep current and updated records of all members of the organization.
3. Auxiliary members shall pay annual dues as recommended by the Auxiliary Executive Committee.

Rule III - Meetings

Meetings shall be held as follows:

1. General meetings shall be determined by the National Auxiliary Executive Committee.
2. At least one (1) general meeting per year at the National Convention shall be held.
3. A notice of the date, time, place and agenda of any other special meeting shall be mailed to each member, in advance, to the address as it appears in the records of the Association.
4. A quorum is constituted if fifteen (15) or more members are present.
5. In the absence of a quorum, a meeting may be adjourned to another time and place by majority vote of the members present. There is no voting by proxy.
6. A special meeting can be called by the Chair of the National Auxiliary at the request of twenty percent (20 %) of the National Auxiliary membership.

Rule IV - Committees and Officers

Section I-Executive Committee

1. The National Auxiliary Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, Treasurer, and immediate Past Chair of the Auxiliary

2. Term of office is for two (2) years to coincide with the NAAMA Executive Committee.
3. Executive officers may be elected for another term, limited to two (2) terms.
4. The Auxiliary Executive Committee may hold meetings or telephone conferences at the call and discretion of the Chair.
5. All members of the Auxiliary Executive Committee shall be members in good standing. A member in good standing is one whose annual dues are current.

Section II - Other Committees

1. Fund-Raising Committee
2. Youth Exchange Program Committee
3. Youth Activity Committee
4. Educational Committee
5. Social Committee

Section III - Functions of the Officers

1. Chair:
 - a. Shall be Executive Director;
 - b. Shall preside over all meetings of the Auxiliary and its committees;
 - c. Shall appoint committee members with consultations of its executive officers;
 - d. Shall work with the NAAMA chapters' auxiliaries on behalf of the National Auxiliary;
 - e. Shall represent the Auxiliary at the Executive Committee meetings of the Association;
 - f. Shall give reports directly to the NAAMA Executive Committee on its current activity.
 - g. Shall provide a written report to the Annual Delegates Meeting.
2. Vice-Chair:
 - a. In the absence of the Chair, he or she will temporarily exercise the duties of the Chair;
 - b. Will perform any other duties and obligations delegated by the Chair;
 - c. In the event of an emergency vacancy of the Chair, the Vice- Chair will fill the position until the time of the next election.
3. Secretary:
 - a. Take minutes at meetings and maintain a record of all business conducted by the Auxiliary and send the minutes to the National Office for safekeeping;
 - b. Send the minutes and agenda to the NAAMA Executive Committee;
 - c. Handle all correspondence for the organization and maintain and update the mailing list.
4. Treasurer:
 - a. Shall receive and transmit all organization monies to the Auxiliary account;

- b. Keep current financial records for presentation at the Auxiliary Executive Committee meetings;
 - c. Shall direct all fund-raising monies to the NAAMA Foundation account.
5. Past Chair:
- a. Shall be present at all meetings and offer his or her experience;
 - b. Shall be a Chair of the Nominations Committee. Any resignation or vacancy at any time of any Auxiliary officers should be directed to the Chair and shall be effective immediately. The Auxiliary Executive Committee shall fill vacancies.

Rule V - Nominations

There shall be a Nominations Committee chaired by the Past Chair. The Chair, upon approval of the Executive Committee, will appoint a Nominating Committee consisting of at least four (4) Auxiliary officers who shall present nominations for officers at the annual meeting of the Auxiliary at the time of the Association's Annual Delegates Meeting. At said meeting, nominations from the floor will also be accepted. Anyone placed in nomination must first agree to serve. There must be a second to such nominations. Election ballots will be mailed at approximately the same time as the NAAMA elections take place.

Rule VI - Amendments

Amendments to these bylaws must follow the process described in Article XV of the NAAMA bylaws.

Rule VII - Auxiliary Dues

The annual membership dues shall be determined by the membership at the annual meeting and shall be payable on January 1 of each year.

Rule VIII – Fundraising Activities

For the purpose of assuring that the mission and status of NAAMA as a non-profit, non-political and non-sectarian organization is maintained, the Foundation Board of Trustees shall sanction all fundraising activities by the Auxiliary and individual chapters Auxiliaries. (Refer to Appendix D).

Rule IX - Miscellaneous

Any proposed letter to be sent to the membership by any member or committee must be approved by the Chair of the Auxiliary and must be signed by both the Chair and the committee member.

Appendices

Appendix A
Active membership Dues

TO BE DETERMINED AT DELEGATES MEETING OR BY THE EXECUTIVE COMMITTEE

A. National Dues

Professional Section	General Dues	Section Dues	Total
Medicine			
Scientist			
Pharmacy			
Dentistry			
Nursing			
Allied Health			
Graduate Medical Education			
Student			

B. Chapter Dues

Arizona	\$50
Arkansas	\$25
California	\$75
Central Florida (Orlando)	\$50
Central Ohio (Columbus)	\$0
Georgia	\$25
Houston	\$50
Illinois	\$75
Jacksonville (Florida))	\$0
Kansas	\$50
Maryland	\$25
Michigan	\$50
Nevada	\$25
New England	\$35
New Jersey	\$65
New York	\$75
North Carolina	\$30
North Texas (Dallas)	\$100
Northwest Ohio (Toledo)	\$75
Ohio (Cleveland)	\$50
Oklahoma	\$50
Pittsburgh/Tri-State	\$35
San Diego	\$75
St. Louis	\$35
Upstate New York	\$25
Washington, D.C.	\$50
SW Ohio (Dayton/Cincinnati)	\$0

C. Corporate Membership Dues

Number of Members	Fees
<10	Published Fees
10 – 29	
30 - 49	
50 - 99	
100 and above	

D. Corporate Membership Dues

Number of Members	Fees	Corporate cost per Member
<10	Published Fees	
10 – 14		
15 - 19		
20 - 24		
25 - 29		
30 - 34		
35 - 39		
40 - 49		
50 - 99		
100 - 199		
200 – 299		
300 – 499		
500 and above		

Appendix B
Professional Sections

Professional Section	Designation
Medicine	National Arab American Medical Association – Medicine Section
Scientist	National Arab American Medical Association – Science Section
Pharmacy	National Arab American Medical Association – Pharmacy Section
Dentistry	National Arab American Medical Association – Dentistry Section
Nursing	National Arab American Medical Association – Nursing Section
Allied Health	National Arab American Medical Association – Allied Health Section
Graduate Medical Education	National Arab American Medical Association – Graduate Medical Education Section
Student	National Arab American Medical Association – Student Section

Appendix C

Principles of Medical Ethics of the American Medical Association

Principles of Medical Ethics

Preamble

The medical profession has long subscribed to a body of ethical statements developed primarily for the benefit of the patient. As a member of this profession, a physician must recognize responsibility to patients first and foremost, as well as to society, to other health professionals, and to self. The following Principles adopted by the American Medical Association are not laws, but standards of conduct which define the essentials of honorable behavior for the physician.

Principles of medical ethics

- I. A physician shall be dedicated to providing competent medical care, with compassion and respect for human dignity and rights.
- II. A physician shall uphold the standards of professionalism, be honest in all professional interactions, and strive to report physicians deficient in character or competence, or engaging in fraud or deception, to appropriate entities.
- III. A physician shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.
- IV. A physician shall respect the rights of patients, colleagues, and other health professionals, and shall safeguard patient confidences and privacy within the constraints of the law.
- V. A physician shall continue to study, apply, and advance scientific knowledge, maintain a commitment to medical education, make relevant information available to patients, colleagues, and the public, obtain consultation, and use the talents of other health professionals when indicated.
- VI. A physician shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to associate, and the environment in which to provide medical care.
- VII. A physician shall recognize a responsibility to participate in activities contributing to the improvement of the community and the betterment of public health.
- VIII. A physician shall, while caring for a patient, regard responsibility to the patient as paramount.
- IX. A physician shall support access to medical care for all people.

Appendix D

Guidelines for Chapter Fundraising Activities

- A. Since all affiliated chapters are considered under the association's umbrella for a 501(c) 3 status, and
- B. Since almost all donations to fundraising activities conducted by chapters are made to and channeled through the Foundation, and
- C. Since donations to such activities qualify as tax deductible contributions because of the
- D. Foundation's tax exempt status, and
- E. Since any donation exceeding \$25,000 dollars is subject to tax and falls under specific regulations and requires special reporting to the IRS,
- F. It is recommended that chapters observe the following suggested guidelines and adhere to a standard procedure when conducting fundraising activities, for the sake of clean record keeping and the sake of the Foundation and NAAMA at large:
 - 1. Fundraising for an existing national campaign:**
 - a. NAAMA and the Foundation in response to regional emergencies and humanitarian needs and in coordination with appropriate liaison committees (when applicable) usually conduct a national fund drive soliciting donations from members nationwide. Such campaign is usually conducted through the national office by e mails, mailing ... etc.
 - b. Chapters wishing to conduct their own fundraiser benefiting this national campaign can plan and conduct the activity directly without a need for further consultation with the Foundation provided the activity specifically states the project announced by the national campaign and funds generated will be channeled through the Foundation.
 - c. All donations should be made to NAAMA Foundation (project name).
 - d. The chapter will collect all funds, settle any expenses encountered for planning/holding the activity and send the remaining balance to the
 - e. Foundation through the national office, with a list of contributors and receipts for expenses paid.
 - f. A thank you letter signed by the Foundation chair and chapter president to contributors will be sent by the office stating the amount donated and the project donated for.
 - 2. Fundraising for an existing project:**
 - a. Many specific projects e.g. cancer center, trauma unit, grocery funds ... etc, are planned and conducted by NAAMA liaison committees.
 - b. Chapters wishing to conduct fundraising activities benefiting a specific project planned by a liaison committee are encouraged to inform the specific committee before the event and coordinate plans to contribute to this project.
 - c. It is the liaison committee's responsibility to include details of the event in its report to the Foundation.

- d. All donations should be made to NAAMA Foundation (liaison committee name).
- e. The chapter will collect all funds, settle any expenses encountered for planning/holding the activity and send the remaining balance to the liaison committee account through the national office with a note specifying the project funds were raised for.
- f. A thank you letter signed by the Foundation chair and chapter president to contributors will be sent by the office stating the amount donated and the project donated for.

3. Fundraising for a new project:

- a. If a chapter decides to conduct a fundraising activity for a specific project or country that does not fall under item I or II above, the NAAMA Foundation Board shall make a determination whether this activity fits within the guidelines of the Foundation's mission and adheres to NAAMA's bylaws. If an urgent decision about the appropriateness of the activity under NAAMA Foundation guidelines is needed, the Foundation Chair may consult with the Foundation treasurer and the current NAAMA president. If all three reach a unanimous decision, the decision will be binding. In the absence of unanimous decision, the Chair shall call for a full board meeting to resolve the matter in question.
- b. All details of the project or the entity receiving the funds must be provided before holding the event.
- c. All donations should be made to NAAMA Foundation/ (project name).
- d. The chapter will collect all funds; settle any expenses encountered for planning/holding the activity and send the remaining balance to the Foundation through the NAAMA national office with a note specifying the project for which funds were raised.
- e. A check made by the Foundation will be issued with a cover letter signed by the Foundation Chair and the Chapter president.
- f. A thank you letter signed by the Foundation chair and chapter president to contributors will be sent by the office stating the amount donated and the project donated for.

4. Fundraising for a country:

- a. A NAAMA chapter may elect to fundraise for a country, without specifying a specific project in that country. The appropriate Liaison Committee should be notified of this activity and provide support as needed and as much as possible. Funds collected can be kept in the Foundation, with the understanding that the NAAMA chapter shall decide at a later time what specific project the funds should be allocated to. At that time, the NAAMA Foundation Board would consider the appropriateness of the projects selected and whether they would fit under the NAAMA Foundation mission and guidelines. It is the NAAMA Foundation Board's responsibility to ensure that we are in compliance with the Department of the Treasury guidelines relating to donations to foreign philanthropic and service institutions such as NGO's, educational institutions,

- hospitals, etc.
- b. The chapter will collect all funds; settle any expenses encountered for planning/holding the activity and send the remaining balance to the Foundation through the NAAMA national office with a note specifying the country and/ or the project for which funds were raised.
 - c. A check made by the Foundation will be issued to the receiving agency with a cover letter signed by the Foundation Chair and the Chapter president.
 - d. A thank you letter signed by the Foundation chair and chapter president to contributors will be sent by the office stating the amount donated and the project donated for.
5. NAAMA members are encouraged to hold fundraisers for NAAMA Foundation and projects supported by NAAMA Foundation. The guidelines outlined in sections I through IV for chapters would apply to the NAAMA member in charge of the fundraising activity with the following provisions:
- a. The NAAMA member in charge of the fundraising activity needs to inform the NAAMA Foundation of the date and location of the event.
 - b. The NAAMA member in charge will collect all funds; settle any expenses encountered for planning/holding the activity and send the donations to the Foundation through the NAAMA national office with a note specifying the project/ country/ for which the funds were raised (if other than the Foundation). The NAAMA member in charge may personally pay for expenses encountered for planning/holding the activity, collect and send all relevant expense receipts to the NAAMA national office. Alternatively, the NAAMA member in charge may forward invoices for expenses encountered for planning/holding the activity to the NAAMA national office. The Foundation shall reimburse the NAAMA member in charge or pay the invoices for such appropriately documented expenses when so requested after receipt of the donations.
 - c. A check made by the Foundation to the benefiting agency (if other than the Foundation) may be issued with a cover letter signed by the Foundation Chair and the NAAMA member in charge of the event.
 - d. A thank you letter to contributors, signed by the Foundation chair and the NAAMA member in charge will be sent by the office stating the amount donated and the project donated for.
 - e. Organizers of fundraising events dedicated to benefit the NAAMA Foundation, whether chapters or members, can count on NAAMA national office support for announcement preparation, mailings, and e-mails etc. targeted to potential donors to make the event successful.

All the above mentioned guidelines apply when partial proceeds of a fundraising activity (e.g. annual gala) are designated for philanthropic and service donations. The guidelines for chapters holding their fundraising activities under their own separate 501(c)3 status, do not fall under NAAMA Foundation jurisdiction/ responsibilities.

Appendix E

CONFLICT OF INTEREST POLICY NATIONAL AND CHAPTER AFFILIATES

I. Application of Policy

This policy is intended to supplement, but not replace, federal and state laws governing conflicts of interest applicable to the National Arab American Medical Association (NAAMA). It applies to Trustees, Staff Members, Officers, Directors, Committee Members, and certain Consultants. Persons covered under this policy, as well as their relatives and associates, are hereinafter referred to as "interested parties."

II. Conflict of Interest-Definitions

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of NAAMA. There are several situations that raise conflict of interest concerns including, but not limited to, the following:

A. Financial Interests - A conflict may exist where an interested party directly or indirectly benefits or profits as a result of a decision, policy or transaction made by NAAMA. Examples include situations where:

- NAAMA contracts to purchase or lease goods, services, or properties from an interested party.
- NAAMA offers employment to an interested party, other than a person who is already employed by NAAMA.
- An interested party is provided with a gift, gratuity, or favor of a substantial nature from a person or entity that does business or seeks to do business with NAAMA.
- An interested party is gratuitously provided use of the facilities, property, or services of NAAMA.
- NAAMA adopts a policy that financially benefits an interested party.

A financial interest is not necessarily a conflict of interest. *A financial conflict of interest exists only when the Board decides a person with a financial interest has a conflict of interest.*

B. Other Interests - A conflict also may exist where an interested party obtains a non- financial benefit or advantage that he/she would not have obtained absent his/her relationship with NAAMA. Examples include where:

- An interested party seeks to achieve personal gain from any government affiliations or appointments.
- An interested party seeks to obtain preferential treatment by NAAMA or recognition for himself/herself or another interested party.
- An interested party seeks to make use of confidential information obtained from NAAMA for his/her own benefit (not necessarily financial) or for the benefit of another interested party.
- An interested party seeks to take advantage of an opportunity or enables another interested person or other organization to take advantage of an opportunity that he/she has reason to believe would be of interest to NAAMA.
- NAAMA adopts a policy that provides a significant non-financial benefit to an interested party.

A conflict of interest exists only when the Board of Directors decides there is a conflict.

III. Disclosure of Potential Conflicts of Interest

An interested party is under a continuing obligation to disclose any potential conflict of interest as soon as it is known or reasonably should be known.

An interested party shall complete and sign the attached Disclosure Statement and Affirmation of Compliance, which shall be submitted upon the party's association with NAAMA, and shall be reviewed annually thereafter.

Copies of this conflict of interest policy and the disclosure statement shall be distributed to all parties upon their association with NAAMA as an elected Officer, Trustee, Director, appointed committee member, employed staff, or consultant. Disclosure statements shall be signed and forwarded to the Executive Director, who shall keep these in the official corporate records of NAAMA. The Executive Director shall submit this record to the President who shall report to the Board of Directors at their meeting no later than the first quarter of the calendar year. The President's disclosure statement shall be provided to the Secretary.

In all cases, the recipient is the designated reviewing official responsible for bringing potential conflicts to the attention of the appropriate authorities.

IV. Procedures for Review of Potential Conflicts

Whenever there is reason to believe that a potential conflict of interest exists between NAAMA and a member of the Board of Directors or the Executive Director, the Board of Directors shall determine the appropriate response. This shall include, but not necessarily be limited to, invoking the procedures described below with respect to a specific proposed action, policy or transaction. The designated reviewing official has a responsibility to bring a potential conflict of interest to the attention of the Board promptly for action at the next regular meeting of the Board or during a special meeting called specifically to review the potential conflict of interest.

Where the potential conflict involves the President, the Board of Directors, presided by the Vice President, shall determine the appropriate response.

Where the potential conflict involves an employee of NAAMA other than the Executive Director, the Executive Director shall be responsible for reviewing the matter, reporting the results of this review to the President, who shall approve any appropriate action as necessary to protect the interests of NAAMA. The President shall determine whether any further Board review or action is required.

V. Procedures for Addressing Conflicts of Interest

Where a potential conflict exists between the interests of NAAMA and an interested party with respect to a specific proposed action, policy or transaction, the Board of Directors shall consider the matter during a meeting of the Board. NAAMA shall refrain from acting until such time as the disinterested members of the Board of Directors of NAAMA have approved the proposed action, policy or transaction. The following procedures shall apply:

An interested party who has a potential conflict of interest with respect to a proposed action, policy or transaction of the corporation shall not participate in any way in, or be present during, the deliberations and decision-making vote of NAAMA with respect to such action, policy or transaction.

However, the interested party shall have an opportunity to provide factual information about the proposed conflict and/or action, policy or transaction. Also, the Board may request that the interested party be available to answer questions.

- The disinterested members of the Board of Directors may approve the proposed action, policy or transaction upon finding that it is in the best interests of NAAMA. The Board shall consider whether the terms of the proposed action, transaction or policy are fair and reasonable to NAAMA and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.
- Approval by the disinterested members of the Board of Directors shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, neither for purposes of determining what constitutes a majority vote of directors in attendance.
- The minutes of the meeting shall reflect that the conflict disclosure was made to the Board, the vote taken and, where applicable, the abstention from voting and participation by the interested party. Whenever possible, the minutes should frame the decision of the board in such a way that it provides guidance for consideration of future conflict of interest situations.

VI. Violations of Conflict of Interest Policy

Should the Board of Directors have reason to believe that an interested party has failed to disclose a potential conflict of interest, it shall inform the person of the basis for such belief and allow the person an opportunity to explain the alleged failure to disclose.

If the Board decides that the interested party has in fact failed to disclose a possible conflict of interest, the Board shall take such disciplinary and corrective action as the Board shall determine.

**The National Arab American Medical Association
Conflict of Interest Disclosure Statement and Affirmation of Compliance**

The Conflict of Interest Disclosure Statement is applicable to the National Arab American Medical Association (NAAMA) Officers, Directors, Trustees, Staff Members, Committee Members, and certain Consultants.

No member of the NAAMA, Officers, Trustees or any of its Committees shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the National Arab American Medical Association. Each individual shall disclose to NAAMA any personal interest, which he or she may have in any matter pending before NAAMA, and shall refrain from participation in any vote or decision on such matter.

Are you now, or at any time during the past year, have you been:

1) A government official or appointee, honorary or affiliate of the United States or any other country.

_____ Yes _____ No Initials _____

2) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the National Arab American Medical Association that has resulted or could result in personal benefit to you or your family.

_____ Yes _____ No Initials _____

3) A recipient, directly or indirectly, of any salary payments or loans, gifts, or grants of any kind, or any free service or discounts or other fees from, or on behalf of any person or organization engaged in any transaction with the National Arab American Medical Association.

_____ Yes _____ No Initials _____

If you answered yes to any of the above, provide a full description of your affiliations, transactions, and of the interest, whether direct or indirect, which you have (or have had during the past year) in the persons or organizations having transactions with the National Arab American Medical Association.

I hereby certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

I further certify that I shall disclose to NAAMA any personal interest that I may have, directly or indirectly, in any matter pending before NAAMA, and shall abstain from participation in any vote or decision on such matter.

Signature: _____ Date: _____
Printed name: _____

Appendix F

Selection Criteria for a NAAMA Medical Convention Chair

The candidate for Chair of NAAMA's International Medical Convention must be:

- Active NAAMA membership in good standing
- Experience in convention planning
- Experience as a member of a NAAMA convention planning committee in the past five years and /or attendance at a minimum of one NAAMA international convention in the last three years
- Familiarity with the country and/or city in which the international convention is to be held at
- Provide a current CV and a two-page proposal for the convention for NAAMA Board of Directors consideration

Responsibilities of a NAAMA International Convention Chair

- Assemble a diverse, well-rounded convention committee of NAAMA members whose task is to plan the scientific and social program
- Submit the names of at least two potential scientific chairs to the head of the NAAMA Scientific and Research Committee
- Help the selected scientific chair to assemble a scientific committee; be an active member of the scientific committee; work with the NAAMA National Office to assure adherence to ACCME requirements for providing CMEs
- While the NAAMA National Office will take the lead in negotiating details of a hotel or venue contract, work with the NAAMA National Office on making hotel or venue contacts and negotiating contracts with them; formulate a skeleton for a convention; and execute the convention according to plan
- Work with a NAAMA-approved tour coordinator by providing guidelines for the social program, including bus or other transportation, entrance fees, if needed, visas, meals, etc.
- Work with the NAAMA TREASURER to insure revenue generation as provided in NAAMA's
 - budget for the year
- Identify local partners and entities and secure sponsorships

Appendix G
Procedure and Criteria for Selection of Scientific Chairs
For National and International Conventions

1. The general Chair of the convention shall submit no less than two names as potential candidates for scientific Chair. The names and copies of CVs shall be submitted to the Chair of the Science and Research Committee.
2. The general Chair may indicate his/her order of preference, which will be honored when possible.
3. Minimum criteria for scientific chairs:
Affiliation with an academic medical school in the United States with
 - a) The rank of assistant professor (full-time appointments) or associate professor (clinical appointments); and
 - b) At least five publications in refereed journals; and
 - c) Demonstration of previous participation in national/international scientific meetings as speaker, organizer, or chair.

Appendix H

Recommendations to follow for NAAMA National Conventions

If a convention will be organized outside the aegis of the NAAMA National Office, then the following steps should be taken for internal control purposes:

1. A separate bank account should be established from the local chapter accounts. This account should have a debit or credit card attached to it so that if payments for the convention require credit card payments, the use of personal credit cards will be avoided.
2. Upon approval of the Board of Directors, a dollar amount for petty cash may be deposited into the account to handle convention preparatory expenses. The Association's TREASURER will review and maintain these records as part of their accounting records and record the expenses as received from the local chapter or convention Chair.
3. Any and all requests larger than the petty cash amount should be accompanied with a quote or proposal to the TREASURER. The Board of Directors must approve such requests.
4. All receipts should be requested in English.
5. Monthly bank account statements with bank reconciliation should be sent to the Treasurer for review and maintained as part of the Association's accounting records.
6. Recognized accounting standards and reporting are to be followed. Accounting for all expenses and income must be communicated to the TREASURER and records are to be maintained by the national office.

The steps above will require the committee Chair or local chapter handling the account to keep the NAAMA Treasurer, Board of Directors and the National Office informed of the account activity and to maintain good accounting records.

Appendix I Amendment History

Approved with changes by general membership, October 11, 1982.
NAAMA Board-approved amendment for president-elect, September 23, 1984.
Amendment for president-elect approved by general membership, October 22, 1984. NAAMA Board-approved amendments, September 27, 1985.
General membership approved amendments, October 25, 1985. NAAMA Board approved changes, September 26, 1986.
General membership approved October 21, 1986.
NAAMA Board-approved changes, November 28, 1988. NAAMA Board-approved change, January 5, 1989--mail ballot. General membership approved, March 21, 1989.
NAAMA Board-approved changes, September 21, 1990.
General membership approved, December 1, 1990.
General membership approved, December 1992.
General membership approved, December 1995.
General membership approved, January 1997.
General membership approved, November 13, 1999. General membership approved, December 9, 2000. General membership approved, June 1, 2004.
NAAMA Board approved revisions, December 17, 2008.
General membership approved, March 20, 2009.
General membership approved, December 6, 2011
NAAMA Board approved revisions, October 16, 2012
General membership approved, December 8, 2012
NAAMA Board approved revision, August 12, 2014
General membership approved, December 8, 2014

INSERTIONS 2016

INSERTIONS 2017