

ARTICLES OF INCORPORATION
ASSOCIATION OF INDIAN PHYSICIANS OF NORTHERN OHIO, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation not for profit under Ohio Revised Code, Section 1702.01, et. seq., So hereby certify:

Article 1 - NAME

The name of the corporation shall be the Association of Indian Physicians of Northern Ohio, herein referred to as the Corporation.

Article 2 - PLACE

The place in the State of Ohio where the principal office of said corporation shall be located in the County of Cuyahoga.

Article 3 - NONPROFIT

The Corporation is a nonprofit corporation as described in section 1702.01 of the Ohio Revised Code. The Corporation is not organized for the pecuniary profit of its Trustees, Officers or Members. The Corporation shall not declare nor distribute a dividend, and no part of its net earnings shall inure, directly or indirectly, to the benefit of any Trustee, Officer or Members, but the Corporation shall be entitled to make payments authorized under Article 7 Limitation and any balance of money or assets remaining after the full payment of Corporate obligations of all and any kind shall be solely devoted to the educational and benevolent purposes of the Corporation.

Article 4 - DURATION

The duration of the Corporation is perpetual.

Article 5 - PURPOSES

- A. The Corporation is organized for educational and charitable purposes.
- B. To bring together the physicians of Indian origin practicing in Northern Ohio in one organization, and to enhance their knowledge and mutual understanding.
- C. To assist medical students and physicians to obtain medical training in the United States.
- D. To conduct educational programs to acquaint the members with clinical, scientific and other developments in the field of medicine.
- E. To render medical services to indigent people in the community.
- F. To provide a vehicle for members to contribute to medical care and medical education in India.
- G. To provide mutual understanding and cooperation between members of this Corporation and other local and national organizations of mutual interest in the United States and India.

Article 6 - POWERS

Solely for the forgoing purposes, the Corporation shall have the following powers:

- 1) To publicize and promote the purposes of Corporation to all members of the Corporation and to the public;
- 2) To exercise all rights and powers conferred by the laws of the state of Ohio upon nonprofit corporations; and
- 3) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish such purposes.

Article 7 • LIMITATION

No part of the net earnings of Corporation shall inure to the benefit of or be distributed to its Members, Officers, or Trustees, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes as set forth in Article 5, Purposes.

Article 8 - TAX EXEMPT

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, (the Code), and an organization described in Section 501 (c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

Article 9 - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation, in such a manner, or to such organizations organized exclusively for charitable, religious, cultural or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. Any of such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county of which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine to be organized and operated exclusively for such purposes.

Article 10 • MEMBERS

There shall be three categories of members, voting, associate and honorary.

Article 11 - QUORUM

The quorum for any meeting of the Executive Committee or Board of Trustees shall consist of a simple majority.

Article 12 - OFFICERS

The Corporation shall have a President, President-Elect, Secretary and Treasurer and Immediate Past President. Each officer shall be elected as set forth in the Code of Regulations.

Article 13 - EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the President, President-elect, Secretary, Treasurer, Immediate Past President and ten members at large. Each at large member shall be elected as set forth in the Regulations.

Article 14 - TRUSTEES

The number of Trustees may be increased or decreased from time to time in accordance with the regulations, but shall never be less than three. The Trustees shall be elected as set forth in the Regulations.

Article 15 - NON-STOCK BASIS

This corporation is formed on a non- stock basis and shall not issue shares of stock.

Article 16 - AMENDMENTS

SECTION I

These Articles of Incorporation and the Code of Regulations, or any articles or sections or any part thereof may be amended, repealed or new by-laws adopted by the affirmative vote of two-thirds of those members entitled to vote at a meeting duly called and held for that purpose. The quorum for such a meeting shall be 20% or 40 members, whichever is the larger number of members entitled to vote.

SECTION 2

Any amendment may be proposed by resolution adopted by the Executive Committee or by at least 20 active members of the Corporation. Said such proposed amendments shall then be submitted by the Executive Committee to the entire membership entitled to vote, at least 45 days prior to calling a meeting for the purpose of amending these Articles.

Article 17 PARLIAMENTARY AUTHORITY

Officers, Trustees and Members shall guide conduct business of the Foundation using Robert's Rules of Order, unless otherwise specified in these Articles or Code of Regulations.

Article 18 - INDEMNIFICATION

The Corporation shall indemnify each Trustee and Officer of the Corporation to the fullest extent permitted by the law.

CODE OF REGULATIONS ASSOCIATION OF INDIAN PHYSICIANS OF NORTHERN OHIO, INC. AN OHIO NONPROFIT CORPORATION

Article 1- CODE OF REGULATIONS

These regulations constitute the Code of Regulations adopted by the Corporation for the regulation and management of its affairs.

Article 2 - PURPOSES

This Corporation is organized and shall be operated for the purposes set forth in the Corporation's Articles of Incorporation.

Article 3 - POWERS

Solely for the foregoing purposes, the corporation shall have the powers set forth in the Corporation's Articles of Incorporation.

Article 4 - MEMBERSHIP

SECTION 1 - Voting Members

Active membership is open to all physicians of Indian origin who are practicing medicine or are retired in Northern Ohio who maintain high moral, ethical, and professional standards. They shall have the right to vote and are eligible to hold office; Active members may become Life Members by paying the dues for lifetime membership. The dues for life membership will be determined by the Board of Trustees. The Corporation shall have voting members (Active) who shall have all rights and privileges of members of the Corporation.

SECTION 2 - Associate Members

Physicians in training, dentists, medical scientists and medical students of Indian origin residing in Northern Ohio. They shall have the right to vote but are not eligible to hold office.

SECTION 3 – Honorary Members

Honorary membership may be conferred by the Board of Trustees upon physicians and spouses of deceased members, who have shown outstanding achievements and special interest in this Corporation. Honorary members will not be eligible to hold office.

Article 5 - DUES

Active and Associate members shall pay annual dues which shall be determined and reviewed as needed by the Executive Committee. Honorary members are not required to pay dues. The fiscal year shall be from January 1 through December 31. Annual dues shall be due and payable on or before January 1 of each year. If the dues or any part thereof remain unpaid after March 15 of any year, a note of delinquency will be sent. After June 1, if the dues remain unpaid, the membership and all its rights and privileges may be suspended until such dues are paid in full.

Article 6 - ADMINISTRATION AND OFFICERS

The governance of the Corporation shall be vested in the Executive Committee and Board of Trustees.

Article 7 - BOARD OF TRUSTEES**SECTION 1**

The Board of Trustees will have the ultimate authority for ensuring its fiscal welfare and financial stability; however, it will not interfere with the regular operation of the Corporation.

SECTION 2

In case of crisis, at the request of the Executive Committee, the Board will act as the mediator to resolve the dispute. The decisions of the Board of Trustees in these disputes will be binding.

SECTION 3

The Board of Trustees will be the custodian of all the assets of the Corporation and will make all decisions regarding disbursement of the funds in case of dissolution of the Corporation.

SECTION 4

The Board of Trustees will consist of nine members each being elected by the eligible voting membership. At least five Trustees of the Board will be from amongst the past presidents of the Corporation.

SECTION 5

The term of the trustees will be straddled.

SECTION 6

The term of the trustees will be limited to three years.

SECTION 7

Members of the Board of Trustees will not be members of the Executive Committee.

SECTION 8

A Chairperson of the Board will be elected by the Board amongst its members. The term of the Chairperson shall be limited to a maximum of two years. The Chairperson shall be ex-officio, nonvoting member of the Executive Committee and a voting member of the Finance Committee.

SECTION 9

The Board will act as the Trustee of the Endowment Fund of the Corporation. It will be responsible for long range planning, for constitutional and legal matters, and for safeguarding the tangible assets of the Corporation. The Board of Trustees is specifically required to pre-approve any expenditure item of more than \$5,000.

SECTION 10

The Board will meet at least once a year. A record of the minutes of the meeting will be maintained. The President of the Corporation will attend the meetings of the Board as an ex-officio, non-voting member. Quorum consists of members attending duly convened meeting, except for pre-approval of expenditure items of more than \$5,000 for which minimal of 5 affirmative votes are needed for passage of the item.

Article 8 - COMMITTEES

SECTION 1

The following shall be the Standing Committees of the Corporation. The chairpersons of these committees, with the exception of the Executive Committee, shall be appointed by the President and chosen from among the members of the Executive Committee. The remaining members of the committees may be selected from the voting and honorary membership.

1. Executive
2. By-Laws Committee
3. Membership
4. Finance
5. Medical Education and Research
6. Nominations and Elections
7. Publications and Public Relations
8. Awards and Recognition Committee
9. Endowment Fund Committee

SECTION 2

The Executive Committee shall be composed of the President, President-Elect, Secretary, Treasurer and the Immediate Past President and ten members-at-large.

SECTION 3

The Chairperson of the Special Programs and Entertainment shall be selected from the General Membership or their spouses.

SECTION 4

Nominations and Election Committee: The Nominations and Election Committee will consist of the President, the President-Elect, the Immediate Past President, one member of the Board of Trustees and one previous president. It will be chaired by the Immediate Past President.

SECTION 5

Endowment Fund Committee: This committee will consist of at least five members, two of whom will be from the Board of Trustees. The committee will be responsible for raising funds for charitable causes, and will make recommendations to the Executive Committee.

SECTION 6 – The Finance Committee shall be comprised of Chairman of the Board of Trustees, President, President-Elect, Treasurer, Past President, and 2 Members-at-Large (volunteers or elected by the Executive Committee.)

Article 9 - TERMS OF OFFICE

SECTION 1

The terms of office of the President, President-Elect and Secretary shall be for a period of one year. The term of Treasurer shall be for two years. The President may serve once only. Other officers and trustees may be re-elected.

SECTION 2

Terms of office of the members at large shall be for two years. Five members-at-large shall be elected during odd years and the other five members-at-large shall be elected during even years.

SECTION 3

In the event a member of the Executive Committee is unable to complete his/her term, a replacement will be appointed upon recommendation from the President with the approval of the Executive Committee, to complete the remaining elected term of the vacating member.

SECTION 4

In the event the office of President is vacated, the succession shall be by the President-Elect, Secretary, and Treasurer, in that order.

Article 10 - ELECTIONS

SECTION 1

Elections shall be held each year four weeks prior to the annual meeting of the general membership in the month of November or December.

SECTION 2

The Nominations and Elections Committee shall conduct the elections.

SECTION 3

Elections to all offices shall be by secret ballot. Candidates shall have the right to send their representatives to witness the counting of the ballot.

SECTION 4

The Nominations and Elections Committee shall invite nominations for various offices and trustees from the general membership by mailing the forms for nominations. The completed nomination paper, which should have the signature of the candidate signifying his/her consent, should be received by the deadline set by the Chairperson of the Nominations and Elections Committee. Applicants with incomplete or incorrect nomination forms will be given at least one week notice to correct the form prior to the nomination deadline. The Committee will submit the entire slate of candidates for vote to the eligible general membership by mail.

SECTION 5

Members of the Nominations and Elections Committee may not nominate themselves for office. They may not contest any elected position in the organization. If there is an insufficient number of nominees the Committee can submit nominations with the approval of the nominee.

Article 11- DUTIES OF OFFICERS

SECTION 1- Executive Committee

- A. The Executive Committee shall have the duties and powers as ordinarily delegated to the governing board of a non-profit incorporated association. It shall govern and direct activities of the Corporation as described in this Code.
- B. It shall fill any vacancies of the office of President-Elect, Secretary, and Treasurer and members of the Executive Committee by appointment in accordance with the provisions set forth in this Code.
- C. It shall appoint all standing committees and direct their activities.
- D. The Executive Committee shall determine the dues of the Corporation and review the dues as necessary.
- D+ Any member, officer or trustee removed from the Corporation under Article 11, Section I, paragraph E and F may appeal such a decision by the Executive Committee and ask for vote by the Board of Trustees. They may be re-instated by the approval of two-thirds majority of the membership at the General Body Meeting.
- E. It may remove by two-thirds vote any member from the rolls of the Corporation for conduct detrimental to the Corporation.
- F. It may by two-thirds vote of its members present at the meeting that has been properly called, remove any member from any elected or appointed office. If the individual concerned is a member of the Executive Committee or Board of Trustee, he/she shall not vote on such motion

SECTION 2. President

- A. The President shall be the Chief Executive Officer of the Corporation and shall perform all other duties incident to the office of President and such other duties as may be designated by the Executive Committee or Board of Trustees.
- B. He/She shall preside at all meetings of the Corporation and of the Executive Committee.
- C. He/She shall make such appointments as authorized by Code, Executive Committee or Board of Trustees.
- D. He/She shall designate all official delegates and representatives to other groups.
- E. He/She shall appoint such Special and Ad Hoc Committees as may be necessary to further the Corporation's objectives and he/she may discontinue any such committee when its purpose has been served, in consultation with the Executive Committee or Board of Trustees.
- F. The president is authorized to donate up to \$5,000.00 to non-profit groups or events without prior approval of the Board of Trustees or Executive Committee.

SECTION 3 - President-Elect

- A. The President-Elect shall perform the duties of the President in his/her absence.
- B. The President-Elect may be assigned one or more special projects and is the Endowment Chair.

SECTION 4 - Secretary

The Secretary shall keep the minutes of the meetings of the Corporation, the Executive Committee and Board of Trustees, and perform all duties assigned to him/her by the President, Executive Committee or B.O.T.

SECTION 5 - Treasurer

- A. The Treasurer shall receive and be the custodian of the funds of the Corporation, and will chair the Finance Committee.
- B. He/She shall present to the Board of Trustees a proposed budget for the ensuing fiscal year and this budget in the final form shall be approved by the Board of Trustees prior to the beginning of the fiscal year. Any single expenditure item of more than \$5,000 should be pre-approved by the Board of Trustees.
- C. He/She shall make a complete financial report at the annual business meeting of the Corporation. The financial report should be audited by a C.P.A.
- D. Life membership dues will be placed in a separate income bearing account. Finance committee is authorized to spend up to 100% of the income for operating expenses.
- E. Endowment Fund: The Corporation will establish an Endowment Fund distinct from other finances. Endowment fund will be maintained by a 3rd party administrator. Fifteen percent of the gross revenues for Endowment fund-raising events will go toward administrative costs. Up to 4% of the market value of the Endowment fund, averaged over previous 3 years, may be distributed annually for Charity and operating expenses, while continuing the growth of the corpus. Fifty percent (2% of the market value) of the distribution of the funds will be used for charitable giving, including a \$1,000.00 medical student scholarship and fifty percent (2% of the market value) of the distribution may be used for operating expenses of the corporation. The scholarship selection will fall under the Awards & Recognition Committee
- F. Funds may be added to the Endowment Fund by donations or by fund-raising events. After paying for the expenses and contribution to the charitable cause (for which the fund-raising event was held), the moneys generated from the fund-raising activity will be added to the AIPNO Endowment Fund. All unidentifiable charitable contributions to the Corporation will be deposited in the Endowment Fund account.

Article 12 - MEETINGS

SECTION 1

There shall be at least one meeting of the entire membership each year at a place and date designated by the Executive Committee.

SECTION 2

The time and place of all meetings shall be decided by the Executive Committee. The notice of the time and place of all meetings, except those of the Executive Committee or Board of Trustees shall be mailed to all officers and members at least 45 days prior to such meetings. Special meetings may be called by the President, by majority of the Executive Committee or Board of Trustees, or by 10% or 25 members, whichever is the larger.

SECTION 3

The Executive Committee shall meet once a month or as needed to conduct its business.

SECTION 4

If a member of the Executive Committee fails to attend three consecutive meetings of the Executive Committee without a proper excuse, he/she may be dismissed from the Executive Committee by two-thirds of its members.

SECTION 5

The quorum for any meeting of the Executive Committee or Board of Trustees shall consist of a simple majority.

SECTION 6

Parliamentary Procedure - In the absence of any provision in the Code of the Corporation, Board of Trustees, Executive Committee, and all Committee Members shall be guided by the Parliamentary Rules as used and contained in the current edition of the Roberts "Rules of Order".

Article 13 - LIABILITY OF MEMBERS

No member of the Corporation 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.

Article 14 - AMENDMENTS

SECTION 1

This Code of Regulations, or any articles or sections or any part thereof may be amended, repealed or new Code adopted by the affirmative vote of two-thirds of those members entitled to vote at a meeting duly called and held for that purpose. The quorum for such a meeting shall be 20% or 40 members, whichever is the larger number of members entitled to vote.