

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

**Constitution of the JIPMER Alumni Association of
North America**

and

**By-Laws of the JIPMER Alumni Association of
North
America**

28 **Constitution of the JIPMER Alumni Association of North**
29 **America**

30
31 **PREAMBLE**

32
33 Whereas there exists a need for cohesive action on the part of past
34 students and faculty of Jawaharlal Institute of Postgraduate Medical
35 Education and Research (JIPMER), residing in North America, it is hereby
36 resolved that a non- profit organization be formed to maintain the identity of
37 the said group of people and to provide a forum for cultural, educational,
38 civic, charitable, and social interactions among its members and the alma
39 mater (i.e. JIPMER).
40

41 **Article I: Name**

42
43 The name of this organization shall be The JIPMER Alumni Association of
44 North America (JAANA), hereinafter referred to as the "Association".
45

46 **Article II: Organization**

47
48 **Section 1:**

49
50 The Association is organized exclusively for charitable and educational
51 purposes within the meaning of section 501 (c) (3) of the United States
52 Internal Revenue Code.
53

54 **Section 2:**

55
56 The Association shall have no capital stock and is not organized for profit.
57

58 **Section 3:**

59
60 The existence of the Association shall be perpetual.
61

62 **Article III: Objectives**

63
64 **The Objectives of the Association are:**

- 65
- 66 • To bring together the alumni of JIPMER living in North America under one
67 organization.
 - 68 • To promote fellowship among the Association members and to foster
69 friendship among the families of the members.
 - 70 • To provide an avenue for cultural activities conducted and sponsored by the
71 alumni.

- 72 • To conduct seminars and educational activities that will promote the
73 standard of medical practice by the alumni.
- 74 • To provide a means of communication with the JIPMER Alumni
75 Associations of other countries.
- 76 • To assist the alma mater in providing excellent educational facilities for the
77 students at JIPMER; to facilitate scientific exchange of medical knowledge
78 between the Association and the students and faculty at JIPMER; to
79 encourage new and ongoing research and educational activities by the
80 members and to share their expertise with their fellow members as well as
81 with JIPMER.
- 82 • To assist fellow members in their integration with American culture,
83 American medicine and to encourage interchange of medical, social,
84 cultural, and educational activities undertaken by various alumni
85 organizations at the regional, state, national and international level.
- 86 • To conduct and engage in any, and all lawful activities that may be
87 incidental or related to the foregoing.

88
89 Notwithstanding the foregoing:

90
91 The Association is organized and shall be operated exclusively for charitable,
92 educational, and cultural purposes and no part of the net earnings of the
93 Association shall be used to the benefit of or be distributable to its members,
94 directors, officers, or other private persons, except that the Association shall be
95 authorized and empowered to pay reasonable compensation for services
96 rendered and to make payments and distributions in furtherance of the purpose
97 set forth above.

98
99 The Association shall not carry on any activities not permitted to be carried on
100 by (i) an organization exempt from Federal Income Taxes under section 501 (c)
101 (3) of the United States Internal Revenue Code or the corresponding provision
102 of any future United States Internal Revenue Law or (ii) by an organization,
103 contributions to which are deductible under section (170) (c) (2) of the United
104 States Internal Revenue Code or the corresponding provision of any future
105 United States Internal Revenue Law.

106
107 Upon the dissolution of the Association, the Board of Directors shall, after
108 paying or making provisions for the payment of all the liabilities of the
109 Association, dispose of all the assets of the Association exclusively for the
110 purposes of the Association, in such a manner, or to such organizations,
111 organized exclusively for charitable, cultural, educational or civic purposes as
112 shall at that time qualify as an exempt organization or organizations under
113 section 501 (c) (3) or the United States Internal Revenue Code or the
114 corresponding provision of any future United States Law, as the Board of
115 Directors shall determine. Any such assets not disposed of, shall be disposed
116 of by the court of appropriate jurisdiction of the county in which the principal
117 office of the Association is then located, exclusively for such purposes or to

118 such organization or organizations as said court shall determine to be
119 organized and operated exclusively for such purposes.

120
121 **Article IV: Structure**

122
123 **Section 1:**

124
125 The affairs of the Association shall be managed by a Board of Directors,
126 (herein after referred to as the Board) as set forth in by the By-Laws.

127
128 **Article V: Powers**

129
130 **Section 1:**

131
132 Except as otherwise specifically provided in this Constitution and By-Laws,
133 the Association may exercise all powers and authority now or hereafter
134 conferred upon non-profit organizations under the Laws of the United States
135 of America.

136
137 **Section 2:**

138
139 The Association shall indemnify its officers and directors as set forth in the
140 By-Laws.

141
142 **Article VI: Membership**

143
144 **Section 1:**

145
146 The Association shall have two classes of membership: Active and
147 Associate. The requirements for and conditions of membership shall be as
148 set forth in ARTICLE I of the By-Laws.

149
150 **Section 2:**

151
152 Only Active and Associate members shall have the right to vote and to hold
153 elective office.

154
155 **Section 3**

156 Members shall not be liable for any liabilities of the Association, to any
157 extent whatsoever.

158
159 **Article VII: Quorum and Voting**

160
161 **Section 1:**

162
163 A quorum for any meeting shall consist of more than one third of the
164 members eligible to vote registered at such meetings. Except as otherwise

165 provided by law or in the By-Laws, the act of the majority of the members
166 voting at such a meeting at which a quorum is present, shall be the act of
167 the members.

168
169 **Section 2:**

170
171 A quorum for any meeting of the Board shall consist of majority (more than
172 50%) of its members. Except as otherwise provided by law or in the By-
173 Laws, the act of a majority of the members of the Board present at a
174 meeting at which quorum is present, shall be the act of the Board.

175
176 **Section 3:**

177
178 A majority of the members of any committee appointed by the Board shall
179 constitute a quorum for any meeting of that committee. Except as otherwise
180 provided by law or in the By-Laws, the act of a majority of the committee
181 members present at a meeting at which a quorum is present, shall be the
182 act of that committee.

183
184 **Article VIII: Amendments**

185
186 The Constitution and By-Laws may be amended at any Biennial Meeting of
187 the members as set forth in the By-Laws (Article X).

188
189 **Article IX: Language**

190
191 The official language of the Association shall be English. All the
192 proceedings and records shall be in English
193

194
195
196
197
198
199
200
201
202
203
204
205
206
207
208
209
210
211
212
213
214
215
216
217
218
219
220
221
222
223
224
225
226
227
228
229
230
231
232
233
234
235
236
237
238
239
240
241

By-Laws of the JIPMER Alumni Association of North America

Article I: Membership

There shall be two (2) classes of membership; Active and Associate both classes having the right to vote and to hold elective office.

Section 1: Active Membership

Open to any alumnus of JIPMER, who has been a student, faculty, or a resident-trainee in any of the medical disciplines and who resides in North America.

Section 2: Associate Membership

Limited to the alumni of JIPMER as described in Section 1 above who are in approved training programs in North America. At the completion of the training-status, shall become active member by submitting appropriate application and dues.

Section 3: Dues and Assessments

The initial membership fees and annual dues shall be determined by the Board and may vary with the class of the membership.

The annual dues shall include the right to receive the official publications of the Association. Special assessment may be levied by the Board to meet the financial needs of the Association.

Delinquency shall be deemed to have occurred if the annual dues have not been paid by the time of the Biennial Meeting. A member, whose dues are delinquent, shall not receive the Association's publications; shall not be entitled to vote or hold elective office or be appointed to any position

Section 4: Membership Application

Application for membership shall be made in writing on a form provided by the Association and forwarded to the Treasurer with the appropriate dues.

Section 5: Membership Revocation

Membership can be revoked if an alumnus violates the articles of the Constitution and By- Laws of the Association, or for any unethical conduct unbecoming of a member, or for flagrant violation and disregard for the objectives and purposes of the Association. The revocation shall become

242 effective after approval by two-thirds (2/3) vote of the General Body at the
243 Annual Meeting of the members at which a quorum is present.

244
245 **Article II: Board of Directors**

246
247 **Section 1: Composition**

248
249 The Board of Directors (here in after called the Board) of the Association
250 shall consist of the President, Secretary, Treasurer and two (2) members-
251 at-large.

252
253 **Section 2: Meetings**

254
255 The Board shall meet at least once a year.

256
257 **Section 3: Duties and Powers**

258
259 The affairs of the Association shall be managed by the Board. Its specific
260 duties and powers include, but are not limited to the following:

- 261
- 262 • To approve all the arrangements for the meetings of the members
263 (General Body Meetings). To determine the time and place of such
264 meetings and authorize the Secretary and the Program and
265 Education Committee to make suitable arrangements for the physical
266 facilities and any other civic, educational, cultural, or social functions
267 deemed desirable by the Board.
 - 268
 - 269 • To control the publication(s) sponsored by the Association. To
270 delegate to the Secretary the right to accept or reject any material
271 which may be submitted for publication or communication.
 - 272
 - 273 • To invite a non-member to attend the sessions of any meeting of the
274 members and to participate in the discussions.
 - 275
 - 276 • To conduct the business affairs of the Association and in particular,
277 to authorize expenditure of the Association's funds. The making of
278 grants and contributions and otherwise rendering financial assistance
279 for the purposes expressed in the charter of the Association shall be
280 within the exclusive power of the Board. In furtherance of the
281 Association's purposes, the Board shall have power to make grants
282 to any organization organized and operated exclusively for
283 charitable, scientific, or educational purposes within the meaning of
284 section 501 (c) (3) of United States Internal Revenue Code. The
285 Board shall review all requests for funds from other organizations,
286 shall require that such requests specify the use to which the funds
287 will be put. And if the Board approves the request, shall authorize

288 payment of such funds to the approved grantee. The Board shall
289 require the grantees to furnish a periodic accounting to show that the
290 funds were expended for approved purposes. The Board may in its
291 absolute discretion, refuse to make any grants or contributions or
292 otherwise render financial assistance to or for any, or all the
293 purposes for which funds were requested. Furthermore, the Board
294 shall be responsible for the records of the Association kept by the
295 Secretary and the Treasurer and shall see that such records are
296 open to the membership on request.

- 297
- 298 • To appoint ad-hoc committees with a sunset provision to assist the
299 Board to carry out its mandate and to act on their recommendations
300 and report these actions to the membership when appropriate.
- 301
- 302 • To set and adjust membership fees, dues and assessments.
- 303
- 304 • To report to the membership at the Biennial General Body Meeting or
305 by correspondence on the state of the Association. The report will be
306 made by the President.
- 307

308 Any additional powers and actions of the Board shall be contingent on the
309 approval of the General Body by a majority vote of the members present at
310 a meeting at which a quorum is present.

311

312 **Section 4: Compensation**

313

314 The members of the Board shall serve without compensation. The
315 expenses of the offices of the Secretary and Treasurer incurred in the
316 pursuance of their duties shall be reimbursed from the funds of the
317 Association. The President, acting for the Board, may authorize the
318 Treasurer, at the request of the chairperson of any of the Committees to
319 reimburse the committee expenses incurred in carrying out the business of
320 the Association.

321

322 **Article III: OFFICERS**

323

324 **Section 1: Positions**

- 325 The officers of the Association shall be:
- 326 • The President
 - 327 • The Secretary
 - 328 • The Treasurer
 - 329 • Directors (2)

330

331 **Section 2: President**

332

333 The President shall be the chief executive officer of the Association and
334 shall perform all duties customarily associated with the office of the
335 President; shall preside at all the meetings of the members and the Board
336 (composed of all officers listed in ARTICLE III, Section 1 of these By-Laws),
337 and shall be responsible for the appointment of the chairperson and
338 members of all ad-hoc committees, subject to approval of the Board.

339
340 **Section 3: Secretary**

341
342 The Secretary may act or sign for the Association in all matters except
343 those specifically assigned to another officer or member of the Board, shall
344 be responsible for the minutes of the meetings of the members and the
345 Board.; shall maintain a list of the entire members with their current
346 address, telephone number and other pertinent data; shall be the custodian
347 of all the records, papers and properties of the Association, and shall
348 surrender all the documents and properties of the Association to the elected
349 successor.

350
351 **Section 4: Treasurer**

352
353 The Treasurer shall be responsible for the collection of all the funds due the
354 Association and for their safe keeping, shall pay all debts of the Association
355 from the funds; shall keep accurate accounts and shall submit a state at
356 each annual meeting of the members and give a report of the accounts of
357 the Association at the Biennial Meeting, and shall surrender all financial
358 records to the elected successor.

359
360 **Section 5: Directors (2)**

361
362 The two Directors will be part of the Board and they shall take part in its
363 deliberations.

364
365
366 **Article IV: NOMINATIONS AND ELECTIONS**

367
368 **Section 1: Nominations**

369
370 Nominations to the Board, duly seconded, may be made in writing to the
371 Secretary ahead of the Biennial General Body meeting of all the members
372 of the Association. Nominations from the floor of the Biennial Meeting shall
373 also be permitted.

374
375 **Section 2: Elections**

376
377 Elections of officers to the Board from duly nominated candidates will take
378 place at the Biennial General Body Meeting. Election Ballots shall be
379 distributed to the Active and Associate Members. The ballots shall be

380 returned to the Secretary and after counting, the President shall declare the
381 election results at the same meeting.

382
383 **Section 3: Installation**

384
385 The officers of the Board shall take office at the conclusion of the Biennial
386 General Body Meeting at which they are elected.

387
388 **Article V: TENURE, SUCCESSION, AND VACANCIES**

389
390 **Section 1: Tenure**

391
392 A term of office is defined as two years. All members of the Board, except
393 the Treasurer, shall not hold office for more than 2 terms (4 years) The
394 Treasurer shall have indefinite terms of office in order to maintain stability of
395 banking and financial transactions.

396
397 **Section 2: Vacancies**

398
399 Officers: If, for any reason, any of the office(s) should become vacant, the
400 President and/or the Secretary shall call an extra ordinary meeting of the
401 Board, which shall have the power to recruit a candidate from the
402 membership and appoint her/him as an interim officer to fill the vacancy for
403 the remainder of the term.

404
405 **Section 3: Recall**

406
407 If any of the elected officers misuse their office or are guilty of misconduct
408 or violate the objectives and the Constitution and By-Laws for personal gain
409 or misappropriate the funds of the Association, or fall foul of the law
410 resulting in civil or criminal offence and conviction, they shall forfeit their
411 seat immediately. The Board is authorized to remove such a person from
412 any responsible position in the Association by a simple majority vote of the
413 Board. Any such action shall be reported to the membership in a timely
414 fashion by correspondence, and shall have it confirmed by the affirmative
415 vote of at least three fourths (3/4) of the Active and Associate members
416 casting their votes

417
418 **Article VI: INDEMNIFICATION**

419
420 The Association shall indemnify any and all members of the Board or
421 officers or any person who has served or shall serve at the Association's
422 request or by its election as an officer, against expenses actually and
423 necessarily incurred by them in connection with their duties and functions of
424 the Association. This shall not apply if there is willful misconduct or
425 misappropriation of the Association's funds or resources.

426

427
428
429
430
431
432
433
434
435
436
437
438
439
440
441
442
443
444
445
446
447
448
449
450
451
452
453
454
455
456
457
458
459
460
461
462
463
464
465
466
467
468
469
470
471
472
473

Article VII: MEETINGS

Section 1: Meetings

A meeting of the membership (General Body Meeting) shall be held every 2 years at a time and place to be determined by the Board.

Section 2: Special Meetings

At any time, at the discretion of the Board, special meeting(s) of the membership may be called.

Section 3: Notification

A written notice, stating the place, date and time of the meeting and the agenda shall be mailed to the membership at least thirty (30) days prior to the Biennial or Special Meetings.

Public notification of, and invitation of non-membership, shall be made by the Program Committee, under the directions of the Board.

Section 4: Quorum and Voting

Quorum: As provided in the Constitution, more than one-third of the members eligible to vote registered at such meetings shall constitute a quorum.

Voting: Eligibility of voting shall be determined by the Secretary on the first day of the Annual Meeting, as set forth in Article I of these By-Laws.

Issues brought before the membership meetings, which require a vote, shall be decided by a majority of those members present who are eligible to vote, except Amendments to the Constitution and By-Laws which shall require the affirmative vote of at least four-fifths (4/5) of the members present who are eligible to vote, provided a quorum is present as specified in Article VII, Section (4)(A) of these By-Laws.

Election of Officers shall be set forth in Article IV, Section (2) of these By-Laws.

Section 5: Business Meeting and Agenda

The Parliamentary Rules governed by the Revised Robert's Rules of Order shall govern this Association in all cases in which they are applicable except where they are inconsistent with the Constitution and By-Laws of this Association or applicable law.

474 Agenda: The Board shall determine the agenda for the Biennial General
475 Body Meeting and any special meeting.

476
477 Any member who wishes to bring new business matters before the
478 membership shall submit this item to the Secretary at least ten (10) days
479 prior to the membership meeting for the Board's determination whether to
480 include it in the agenda.

481
482 Any item may be placed on the agenda for discussion from the floor by the
483 affirmative vote of at least a majority of the members present who are
484 eligible to vote.

485
486 The cultural, civic, and educational programs for any Biennial Meeting shall
487 be arranged by the Ad-hoc Program and Education Committee appointed
488 by the President and /or the Board specifically for that meeting.

489
490 **Section 6: Standing Rules**

491
492 Resolutions of a standing nature which are binding upon the Association
493 until they are rescinded or modified may be adopted. They may be
494 proposed and adopted without prior notification. They shall not conflict with
495 the provisions of the Constitution and By-Laws.

496
497 **Article VIII: FISCAL YEAR**

498
499 The fiscal year for the Association shall commence on the first day of
500 January of each year and end on the last day of December of that same
501 year.

502
503 **Article IX: AMENDMENTS**

504
505 The Constitution and By-Laws may be amended at any Biennial Meeting of
506 the members in accordance with the following procedure. An amendment
507 may be proposed by any member (eligible to vote) or any standing or ad-
508 hoc committee by submitting such proposal in writing, to the Board, not less
509 than ninety (90) days before the Biennial Meeting. The Board or an ad-hoc
510 committee appointed by it shall review the proposed amendment and make
511 recommendations and comments thereon. The amendments and the
512 recommendations and comments of the Board or the ad-hoc committee
513 shall be sent to all the members by correspondence at least 30 days before
514 the Biennial Meeting. The proposed amendments shall be privileged items
515 on the agenda of the General Body Meeting. Adoption of any amendment
516 shall require the affirmative vote of at least four-fifths (4/5) of the members
517 eligible to vote and present at said meeting at which a quorum is present.
518