

Proposed amendments to the AKUAANA Constitution and Bylaws

As approved by the:

- Constitution and Bylaws Committee on May 14th, 2015
- Executive Council AKUAANA on May 23rd, 2015

The changes proposed in the document below are shown as underlined and italicized, according to the following color code:

Red: modification/deletion

Green: addition

AGA KHAN UNIVERSITY ALUMNI ASSOCIATION OF NORTH AMERICA CONSTITUTION AND BYLAWS

**Approved at the
AKUAANA General Body Meeting**

on August 15, 2014

Article I: Preamble and Name

We, the alumni of Aga Khan University (AKU), out of our need to establish a platform to promote and facilitate healthcare, educational, social, and philanthropic missions of our community, and to nurture enduring ties with our alma mater, hereby form the Aga Khan University Alumni Association of North America (hereafter referred to as AKUAANA).

Article II: Objectives

AKUAANA shall:

- a. promote the interests and welfare of AKU alumni and AKUAANA members
- b. maintain a liaison between its members and AKU, and contribute to the growth of the University by organizing the resources of its alumni
- c. serve as a platform for resource and program development for like-minded organizations/programs focused on the development of civil society in Pakistan and North America, such as the Association of Physicians of Pakistani Descent of North America (APDNA) and the Aga Khan University Alumni Association in Pakistan
- d. be responsible for developing and maintaining communication with AKU alumni through its website, electronic communication, regular mail, social media and other social outlets

Article III: Membership

- a. Alumni will be defined as physician graduates of AKU Medical College (AKUMC) or graduates of AKUMC programs of at least one-year duration, leading to a certificate, diploma or degree.
- b. Alumni can apply for either Active Membership or Associate Membership, and will agree to comply with all provisions of the Constitution and Bylaws of AKUAANA.
- c. To be eligible for initial **Active Membership**, the alumnus must:
 - i. hold an unrevoked physician license in North America *and/or*
 - ii. be board-certified / board-eligible by one of the American Board of Medical Specialties and living in North America *and/or*
 - iii. be working in academics, medical research, or management in a field of health care in North America *and*
 - iv. pay the prescribed Annual Member dues (Trainee or Attending dues) or be a Lifetime Member

- d. Students and AKUMC alumni who are not eligible for Active Membership may be granted **Associate Membership** at reduced rates, but will be ineligible to vote or hold office in AKUAANA.
- e. Active Membership shall expire / be considered terminated due to any of the following reasons:
 - i. non-payment of annual dues, unless the alumnus is a Lifetime Member
 - ii. withdrawal, in writing, of membership by member
 - iii. revocation of the member's degree/diploma/certificate by the University
 - iv. withdrawal or revocation of the member's professional license by a regulatory body
 - v. conviction of the member of a felony crime / indictable offense in any jurisdiction
- f. Only Active Members shall have the right to vote and be eligible for office.
- g. Lifetime Members will maintain Active Membership even upon retirement from active professional service.
- h. The dues of AKUAANA membership will be determined and reviewed periodically by the Executive Council. Dues will be managed according to the following guidelines:
 - i. The Council will have the authority to institute a variable and tiered dues structure for its various members.
 - ii. Any change in dues structure and amount must be valid for a minimum of two years before it can be altered again.
 - iii. Annual dues will be valid for a period of one year from the date payment was received by AKUAANA.
 - iv. The option of paying lifetime dues will be available to all eligible alumni. Funds generated from Lifetime Dues collected after the ratification of this document, will not be part of the operating budget, and will be maintained in a separate account, to be invested at the discretion of the Executive Council. Any loss in value of this fund by greater than 20% must be reported to the Board of Trustees (~~deleted: Active Membership~~) within 90 days.
 - v. AKUAANA will make all reasonable efforts to ensure secure, efficient and straightforward processing of dues. Any complaint(s) regarding payment or processing of dues must be resolved within 60 days of the query.
 - vi. AKUAANA may confer **Honorary Membership** on persons who have demonstrated special service or made contribution(s) to the mission of AKUAANA. Recipients of an honorary degree from the University shall also be eligible for Honorary Membership. Honorary members may be nominated by any member of the Executive Council and shall be ratified by a simple majority of the Executive Council, and subsequently approved by the next Annual AKUAANA General Body Meeting by a simple majority. Honorary members shall not have the right to vote or hold office.

Article IV: Governance and Structure

a. The association will be incorporated.

b. General Body

- i. It shall consist of only Active Members of AKUAANA, as described herein.
- ii. It will delegate authority, by either election or nomination, to various components as outlined herein.

c. Executive Council

- i. It shall be the executive and policy making body of AKUAANA and will consist of elected officers only. If there is only one nominee for a position, then the officer will be elected by default.
- ii. All Executive Council members must be Active Annual members or Lifetime members of AKUAANA for at least six months and be actively residing in North America for the duration of the office.
- iii. It shall create and authorize standing committees and ad hoc committees, as and when needed.
- iv. It shall determine annual membership dues for all categories of membership (Article III).
- v. The Executive Council shall comprise of the following four elected officers:
 - President
 - Immediate Past-President, until the President-Elect is elected at which point he/she would replace the Past-President
 - Secretary
 - Treasurer
- vi. All officers will have two-year terms. The President may hold a maximum of two non-consecutive terms in that office. The two-year Executive Council term will begin January 1st and terminate December 31st of the following year.
- vii. The Executive Council can take decisions within its purview by simple majority. In the event of a tie, the President's vote will carry the decision.
- viii. The Executive Council may allow the formation of local chapters or component societies based on petition by such alumni based on geographical or academic affiliation.

d. Responsibilities of elected officers

- i. The President
 - is the presiding officer of AKUAANA
 - collaborates with the leadership and registrar's office at Aga Khan University
 - is an active member of APPNA and represents AKUAANA on the APPNA Executive Council

- ensures that AKUAANA is functioning within the confines of the constitution and bylaws
 - ensures that the Association moves steadily towards the objectives laid out in the AKUAANA constitution, and towards any new endeavors identified by the General Body / Executive Council
 - determines and implements the specifics of the Annual AKUAANA Meeting, in consultation with other officers
 - ensures that the Executive Council functions as a cohesive unit
 - oversees the functioning of standing and ad-hoc committees
 - will author official Executive Council reports/publications with the assistance of the Secretary
 - will be substituted by the President-Elect in his/her absence; in the absence of both, the Secretary will act as the presiding officer
 - will assign a local alumnus in good standing to represent AKUAANA in regards to its obligations of being a component society of other civil organizations such as APPNA or the AKU Alumni Association, and will direct said alumnus on any voting issue(s) that may occur
 - will be responsible for soliciting nominations for elected and non-elected officers for AKUAANA
- ii. The Immediate Past-President / President Elect
- The Immediate Past-President, later replaced by the President-Elect, will serve on the Executive Council under the leadership of the President until the end of his/her term.
- iii. The Secretary
- maintains all AKUAANA administrative and membership records
 - arranges all AKUAANA meetings, records and circulates meeting minutes
 - maintains a record of minutes/reports from standing and ad-hoc committees
 - ensures conduct of the meetings according to AKUAANA bylaws
 - maintains membership database and liaises with the AKU Alumni Association and registrar's office at AKU to ensure accuracy of the database
 - implements communication with alumni through email, website and social media
 - creates and maintains AKUAANA documentation as required
 - functions as point of contact for alumni wishing to contact AKUAANA
 - assists the President with logistics of the Annual AKUAANA Meeting, while liaising with the AKUAANA representative(s) on the APPNA host committee

- establishes and monitors timelines for tasks/projects undertaken by AKUAANA

iv. The Treasurer

- is responsible for all funds of the association including membership dues, donations, proceeds from sponsors, and all monies acquired to support alumni activities
- maintains and monitors bank accounts and transactions, including withdrawal or deposit of funds
- will be responsible for managing the monies collected in the lifetime dues fund with the approval of the Executive Council. The Executive Council may form a Financial Committee or/and an Asset Management Committee to be presided by the Treasurer to make recommendations for investment and management of these and other long-term assets. (Deleted: for investing monies collected for Lifetime Memberships, in consultation with other AKUAANA officers)
- will prepare and submit annual Federal and State taxes, as required by IRS regulations
- will prepare and submit an annual financial report to APPNA
- will prepare an annual financial report to be represented at the Annual AKUAANA General Body Meeting
- will liaise with the Secretary and Website Manager to ensure the efficient collection and acknowledgement of dues
- will liaise with the APPNA central office with regards to any financial issues that concern AKUAANA

e. Responsibilities of non-elected officers and committees

i. The Web Manager

- position will be a self-nominated position with a minimum duration of two years, and a mandatory six-month overlap between officers to allow a complete and smooth transition of the website management
- will be responsible for maintaining all facets of AKUAANA's web presence
- will be primarily responsible for the maintenance, update and security of the AKUAANA website
- will function in close concert with the Executive Council and will be required to attend meetings that are stipulated by the President
- will be responsible for the secure conduct of the online voting component for the Executive Council election

ii. The Class Representatives

- are self-nominated from amongst dues-paying members and serve for a term of two years, with the possibility of two consecutive terms

- liaise between the Executive Council and their class members, with the goal of improving connectivity between their class members and AKUAANA
 - assist the Secretary to maintain accurate alumni contact information
 - are primarily responsible for organizing events that are related to the recognition of the milestone years for their graduating class, with assistance from the Executive Council
- iii. Host Committees
- For all APPNA associated events, following the establishment of the APPNA Host Committee, all AKU alumni on said committee will constitute the AKUAANA Host Committee for that event.
 - In the event that there are no AKUAANA officers on the APPNA Host Committee, the President, in consultation with the Executive Council, will nominate a minimum of two local alumni to constitute said ad hoc committee.
 - The said committee will appoint one or more members for purposes of communication with the Executive Council and will participate in Executive Council meetings at the discretion of the President.
- iv. Standing / Ad hoc Committees
- These committees may be established as deemed appropriate by the Executive Council or by suggestion of the General Body. At the discretion of the Executive Council, these may include, but not be limited to:
 - Nominations and Elections Committee
 - Website, Publications, and Communications Committee
 - Alumni Tracking Committee
 - Constitution and Bylaws Committee
 - Finance Committee
 - Student / Junior Physician Mentoring Committee
 - Annual AKUAANA Meeting/Reunion Committee
 - Committee members may be self-nominated, nominated by the General Body, or appointed by the Executive Council, depending on the purpose of the committee and the discretion of the President. All committee members will be either Associate or Active Members.
 - The term for each standing committee will be two years. The new term will start January 1st and end December 31st of the following year.
 - Ad hoc committees will be established based on a particular objective and for an approximate duration, to be determined at the time of their initiation by committee members in consultation with the President.
 - All committees will maintain minutes of meetings to be submitted to the Secretary and reviewed by the Executive Council as deemed necessary.

- At the discretion of the President, representatives of committees may be asked to participate in Executive Council meetings.
- Standing committees will present annual reports at the Annual AKUAANA Meeting.
- Ad hoc committees will report to the Executive Council at the halfway point of their approximate duration, and at the conclusion of their term/objective. They may be asked to report at the Annual AKUAANA Meeting at the discretion of the President.
- The Executive Council will develop the terms of reference for all committees.

f. (Added) Vacancies

- i. Any office of the Association shall be declared vacant by the Executive Council when an officer resigns or leaves North America for a period longer than six (6) months without prearrangement with the Executive Council or becomes disabled to carry out duties of the office for reasons of health or otherwise.
- ii. Should the office of the President become vacant, the President-Elect shall succeed to the presidency for the unexpired term. Should the office of the President fall vacant in the absence of a President-Elect, the Board of Trustees will appoint an interim President until the next Annual AKUAANA General Body Meeting, by which time the new election should conclude. If an election is needed, the Nominations and Elections Committee will be chartered with the duties.
- iii. Should the office of the Secretary or the Treasurer become vacant, the Executive Council will have authority to replace the officer with any Active Annual Member or Lifetime Member of AKUAANA, as per eligibility criteria under Article IV Section c.

Article V: Elections

- a. Elections will be held every two years.
- b. The election process shall be supervised and conducted by the Nomination and Election Committee. Members of this committee shall not be contestants for election.
- c. The rules and conduct of the election shall be delineated by the Nominations and Elections Committee in consultation with the Executive Council. The contestants shall agree to abide by these rules in writing prior to their nomination being accepted. The schedule for the election process shall be made available to the General Body four months prior to the Annual AKUAANA Meeting.
- d. Nominees must be AKUAANA active Annual Members or Lifetime Members for a minimum of six months prior to the election.

- e. Nominations will be sought for a minimum of thirty days prior to the initiation of online voting. The Nominations and Elections Committee must make all reasonable efforts to communicate with all Active Members while seeking nominations.
- f. Online voting will begin thirty days prior and discontinued forty-eight hours prior to the Annual AKUAANA Meeting.
- g. Only Active Members will be eligible to vote. Associate and Honorary Members are not eligible for nomination or voting.
- h. Election will be conducted through secure electronic methods and by secret ballot.
- i. The completion of the election and announcement of the new Executive Council will coincide with the Annual AKUAANA Meeting.
- j. In case of a tie, a run-off election will be conducted amongst candidates receiving equal votes. This election will be held following the Annual AKUAANA Meeting, utilizing online voting for a period of 15 days. Results of this election will be announced through email and the AKUAANA website.
- k. Depending on the timing of the Annual AKUAANA Meeting, there must be an overlap of four to six months between the Executive Council and Executive Council-elect, to ensure an effective transition of responsibilities. The President-Elect will replace the Immediate Past President as member of the Executive Council.

Article VI: Meetings

a. Executive Council

- i. The Executive Council will meet in person or via teleconference a minimum of four times a year.
- ii. In general, the President will call and preside over meetings. However, any elected officer will have the authority to call a meeting if they have concerns related to his/her sphere of responsibility.
- iii. All meetings will have minutes recorded by the Secretary. In his/her absence, the remaining members will decide on the method to minute the meeting.
- iv. Non-elected officials and committee members may be invited to attend the meetings at the discretion of the President. They are unable to vote, but their opinion on a solicited issue will be recorded.
- v. If an Executive Council member is unable to attend the meeting, he/she will be required to communicate with the officer presiding over that meeting within a reasonable period of time, in order to receive information that may pertain to his/her function in AKUAANA.

b. General Body

- i. The Annual AKUAANA General Body Meeting will be conducted at the Annual AKUAANA Meeting, generally held in concert with the Annual APPNA convention.
- ii. The President will chair this meeting, and the Secretary will record. If the President is absent, then the Secretary, Treasurer, or Immediate Past President, in that order, will chair the meeting.
- iii. The presence of a minimum of twenty Active Members will constitute a quorum for the meeting. These numbers may be revised by the Active Membership at a General Body Meeting to reflect the changing alumni body.
- iv. Any issues that the Executive Council feels need to be discussed with the General Body will be presented and, if necessary, voted on.
- v. The General Body will have the opportunity to bring up issues that concern the membership, to be discussed, and if decided at the time, voted on.
- vi. Only Active Members may participate in any voting. However, non-members may participate in the discussion related to the issue.
- vii. The Executive Council or a majority of the Active Members of the Association may call additional meetings of the General Body. These meetings may be through electronic communication.
- viii. The Executive Council shall present an annual financial report to the membership.
- ix. All subcommittees will report on their activities over the previous year. Ad hoc committees will present their activities at the discretion of the President.

- x. All reports presented and minutes must be available on the website within two weeks of the meeting.
- xi. If at the time of the meeting, it is felt that there are insufficient Active Members to decide on a crucial issue, a subsequent online vote will be conducted.

Article VII: Operations

- a. The fiscal year of the Association shall extend from January 1st to December 31st of the same year.
- b. The Association will file taxes as per the regulations of the IRS and submit an annual report to the State of Incorporation and APPNA.
- c. The Association shall maintain at least one bank account that will be managed by the Treasurer. If the Treasurer is unable to conduct a transaction, the President is authorized to complete said transaction.
- d. Annual membership dues will constitute the operating budget. Lifetime Membership dues will be invested at the discretion of the Executive Council.
- e. Funding of any project of AKUAANA that requires utilizing greater than 50% of the operating budget, (Added) or five thousand US dollars, or greater than 10% of the invested funds, will require approval of the Board of Trustees (Deleted: General Body). This stipulation excludes advance payments required for annual meetings that can reasonably be expected to be recovered.
- f. AKUAANA may hire services of professional accountants / auditors / tax attorneys, as deemed necessary, to ensure proper maintenance of accounts and complicity with the law.
- g. All fund-raising undertaken will be done under the aegis of APPNA or the Aga Khan Foundation (AKF), depending on the objective of the funds. If and when AKUAANA obtains tax-exempt status, the process will change accordingly.
- h. In the event of a conflict between the bylaws of AKUAANA and APPNA, or the bylaws of AKUAANA and AKU Alumni Association, Karachi, the Executive Council will deliberate and decide on the course to be adopted. The Executive Council may choose to include the General Body in the debate. Leadership of both primary associations will be intimated of the conflict and the opinion solicited.

Article VIII: Amendments

- a. Amendments to the constitution and bylaws will require voting by a minimum of thirty percent of the Active Members. A two-third majority will be required to carry the

amendment. This may be achieved at the Annual AKUAANA Meeting or by electronic means of the communication.

- b. The Association may periodically repeal, add, or amend bylaws. Requests for amendments may come from the Executive Council or be requested by a minimum of twenty Active Members (Added) or can be initiated by a majority of the Constitution and Bylaws Committee itself.
- c. Any request for amendment must initially be directed to the Constitution and Bylaws Committee, which will provide its recommendations to the Executive Council.
- d. The Executive Council will review the recommendations and if they are found acceptable, will present them to (Added) the Board of Trustees for approval prior to voting by the General Body. This may be done at the Annual Meeting or through electronic means.
- e. A minimum of thirty days will be given to the General Body to review the proposed amendments prior to a vote.
- f. The entire process of amendment, from the time of the initial request to the vote, should not exceed twelve (Deleted: six) months.

(Added) Article IX: Board of Trustees

a. Composition

- i. The Board of Trustees (BOT) shall function as overseer and custodian of AKUAANA. It will be composed of five (5) members of the Association. All Trustees shall reside in North America during their term of office. No Trustee shall hold office in the Executive Council during his or her tenure. Any Trustee however may be involved in any committee and may chair any special committees at the request of the Executive Council. The members of the BOT shall be elected and serve as specified below.

b. Qualifications and Terms for Trustee Membership

- i. Members must have been active members of AKUAANA for five (5) years.
- ii. Each member shall serve as Trustee for five (5) years.
- iii. Term of the Trustees shall be staggered so that one Trustee's term expires each year and is replaced annually at the AKUAANA General Body Meeting.
- iv. More than one Trustee may be replaced in a year if there is a vacancy because a Trustee resigns, or leaves North America for a period longer than six (6) months without prearrangement with the BOT, or becomes disabled to carry out duties of the office for reasons of health or otherwise.
- v. No Trustee shall be elected for more than two (2) consecutive terms. However, non-consecutive terms are allowed.

c. Elections

- i. At the initiation of these Bylaws, the first five (5) Trustees shall be elected by the Executive Council to serve staggered terms of 1 through 5 years. After the first year, all subsequent Trustees will be elected as outlined below.
 - ii. The Executive Council shall submit three (3) names to the BOT for consideration for election at least thirty (30) days prior to the Annual AKUAANA General Body Meeting each year. The BOT shall elect from these three (3) members to fill any vacancies on the BOT that year. Should the BOT reject all three (3) names, then the Executive Council shall submit another three (3) names and repeat the process until the replacements are elected.
- d. Meetings
 - i. The BOT shall elect its own Chair and Secretary, from amongst the Trustees for a one (1) year term. These officers may be re-elected for as many terms as the BOT may desire.
 - ii. The Chair and, in his/her absence the Secretary, will preside over any meeting.
 - iii. The Secretary will be responsible for keeping the minutes of the meeting.
 - iv. All decisions by the BOT will require a simple majority to carry the vote. Email discussion and voting are acceptable. Any discussions that are not verbal, and therefore not recorded in the minutes, must be in a written mode that can be accessed later.
 - v. The BOT shall meet at least once a year at the Annual AKUAANA General Body Meeting. The BOT may hold any number of meetings at the call of the Chair or at the request of other Trustees. The BOT may be called into an emergency meeting when a petition is filed or appears to be filed for the dissolution of the Association. The BOT shall notify the Executive Council as soon as possible for appropriate action to be taken including a call for an emergency session of the Association.
- e. Functions and Authority
 - i. Ethics and Grievance Committee
 - The BOT will appoint, set the terms of reference and receive reports of a 3-member Ethics and Grievance (E&G) Committee on an ad hoc basis. Two members of the BOT can serve on the E&G Committee as long as no conflict of interest is identified and the majority of BOT approves the appointment. The E&G Committee will receive, review and forward their opinion to the BOT on all grievances brought forward by any member of AKUAANA, including any grievance against the Executive Council or its officers, and/or any election disputes, and/or any ethical misconduct that it is aware of.
 - The BOT will review the findings/report of the E&G Committee and make recommendations to the Executive Council for action. The decision of the BOT will be binding on the Executive Council.

- ii. Approval of fund utilization
 - Funding of any project of AKUAANA that requires utilizing greater than 50% of the operating budget, or five thousand US dollars, or greater than 10% of the invested funds, will require approval of the Board of Trustees.
- iii. Monitoring and overseeing of organization finances
 - The Executive Council shall submit an annual financial report to the BOT including a report of the long term investments and assets of AKUAANA. Any loss in value of the life time dues fund and assets by greater than 20% must be reported to the Board of Trustees within 90 days.
- iv. Dissolution
 - No proposal for dissolution of AKUAANA shall be considered unless recommended by the majority of the Trustees and unanimous vote of the Executive Council, and after 30 days' notice in writing has been given to each member in good standing. The Association shall not be dissolved if 10% or more of the members in good standing or majority of the Trustees dissent.
 - Upon dissolution of the Association, the BOT shall, after paying or making provision for payment of all of the liabilities of the Association, dispose of all assets of the Association as per the Internal Revenue code under which it is established.

The AKUAANA Constitution and Bylaws was approved at the Annual General Body Meeting on August 15, 2014. Amendments made to the document are proposed as above and all voting must be completed by the General Body Meeting on August 14, 2015.

Source Documents

- 1) *Aga Khan University Alumni Association Bylaws*
Approved at the General Body Meeting of the Aga Khan University Alumni Association, Stadium Road Campus, Karachi, Pakistan. December 15, 2011
- 2) *The AKU Alumni Association, North America: Constitution and Bylaws*
As received from APPNA in June 2010
- 3) Document: *The Aga Khan University Alumni Association of North America (AKUAANA): Structure, Roles and Responsibilities*
Date and author unknown
- 4) Document: *Role of the Aga Khan University Alumni Association (AKUAANA)*
Date and author unknown