

BY-LAWS
OF
ASSOCIATION OF CHINESE AMERICAN PHYSICIANS USA, Inc.
(ACAP)

As of April 18, 2024

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ARTICLE I – NAME

The name of the association shall be the Association of Chinese American Physicians USA, Inc. (ACAP). ACAP is incorporated in the State of New York under Section 402 of the Not-For-Profit Corporation Law as a non-profit professional organization of physicians in the United States.

ARTICLE II – PURPOSE AND POLICIES

Section 1. Purpose

The purposes of ACAP are as follows:

- a). To unite Chinese American physicians throughout the United States for the purpose of fostering improved medical treatment and care of Chinese Americans, and the advancement of medical care standards of the Chinese American community.
- b). To foster medical knowledge and information exchange between physicians of the Association and their colleagues from China, and other areas of the world.
- c). To organize, hold and conduct meetings, discussions, lectures, seminars, workshops, and forums on contemporary issues affecting the medical field, and to provide a forum for the exchange of information and ideas among Chinese American physicians.
- d). To promote research and professional education in all medical fields, and to assemble and disseminate educational and informational literature about health care to enhance the knowledge, experience and current learning and techniques of Chinese American physicians.
- e). To promote career developments of Chinese American physicians and advance the common interests and goals of Chinese American physicians.
- f). Nothing herein shall authorize the corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.
- g). Nothing herein shall authorize the corporation to provide professional training in the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.
- h). The corporation may do any other act or thing incidental to or connected with the foregoing purposes of in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, or any private person.

i). Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-For-Profit Corporation Law Section 404 (a) through (c) and (e) through (v).

j). In furtherance of its corporate powers, the corporation shall have all the general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes.

k). Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by General Business Law, Section 340, or any other antimonopoly statute of the State of New York

Section 2. Policies

All activities of the ACAP are non-sectarian and non-partisan in nature. The name of the ACAP or its officers in their official capacities will only be used in a manner consistent with this Constitution and By-Laws, and well as rules and decisions established by Executive Committee. Officers of the ACAP may not engage in activities which may jeopardize its non-profit tax status. The ACAP is qualified under Section 501(c)(3) of the Internal Revenue Code as a not-for-profit organization.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility

3.1.1 Physicians and Dentists licensed in any state of the United States are eligible to become a member of ACAP.

3.1.2 Podiatrist, Optometrist, Chiropractor, Residents, Fellows, Physician Assistants, and Nurse Practitioners licensed in any state of the U.S. and Physicians who are not licensed but are graduates of a medical school in the U.S. or Canada or international medical graduates certified by the Educational Commission for Foreign Medical Graduates (ECFMG), are eligible to become an associate member of ACAP. Professionals who practice in acupuncture, Chinese Medicine or alternative medicine are also eligible to become an associate member.

3.1.3 Medical students are eligible to become a student member of ACAP.

3.1.4 In special circumstances, nomination by two current members of ACAP along with identifying documentations may be required for the above categories of membership.

3.1.5 Non-physicians with substantial contributions to ACAP may be nominated by the Executive Committee as an Honorary Community Member of ACAP.

Section 2. Voting Privileges

3.2.1 Each full member has one vote. Members do not have to be present to vote. Voting by proxy is allowed. Signed proxy agreement form is required.

3.2.2 Associate members, student members, and honorary community members have no voting privileges.

Section 3. Payment of Annual Dues

3.3.1 The payment of annual dues is a prerequisite for membership in ACAP. Annual dues are a requirement for voting or running for elected positions.

3.3.2 For budgetary purposes the Executive Committee, subject to the approval of the General Membership may establish an annual dues amount. The annual dues for different membership categories from 2024 on will be as follow:

a) Members are \$200, associate members \$100, and student members \$50.

b) Annual dues are waived for honorary community members.

c) Members may elect to pay a lifetime dues of \$ 2000 in a lump sum, which will permanently waive their annual dues. Associate members may elect to pay a lifetime dues of \$1000 in a lump sum, which will permanently waive their annual dues.

d) If purchase lifetime membership within 3 years of annual membership, the amount that was previously paid will be deducted from the required lump sum payment.

3.3.3 Annual dues are payable on July 1 of every year, or on a date otherwise established by the Executive Committee.

ARTICLE IV – LEADERSHIP POSITION

Section 1. Officers

4.1.1 The Executive Committee positions of ACAP are President, Vice-President, CEO, Secretary, Treasurer, Public Relations Officer, and Chair of Advisory Board.

4.1.4 The Executive Committee directors are nominated by the Nominating Committee and confirmed at the General Board Meeting.

4.1.2 The positions appointed by the President of ACAP are Chair and Vice-Chair of Committees.

Section 2. Term of Officer

4.2.1 The term of an officer is for 2 years, coinciding bi-annually with the Annual Meetings of the ACAP.

4.2.2 All elected positions are for one term, except the Vice-President who is also President-Elect for the next term.

Section 3. Eligibility

4.3.1 Eligibility for elected and appointed positions is limited to members, as defined in Article III, Section 1.

4.3.2 Past officers may not run for the same position that he/she held in the past but may run for other elected positions. However, past Presidents may not run for either President or Vice-President positions again.

4.3.3 Past elected officers may serve as appointed officers.

Section 4. Duties of Officers

4.1 President

a). The President will have the general powers and duties of supervision and management, and authorizing expense within limits set by the Executive Committee. The President will have the authority to negotiate and execute agreements on behalf of ACAP, when so authorized by the Executive Committee.

b). The President will preside over all meetings of ACAP. The President is a member, ex-officio, of all committees, except the Nominating Committee.

c). The President will appoint all Committee Chairs after discussion with the Executive Committee.

- d). The President will be one of the two required signatories on checks.
- e). The President may ask any elected or appointed officer of the Executive Committee to attend meetings or function as his/her representative.

4.2 Vice-President

- a) The Vice-President will assist the President in conducting the business of ACAP.
- b) The Vice-President will assume the duties of the President in the temporary absence of the President.
- c). The Vice-President may be asked by the President to attend meetings to represent ACAP.

4.3 Chief Executive Officer

- a). The immediate past President assumes the role of Chief Executive Officer.
- b). The Chief Executive Officer assists the President in conducting the business of ACAP.
- c). The Chief Executive Officer may be asked by the President to attend meetings or to represent ACAP.

4.4 Secretary

- a). The secretary provides administrative support and acts as the key point of contact and ensures effective communication between the board and members. He/she may assist in planning and organizing the organization's events.
- b). The secretary will be chair of Bylaw Committee.

4.5 Treasurer

- a). The Treasurer is responsible for all financial affairs and funds of ACAP and will keep a full and accurate account of receipts and disbursement in books belonging to ACAP. The Treasurer will deposit all money and other valuables in the name and to the credit of ACAP in such depositories as may be designated by the Executive Committee.
- b). The Treasurer will adhere to and implement all financial procedures established by ACAP. The Treasurer will disburse the funds of ACAP as authorized by the Executive Committee, taking proper vouchers for such disbursements. All such disbursement,

whether made by check, draft, or other orders for the payment of money, will be signed by two signatories, one of which will be the Treasurer.

c). The Treasurer will provide an account of all transactions and of the financial condition of ACAP at the Executive Committee Meeting and at the Annual Meetings of ACAP, or upon request of the President or the Executive Committee.

d). The Treasurer will work with the accountant to prepare the annual Financial Report on the financial status of ACAP, including income, surplus, expenditures and any unpaid or outstanding financial obligations of ACAP. This annual Financial Report must be filed with the President and must also be disseminated to the following meeting of the Executive Committee. The audited Financial Report must be presented to the Annual Meetings of ACAP.

e). The Treasurer will also prepare a projected or estimated Annual Financial Accounting for the entire fiscal year (November 1st – October 31st) and present it in the same manner as the annual Financial Report at the Annual Meeting.

f). The Treasurer must present the Audited Financial Report to the President within one month of its completion, but no later than one week prior to the Annual Meeting. The Treasurer will serve as principal contact with the Outside Auditor and will be responsible for submitting all compliance reports to governmental entities.

4.6 Public Relations Officer (PRO)

a). The Public Relations Officer is the primary contact for all media inquiries and is responsible for building and maintaining relationships with media outlets. PRO develops and implements strategic communication plans to enhance ACAP's imaging, promote its goals, including social media such as WeChat, Facebook etc.

b). The Public Relations Officer is responsible for internal communication, ensuring that ACAP members are informed and engaged. This could involve producing newsletters, emails, and intranet updates.

c). Event planning such as press conferences and crisis management is also in charge of by the Public Relations Officer.

4.7 Chair of Advisory Board

The Chair of Advisory Board is the former ACAP President. He/she will provide valuable insight and advice to the organization's management based on his/her past experiences

as the President. They leverage their knowledge and understanding of the organization to guide its future direction.

4.8 Administrator

- a). The Administrator will keep an accurate and permanent record of all meetings of the ACAP General Membership and the Executive Committee. This will include the distribution of notices, agendas, sign-in sheets, and materials. In the absence of the Administrator, the President will appoint an Administrator pro-tem for that meeting.
- b.) The Administrator will prepare the minutes of each Executive Committee meeting and general board meeting in time for review and adoption at the following meeting. Adopted minutes will be maintained in the offices of ACAP or digit form and will be available upon request.
- c). The Administrator shall sign and incorporate all amendments into the Bylaws and ensure that a copy of each is on file. The Administrator will ensure that the current Bylaws and all amendments are available at the offices of ACAP.
- d). The Administrator shall perform any duties of an Executive Committee Director that are not otherwise assigned in these Bylaws.
- e). The Administrator is responsible for issuing all notices required by these Bylaws to the Membership, via the ACAP website, email, fax, or other means.

ARTICLE V – COMMITTEE

Section 1. Executive Committee

5.1.1 Purpose

The ACAP will have an Executive Committee whose duty is to plan and direct the work necessary to carry out the programs and policies adopted by the General Membership.

5.1.2 Powers

The Executive Committee governs itself and ACAP, consistent with these Bylaws, Government rules and guidelines and applicable law. The Executive Committee will have and may exercise only those additional powers and authority specifically conferred to it by the General Membership of ACAP. All decisions made at Executive Committee Meetings (except for routine administrative matters) are subject to ratification by the General Membership at the next Annual Meeting.

5.1.3. Membership

The eligibility to become a member of the Executive Committee is to serve at least 2 years on the General Board.

5.1.4. Voting

Each elected officer, including the President, shall have one vote. The Chairs and Vice-Chairs of Standing Committees may audit the meeting on Executive Committee issues, but are not voting members, of Executive Committee Meetings.

Section 2 General Board and Functional Committees

5.2. Standing Committee

- a). The President will appoint all Standing Committee Chairs and Vice-Chairs after discussion within the Executive Committee. Each Committee should present their committee goals and/or action items for each year.
- b). New General Board members will be selected on recommendation by two current board members and approved by the Executive Committee.
- c). Each Executive Committee member should join a standing or functional committee to help guide committee activity.

The seven Standing Committees are:

- Membership Committee - This committee is responsible for membership recruitment and service in ACAP. This includes processing and evaluation of membership applications, updating membership database, collection of annual dues, and the annual publication of ACAP Membership Directory in September-October.
- Outreach and Education Committee - The primary responsibility of this committee is to build, maintain and promote relationships with media outlets and promote community education, including in charge of Health Fair, CHEP etc. Working groups may be formed to perform these projects.
- Annual Conference/Party Committee - The primary responsibility of this committee is to plan and organize the Annual Convention/Gala of ACAP and the Holiday Party, this includes site selection, agenda, printing of meeting

related materials such as Annual Convention Journal, obtaining sponsorship etc.

- Resident/Observership Committee - The primary responsibility of this committee is to provide resident physicians or resident applicants opportunities for networking, career development guidance or observership rotations. This committee will oversee the Observership program, Career Development Conference, resident reunion, etc.
- CME Trip Committee - ACAP will organize two CME trips each year during the summer and winter, the primary responsibility of this committee is to decide the trip destination, compare prices from various travel agents to ensure the best value for our participants and organize education talks during the trips, etc.
- Pathology Committee - The primary responsibility of this committee is to organize the pathology section of ACAP Annual Scientific meeting, this includes meeting planning such as setting the agenda, deciding topics, and inviting speakers, etc.
- Science Committee - The primary responsibility of this committee is to organize the annual science fair, including screening and reviewing the applications abstracts, judging the presentation, providing feedback to participants, and announcing the winners of the event, etc.

5.3 Special Committee

The President may establish a Special Committee for the purpose of performing a given task not previously delegated to or within the powers of a Standing Committee. The Chairs of Special Committees will render reports when the Executive Committee or the General Membership requests. The term of existence of any Special Committee will cease when it has completed its function and submitted its final report to the General Membership. The final report should be submitted no later than sixty days following the completion of the work of the Special Committee.

Section 3. Advisory Committee

a). An advisory committee is established to advise the Executive Committee on strategic and operative issues of ACAP. While the opinions and/or decisions of the Advisory Committee are suggestive and advisory in nature and are acted upon at the discretion of the Executive Committee, they shall be treated with respect and careful consideration.

b). The members of the Advisory Committee consist of past Presidents.

c). The members of the Advisory Committee are routinely invited to the Executive Committee meetings but have no vote at the Executive Committee Meeting.

ARTICLE VI – NOMINATION PROCESS

Section 1. Nominating Committee

a). A Nominating Committee will be formed for the purpose of recommending one or more qualified persons to be ACAP Executive Committee members.

b). The Nominating Committee will consist of a minimum of five and a maximum of seven members. Four will be selected from the Executive Committee members or past Presidents and nominate by the Chair of Advisory Board who will serve as the Chair of Nominating Committee. An additional one to three members will be selected by the General Board Committee through nomination and approved by simple majority vote.

c). The Nominating Committee will carefully consider all possible candidates for the Executive Committee officer and make every effort to include all qualified candidates.

Section 2. Nomination Process

a). Each candidate for contested office will have a minimum of 2 minutes to speak on his or her own behalf prior to voting at the next General Board Meeting. The specific time allocated may be longer and will be determined by the Nominating Committee.

b). New Executive Committee members shall be nominated by the Nomination Committee and confirmed by the General Board meeting.

Section 3. Vacancies

a). In the event that the office of President becomes vacant, or the President is unable to perform his/her duties, the Vice-President will assume the responsibilities of President. At his or her option, the Vice-President may serve out the term as President or may request that the position of President be declared vacant, and a new President be nominated.

b). In the event that a vacancy is declared in any ACAP Executive Committee position, the Executive Committee will inform the Nominating Committee and initiate the nomination process.

Section 4. Disciplinary Action

- a). Executive Committee officials are expected to join at least one standing/functional committee and are expected to attend at least 75% of the Executive Committee Meetings each year. Any Executive Committee official who fails to attend three consecutives regularly scheduled Executive Committee Meetings without good cause may be removed from the office on the recommendation of the Executive Committee.
- b). General Board officials are expected to join at least one standing/functional committee and are expected to attend at least 50% of the General Board Meetings each year. Any General Board official who fails to attend three consecutives regularly scheduled General Board Meetings without good cause may be removed from office by recommendation of the Executive Committee.
- c). The President may remove a Committee Chair or Vice-Chair with the approval of the Executive Committee.
- d). Elected officers accused of misconduct or neglect of duty may be removed only after
- A full review by a Review Committee composed of 3-5 ACAP General Board members appointed by a 2/3 vote of the Executive Committee.
 - The Members of the Review Committee must be from the General Board but not from Executive Committee.
 - The Review Committee must conduct its review based on fairness and facts.
 - The Review Committee must investigate and report its findings to the Executive Committee within 30 days.
 - The Executive Committee will decide by a 2/3 vote whether to remove or absolve.
- e). The President may, if necessary, appoint another Member to fulfill the duties of the elected official during the period of the Review Committee process.

Section 5. Director Conflicts of Interests

Conflict: Procedure when conflict arises.

- (a) A contract or other transaction between a corporation and: (1) its director or a member of the family of its director; (2) a director of a related organization, or a member of the family of a director of a related organization, or (3) an organization in or of which the corporation's director, or a member of the family of its director, is a director, officer, or legal representative or has a material financial interest, is not void or voidable because the director or the other individual or organization are parties or because the director is present at the meeting of the members or the board or a committee at which the contract

or transaction is authorized, approved, or ratified, if a requirement of paragraph (b) is satisfied.

(b) A contract or transaction described in paragraph (a) is not void or voidable if:

(1) the contract or transaction was, and the person asserting the validity of the contract or transaction has the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation when it was authorized, approved, or ratified.

(2) the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the members and the contract or transaction is approved in good faith by two-thirds of the members entitled to vote, not counting any vote that the interested director might otherwise have, or the unanimous affirmative vote of all members, whether or not entitled to vote;

(3) the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the board or a committee, and the board or committee authorizes and approves, or ratifies the contract or transaction in good faith by a majority of the board or committee, not counting any vote that the interested director might otherwise have, and not counting the director in determining the presence of a quorum;

Material financial interest.

For purposes of this section:

(1) a director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation; and

(2) a director has a material financial interest in an organization in which the director, or a member of the family of the director, has a material financial interest.

Exception. The procedures described under subdivision 1, clauses (1) to (3), are not required if the contract or other transaction is between related organizations.

Member of the family. For purposes of this section, a member of the family of a director is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister.

ARTICLE VII – MEETING

Section 1. The Executive Committee Meeting

The Executive Committee must meet at least four times a year. These meetings can be regularly scheduled or special meetings. Those meetings may be conducted as in person or virtually.

Section 2. General Board Meeting

The General Board must meet at least four times a year. These meetings can be regularly scheduled or special meetings. Those meetings may be conducted as in person or virtually.

Section 3. General Membership Meeting

- a). ACAP General Membership Meeting will be held annually.
- b). Notice of the upcoming General Membership Meeting will be distributed to ACAP members via post mail or e-mail.
- c). Meetings are held at a location and date to be determined by the Executive Committee.
- d). Members of all categories (as defined in Article III, Sec. 1) may attend and participate at the General Membership Meetings, and may speak to agenda items, and participate subject to restrictions in these Bylaws.
- e). All other persons may attend as observers and may speak and otherwise participate at the discretion of the President.

Section 4. Special Membership Meetings

- a). The Executive Committee may call a Special Meeting of the General Membership when deemed necessary.
- b). A Special Meeting may also be called, with the submission of a petition to the Administrator. The petition must specify the agenda and be signed by at least twenty members.
- c). Notice of such Special Meeting must specify the agenda for the meeting and must be sent to the entire Membership of ACAP via post mail or e-mail. The meeting may take place no earlier than seven days after notice has been made to the Membership.

Section 5. Quorum

- a). General Membership Meetings: Twenty-five members present will constitute a quorum for a duly constituted meeting of ACAP.
- b). Executive Committee Meetings: A simple majority of the members of the Executive Committee will constitute a quorum for all Executive Committee Meetings.

c). General Board Meetings: A simple majority of the members of the General Board will constitute a quorum for all General Board Meetings.

Section 6. Records

a). Each Officer and Committee Chair will transfer all records and property of the ACAP to the incoming President at the end of their term to be placed on file in the ACAP office.

b). Financial records of ACAP will be retained for at least seven years and will be disposed of only with the approval of the Outside Auditor.

c). Adopted minutes of the ACAP Executive Committee, ACAP Directory, and all other announcement and notices published on the ACAP website will be maintained in the ACAP office or as digit form at a secure storage for a minimum of ten years.

ARTICLE VIII – FINANCIAL AFFAIRS

Section 1. Fiscal Year

The fiscal year of the ACAP will be from November 1st to October 31st.

Section 2. Signatories

All checks may be signed by the Treasurer or the President. For checks over \$10,000, both Treasurer and the President's signature are required.

ARTICLE IX – AMENDMENT

Section 1.

These Bylaws may be amended at the Annual Meeting of the ACAP by a two-thirds vote of the Members present and voting, providing the amendment has been presented in writing to the Membership prior to the Annual Meeting, and appears in the notice of the meeting at which it is to be amended.

Section 2.

Amendments are effective immediately unless otherwise stated in the amendment.

Section 3.

A thorough review of these Bylaws must be conducted every two years.