

BYLAWS
OF THE
Association of American Indian Physicians, Inc.

ARTICLE I CORPORATION DEFINED:

- 1.1 Name. The name of the not for profit corporation is Association of American Indian Physicians, Inc., (hereinafter referred to as "the Association").
- 1.2 Purpose. The purpose of the Association is to pursue excellence in Native American health care by promoting education in the medical disciplines, honoring traditional healing practices, and restoring the balance of mind, body, and spirit.
- 1.3 Tax Exempt Status. The Corporation is tax exempt under Section 501(c)(3) of the Internal Revenue Code as described in Sections 509(a)(1) and 170(b)(1)(A)(vi). The Corporation shall operate exclusively for charitable and educational purposes described under Section 501(c)(3) of the Internal Revenue Code, and may do all things and perform all acts permitted a not for profit corporation under the laws of Oklahoma.
- 1.4 Tax Year. The Association will utilize a Fiscal Year of July 1 to June 30.

ARTICLE II LOCATION:

- 2.1 Principal Office. The Association shall locate its Principal Office within Oklahoma County. The Association may change said Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change.
- 2.2 Registered Office. The registered office of the Association will be maintained in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.

ARTICLE III MEMBERS:

- 3.1 Voting Members. There shall be only one (1) class of Voting Members within the Association. Those individuals desiring to be a Voting Member shall complete the appropriate application process as set forth in Section 3.5. To be eligible as a Voting Member, an individual must meet one of the following criteria:
 1. Any individual who is an allopathic or osteopathic physician and who is able to provide acceptable verification or proof of American Indian/Alaska Native

heritage or ancestry is eligible to become a Voting Member.

2. Acceptable verification or proof as described in Section 3.1.1 may include but is not limited to: certificate degree of Indian blood, tribal enrollment card, or letter of descendency.
3. All current-voting Members of the Association shall be grandfathered into the Voting Membership category as set forth in this Section 3.1 following the adoption of these Bylaws.

Any reference to a Member or Members voting rights or quorum shall be a reference to the Voting Members as set forth in this Section 3.1.

3.2 Non-Voting Members. Any individual desiring to be a Non-Voting Member shall complete the appropriate application process as set forth in Section 3.5. Non-Voting Member Classes are as follows:

1. Associate Members. Any individual who is an allopathic or osteopathic physician who is unable to provide acceptable verification or proof of American Indian/Alaska Native heritage or ancestry or not of American Indian/Alaska Native heritage or ancestry is eligible to become an Associate Member.
2. Honorary Members. Any person who supports the mission of the Association who has distinguished himself or herself in an American Indian or Alaska Native health field or related health profession is eligible to be an Honorary Member.
3. Supporting Members. Any person or entity who supports the mission and purposes of the Association, and who provides significant financial support to the Association is eligible to be a Supporting Member.

The Board may add additional Non-Voting Member classes.

3.3 Dues. Membership dues for all classes of Memberships shall be established by the Board. The Membership may be provided a dues structure either electronically or in writing. A change in dues structure shall not become effective until after such change has been approved by the Board and after such approval has been posted for a minimum of sixty (60) days on the Association's website.

3.4 Membership Duties and Rights.

1. Members must maintain current dues and provide the Association with current contact information to be entitled to notice of meetings and membership benefits including voting rights;

2. Members must abide by the Bylaws, policies as established by the Board of Directors of the Association (hereinafter referred to as "the Board"), and any Federal and State laws affecting the Association; and
3. Members have the right to vote on the following:
 - a. Elect and/or remove the Directors and Officers of the Association.
 - b. Make amendment(s) to the Certificate of Incorporation.
 - c. Make amendment(s) to the Bylaws.
 - d. Effectuate a dissolution or merger.
 - e. Determine the sale of assets other than in the regular course of business as outlined in state statutes.

3.5 Membership Application Requirements. The following application requirements must be met for individuals to become Members of the Association.

1. An individual must file an Application for Membership online.
2. All Applications for Membership will be reviewed by the Membership Committee.
3. The Membership Committee will make recommendations to the Board to grant or reject any Membership Application within sixty (60) days of receipt.
4. Membership Applications will be provided to the Board for approval with a recommendation from the Membership Committee to grant or reject the Membership Application and the Board will make a final determination.
5. Any applicant which has been rejected by the Board has a right to appeal to the Board within sixty (60) days of a rejection notification. The decision of the Board will be final and no further adjudication process will take place.

3.6 Membership Term. The Membership Term shall be the same as the Calendar Year. Membership belongs to the individual and is not transferrable or assignable.

3.7 Removal. All Members are to maintain a level of professionalism conducive to the practice of medicine in all matters affecting the Membership. Any Member may be removed for failure to maintain such level of professionalism as set forth by the Association. In addition, any Member may be removed with or without cause by a two-thirds (2/3) majority vote of a quorum of Directors at any meeting of the Board.

Any member who has been removed by the Board may appeal such action within sixty (60) days after notice is given in writing by the Board. The Board shall designate a time and place for a hearing of the appeal and, after giving the appellant and representatives reasonable opportunity to be heard shall by a majority vote of a quorum either sustain or reverse such removal. The decision of the Board shall be final.

Any member who has been removed shall not be entitled to any of the rights or benefits of the Association or be permitted to take part in any of the meetings or activities until reinstated as a Member of the Association.

Any Member may voluntarily terminate his/her Membership in the Association at any time by submitting a written notice of withdrawal to the Secretary or President in the absence of the Secretary.

Any Member who is delinquent on dues shall be provided a written or electronic notification concerning such delinquency and such Member shall have sixty (60) days from the date of the notification notice to remedy the delinquency. Voting or other benefits shall not be available until the delinquent dues are paid.

- 3.8 Reinstatement of Membership. After termination by the Board, any Member may be reinstated by a majority vote of the Membership at any meeting of the Membership. The Membership's decision after review of the appeal shall be final with no further appeal process to the Board.
- 3.9 Membership List. No Member or individual, with the exception of the Board, shall use the Membership List of the Association without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to current dues paying Members entitled to voting rights; all prior members which have paid dues in the past but are not current; all organizations or individuals requesting to be placed on the Association's mailing list; and, all individuals wishing to receive information from the Association.

ARTICLE IV MEETINGS OF THE MEMBERSHIP:

- 4.1 Meetings. The Board shall designate the time and place of the Annual Meeting of the Association. At this meeting, reports on the affairs of the Association for the preceding year will be given by the Officers of the Association.

A special meeting may be called by the Board or by the written request of any twenty-five (25) Members. Such written requests must contain the type of business to be addressed in order for such business to be placed in the notice of the special meeting. Only business contained in the notice of a special meeting may be acted upon by the Membership.

The President of the Association shall preside over meetings of the Membership unless determined otherwise by a vote of the Membership.

- 4.2 Notice of Meetings. All notices shall be provided via written electronic transmission, including via the Association's website. Notice of the annual meeting shall be provided to the Members not less than sixty (60) days prior to the holding of the annual meeting. Notice of special meetings shall be provided to the Members not less than twenty-one (21) days prior to the holding of the special meeting. If a Member does not receive notice of a meeting, but attends

the meeting, he/she shall be deemed to have waived notice of the meeting. Notice of electronic ballot voting shall take place in accordance with Section 4.3.

- 4.3 Electronic Ballot Voting. In the case of an emergency or unusual circumstance, electronic ballot voting may take place. For electronic ballot voting to represent an action of the Membership, all of the following conditions must be met:
1. All Members must have access to a ballot;
 2. The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
 3. The votes cast will constitute a quorum;
 4. The ballot must be received within the voting period established on the ballot which shall not be less than three (3) days and not more than fourteen (14) days;
 5. A conference call will be scheduled to allow for discussion of each proposed action during the voting period;
 6. Receipt of a ballot shall be acknowledged by a Committee, Officer, or designee as determined by the Board;
 7. A ballot must be submitted *by* a Member;
 8. All ballot results shall be made public; and,
 9. All ballot results shall be maintained with the corporate records in the form of minutes for an electronic meeting.

The Association shall implement reasonable measures to verify that each ballot cast was from a Member.

- 4.4 Quorum. A quorum of the Membership at meetings of the Membership shall consist of the Voting Members present. If voting occurs by electronic ballot voting, quorum will be the number of ballots cast. All business brought before the Membership will be conducted by a quorum.
- 4.5 Procedures. Conflicts in procedures shall be resolved in accordance with the current edition of *Roberts Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.
- 4.6 Voting. A Voting Member must be current on dues to be entitled to voting rights. Each Voting Member will have one vote on Association matters. Proxies may not be used.

ARTICLE V BOARD OF DIRECTORS:

- 5.1 Directors. The Board will consist of not less than six (6) Directors and not more than fifteen (15) Directors. The total number of Directors will include the Officers

elected by the Membership and the Directors which do not hold an Office but are elected by the Membership which may also be known as the At-Large Directors. The Officers and the At-Large Directors shall collectively be known as the "Board" or as "Directors" and individually as a "Director."

5.2 Duties. The Board shall have all powers and authority which may be granted to a Board of Directors of a corporation under the laws of Oklahoma except for those reserved for the Members in Section 3.4. The duties of the Directors include the following:

1. Exercise a duty of obedience to the Association's central purpose in guiding all decisions;
2. Exercise due care and act in good faith in all dealings and interests with the Association;
3. Exercise a duty of loyalty to the Association by avoiding and/or managing conflicts of interest;
4. Develop, approve, periodically review and/or amend organizational policies which may include duties in addition to those designated in these Bylaws after a comment period of ten (10) business days by the Membership;
5. Maintain a Board Book containing the Bylaws, Certificate of Incorporation, approved policies and procedures and contemporaneous minutes from all meetings;
6. Submit an annual financial report to the Membership;
7. Approve the annual budget and oversee the financial administration of the Association;
- B. Review Form 990 and associated schedules prior to submission to the IRS or authorize the Finance Committee to perform such duty;
9. Review and approve all contractual agreements or authorize a Director(s) or Executive Director to execute such agreements in accordance with the financial policies and conflict of interest policy;
10. Sit on a minimum of one committee unless excused from such duty by a vote of the Board; and,
11. Perform such other duties as prescribed by the Board.

5.3 Composition. Only one member of any one family related by blood or marriage or only one member residing within a household may be a Director at any given point in time. An employee of the Corporation may not serve as a voting or non-voting Director. The Governance Committee will seek equal representation from across the United States to fill At-Large Director positions.

- 5.4 Nominations. The Governance Committee shall prepare a slate of potential candidates for Directors in accordance with Sections 5.1, 5.3, and 7.3. The slate shall be provided to the Members at least thirty (30) days but not more than sixty (60) days prior to the election.
- 5.5 Elections. Directors and Officers shall be elected by the Membership either at the Annual Meeting or by Electronic Ballot Voting as set forth in Section 4.3 if so determined by the Board. Elections shall be determined by a majority of the votes cast by the Members present if at the Annual meeting or by the votes cast by the Members if by Electronic Ballot Voting. Additional procedures for elections shall be determined by the Board.

In the event of a tie, a second election will take place between the top two candidates. Should only two candidates exist, the tie shall be broken by a vote of the Board with the candidate receiving the majority of votes by the Directors being elected.

- 5.6 Term of Office and Term Limits. A Director shall serve for a term of two (2) years. Any Director may serve four (4) consecutive terms but shall be subject to election after each term. Any individual, who has served four (4) consecutive terms, may be eligible for re-election as a Director after a period of two (2) years. A term may be extended for one (1) year to allow an elected Officer to complete the term of office as provided for in Section 8.2. Should a waiver of term limits occur to allow for an Officer to complete a term of office, the extension must be approved by the Membership.

Upon resignation, removal or vacancy of a Director, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits. Service of an individual prior to the adoption of these Bylaws shall not count toward term limits.

- 5.7 Removal or Resignation. Any Director who misses three (3) consecutive Board meetings will be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. At a meeting following the resignation, the Director may be reinstated by a majority vote of a quorum of the Board at the Director's request. A two-thirds (2/3) majority vote of a quorum of the Directors or a majority of the votes cast by the Membership may remove any Director, with or without cause, at any time. Directors who have resigned or have been removed may not be eligible for re-election for a period of two (2) years.

Any Director may resign at any time by giving verbal, written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes. No Director may resign if the Association would

then be left without a Director(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

- 5.8 Vacancies or Newly Created Directorships. The Governance Committee shall present to the Members candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. A majority of the votes cast by the Members may elect Directors for such vacancies or newly created directorships at any time.

If, due to such vacancies, the number of Directors is less than six (6) as stated in Section 5.1, a majority vote of the total number of Directors may elect Directors to fill such vacancies at any meeting of the Board until a vote of the Membership is completed. Those elected by the Board shall assume their positions for the duration of the unexpired term.

- 5.9 Compensation. Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board. Reimbursement of travel expenses shall be reported to the Membership. Payments for services rendered are subject to Article XI which addresses Conflicts of Interest.

ARTICLE VI MEETINGS OF THE BOARD:

- 6.1 Meetings. There shall be a minimum of four (4) meetings of the Board per year. Meetings of the Board may be held at such times as shall be determined by the President. Meetings of the Board may be held at any location or held electronically as designated by a majority vote of a quorum of the Board.

Special meetings of the Board for any purpose(s) may be called at any time by the President or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held at any location or held electronically as designated by a majority vote of a quorum of the Board.

- 6.2 Notice. Any regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any regular meeting where the date, time and location was not previously determined, notice shall be sent to the Directors as least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not less than twenty-four (24) hours but not more than thirty (30) days, prior to the holding of the meeting.

Directors shall provide an electronic address if they wish to receive notice via electronic transmission and any notice of meetings sent to them at such address

shall be valid notices thereof. If a Director does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

- 6.3 Quorum. A majority of the total number of Directors shall constitute a quorum. In the absence of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 6.2.
- 6.4 Procedures. Conflicts in procedure shall be resolved in accordance with the current edition of *Roberts Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.
- 6.5 Voting. Each Director shall have one vote. Routine business and elections shall be transacted by a majority vote of a quorum of the Directors, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the President shall cast a second vote to break the tie.
- 6.6 Physical Meetings. At any meeting of the Board, the Directors may vote by voice on all matters either in person or via electronic transmission, where the Director can hear and be heard. The Association shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission is a Director.
- 6.7 Electronic Meetings. In the case of an emergency or unusual circumstance, meetings may take place via any form of electronic medium. The Board may vote by voice, email or other electronic medium during electronic meetings. However, the President or any two (2) Officers may call for an electronic vote by written ballot. For electronic ballot voting to represent an action of the Board, all of the following conditions must be met:
1. All Directors must have access to a ballot;
 2. The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
 3. A majority of the total number of Directors must vote thereby ensuring a quorum of the Board has voted;
 4. The ballot must be received within the voting period established on the ballot which shall not be less than twenty-four (24) hours and not more than three (3) days;
 5. Receipt of a ballot shall be acknowledged by an Officer, or designee;
 6. A ballot must be submitted by a Director;
 7. All ballots shall be made public to the Board for one (1) year following the vote; and,

8. All ballot results shall be maintained with the corporate records in the form of minutes for an electronic meeting.

The Association shall implement reasonable measures to verify that each ballot cast was from a Director. Electronic meetings shall not be used to amend the budget, create or amend the financial policies, or determine employment matters.

- 6.8 Action Taken Without Notice of a Meeting. Any action taken or approved at any meeting of the Board, whether physical or electronic, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, the total number of Directors sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

ARTICLE VII COMMITTEES OF THE BOARD:

- 7.1 Committees. The Board shall have the power to create, revoke or modify any committee deemed necessary in addition to the Governance Committee established in Section 7.3.

The Board shall elect Committee Chairs and committee members. Each committee shall have a minimum of three {3}members. Non-Board members may serve as Committee members at the approval of the Board. Each Committee shall have a Director a signed to oversee the actions of the Committee.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each Director must sit on a minimum of one·(1) committee unless excused from such duty by a vote of the Board.

- 7.2 Notice of Committee Meetings. Committees shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with board delegated powers shall provide notice of committee meetings in accordance with Section 6.2.

- 7.3 Governance Committee. The Governance Committee shall be a standing committee of the Association. A Director as determined by the Board shall serve as the Chair of the Governance Committee and members of the Governance Committee will be selected by the Board. The Committee shall include a

minimum of three (3) members with a minimum of one (1) member being a member of the Board. Directors or Members who are seeking election or re-election shall not serve on the Board Governance Committee unless requested to do so by the Board. The Committee shall:

1. Research candidates for Directors and Officers prior to placement on a slate for submission to the Members for a vote;
2. Provide a slate of Directors and Officers to the Membership at least thirty (30) days but not more than sixty (60) days prior to the election;
3. Each slate may include multiple names for each position;
4. Rotate the Board terms to allow for approximately one-half (1/2) of the board to be slated for election each year with the initial restructuring or needed restructuring to maintain such percent not subject to approval of the Membership;
5. Review and recommend changes to the Members concerning amendments to the Certificate of Incorporation and Bylaws;
6. Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the organization's purpose, history, methods of operation, and organization activities; and information concerning day-to-day operations;
7. Propose, as appropriate, changes in board structure and operation;
8. Provide ongoing counsel to the President and other Officers on enhancing board effectiveness;
9. Take steps to recruit and prepare future Directors;
10. Ensure the Conflict of Interest Policy set forth in the Association's policies is enforced; and,
11. Have such other duties as determined by the Board.

7.4 **Standing Committees.** The following shall be Standing Committees of the Association. The Board may provide for additional duties of the Standing Committees in the policies of the Association.

1. **Rites and Ceremonies Committee.** The Rites and Ceremonies Committee shall be chaired by an At-Large Director appointed by the President and approved by the Board. The Rites and Ceremonies Committee shall oversee all matters relating to the ceremonial needs of the annual meeting including but not limited to the membership initiation ceremony, and shall advise on matters pertaining to any issue involving traditional medicine.
2. **Finance Committee.** The Finance Committee shall be chaired by the Treasurer, unless determined otherwise by the Board. The Finance

Committee shall oversee all of the finances, audits, fund raising, and financial operations of the Association and shall ensure the maintenance of the financial records of the Association.

3. Policy & Legislation Committee. The Policy & Legislation Committee shall be chaired by the President, unless determined otherwise by the Board. The Policy & Legislation Committee shall monitor and make recommendations of general policy on matters impacting the health and the provision of health care to Native Americans in conjunction with and through guidance of the Board. In addition, the Policy and Legislation Committee shall oversee all formal relationships with outside organizations.
4. Membership Committee. The Membership Committee shall be chaired by the President-Elect, unless determined otherwise by the Board. The Membership Committee shall oversee all membership applications concerning eligibility and qualifications and shall recommend approval or denial of all applicants as voting or non-voting members. In addition, the Membership Committee shall be responsible for all activities in regard to the engagement of the Association with the membership.

7.5 Student Advisory Committee. The Board may provide for a Student Advisory Committee consisting of students enrolled and in good standing with an accredited school. The Board will appoint a Voting Member, unassociated with any teaching program, to be the advisor of the Student Advisory Committee and the Student Advisory Committee will select a Student Advisory Committee Chair to present Student Member recommendations to the Board. The Board may provide additional polices to establish duties or more levels of the Student Advisory Committee. Members of the Student Advisory Committee shall not have voting rights or be entitled to any other benefit provided to Members or Directors.

7.6 Advisory Council. The Board may provide for an Advisory Council consisting of providers and other individuals with extended service, contacts, and/or expertise to aid the Association or who work with in areas or fields deemed appropriate to further the mission of the Association. Councilmen/women shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such councilmen/women shall not have voting rights, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws. The Board may provide additional polices to establish duties or more levels of an Advisory Council.

ARTICLE VIII OFFICERS OF THE BOARD:

8.1 Officers. The Officers shall also be Directors as set forth in Section 5.1 and shall be elected by the Members of the Association. Officers shall be a President, a Secretary, and a Treasurer each Fiscal Year and, a President-Elect during each Fiscal Year in odd years as set forth in Section 8.2. All Officers must be and remain Voting Members in good standing of the Association for the duration of the term to continue to serve.

- 8.2 Term of Office. The Office of President, Secretary, and Treasurer shall serve for a two (2) year term or until the next succeeding election of Officers. The Office of President-Elect shall serve for a one (1) year term. The Secretary shall be elected in even years and the President-Elect and Treasurer shall be elected in odd years. The Office of President-Elect will be vacant in even years; furthermore, the President-Elect will move into the position of President unless determined otherwise by the Board. Officers may hold the same office for no more than two (2) consecutive terms. The Directors may, by a two-thirds (2/3) majority vote of a quorum, request an Officer be slated to serve more than two (2) consecutive terms and may extend such term limitations for one (1) additional term. Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits.
- 8.3 Nominations. The Governance Committee shall prepare a slate of potential candidates for Officers in accordance with Section 5.4.
- 8.4 Elections. Officers shall be elected by the Members during the election of the Directors. Procedures for elections are set forth in Section 5.5.
- 8.5 President. The President, or designee, shall have the following duties:
1. Act as the principal Officer of the Association, unless determined otherwise by the Board;
 2. Have general supervision and direction of the business and Officers of the Association;
 3. Set the Board and Membership meeting agendas unless determined otherwise by the Board or Membership;
 4. Preside at all meetings of the Board and Membership unless determined otherwise by the Board or Membership;
 5. Sign the minutes of the meetings over which he/she presided;
 6. Submit a complete report of the operations of the Association's affairs at Membership and Board meetings;
 7. Report to the Board and Members all such matters coming to his/her attention and relating to the interest of the Board and Members; and,
 8. Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 8.6 President-Elect. The President-Elect shall have the following duties:
1. The President-Elect shall move into the position of the President unless determined otherwise by a vote of the Members;

2. In the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of, and be subject to all the restrictions upon the President; and
3. Have such other powers and duties as *may* be prescribed by the Board or these Bylaws.

8.7 Secretary. The Secretary, or designee, shall have the following duties:

1. Give notice of all meetings of the Board and Membership as required by these Bylaws or by law;
2. Keep a book of minutes of all meetings of the Board and Membership with the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;
3. Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Membership;
4. Exhibit at all reasonable times, upon the request of a Director or Member, these Bylaws, Board Book, and the minutes of the proceedings of the Board or Membership;
5. Keep, or cause to be kept, at the Principal Office all documents required for public inspection by the Internal Revenue Service;
6. Keep, or cause to be kept, a record of the names of Directors, Officers and Members with the addresses at which such individuals/entities are to receive notice;
7. In the absence or disability of the President and President-Elect or when the office of President-Elect is vacant in odd years, perform all the duties of the President or President-Elect and, when so acting, have all the powers of, and be subject to all the restrictions upon the President or President Elect; and
8. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.8 Treasurer. The Treasurer, or designee, shall have the following duties:

1. Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association;
2. Ensure the books of account are open to inspection by any Director or Member at all reasonable times at the Principal Office;
3. Ensure a financial statement is provided to the Membership at each Annual Meeting;

4. Provide a report of the Association's financial affairs at meetings of the Board and/or when requested by a Director or Member;
5. Ensure appropriate oversight and implementation of the financial policies and procedures; and,
6. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.9 Removal and Resignation. Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors at any annual, regular or special meeting. Removal as an Officer shall also be a removal from the Board. A two-thirds (2/3) majority vote of a quorum of the Directors or a majority of the votes cast by the Membership may remove any Officer, with or without cause, at any time.

Any Officer may resign at any time by giving verbal, written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes.

8.10 Vacancies. A vacancy in the office of the President shall be filled by the President-Elect. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until an election can take place whereby the Governance Committee shall nominate candidates and the Board shall vote to fill such vacancies.

8.11 Delegation of Duties. In case of the absence or disability of any Officer of the Association or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer, Director or Member with such power of delegation valid for the remainder of the term or until the next election.

ARTICLE IX EXECUTIVE DIRECTOR:

9.1 Employment. The Board may or may not fill the position of the Executive Director. The Board will establish a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition the Board will ensure the date and terms of compensation arrangements of the Executive Director are recorded in writing and maintained with the information on which the Board based its decision.

9.2 Duties. The Executive Director shall manage the day-to-day operations and business of the Corporation. The Executive Director shall perform management duties pursuant to a job description, including but not limited to the hiring/firing of

staff and performance evaluations of staff. The Board may change the job description to increase or decrease the responsibilities of the Executive Director. However, the functions of the Executive Director shall not supersede the duties of the Board as set forth in Section 5.2.

- 9.3 Separation of Duties. The Executive Director shall not be an Officer or Director of the Corporation.

ARTICLE X AMENDMENTS AND CONSTRUCTION:

10.1 Amendments to Bylaws. The Board may recommend changes to these Bylaws to the Membership. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) vote of a quorum of the Members at any meeting or by electronic ballot voting if notice of the proposed amendment, alteration, change or repeal was given at least ten (10) days prior to the meeting or vote at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) vote of a quorum of the Members.

10.2 Construction and Terms.

1. These Bylaws replace all prior bylaws. Therefore, if there is any conflict between the provisions of these Bylaws and any prior adopted bylaws these Bylaws **shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1976 as amended from time to time, or to corresponding provisions of any future federal tax code.**
2. Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members and/or committee members.
3. Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Association, the provision of the Certificate of Incorporation shall govern.

ARTICLE XI CONFLICTS OF INTEREST *(NOTE: This Article was missing and approved for correcting on August 7 2020)*

The Association of American Indian Physicians will maintain and periodically update a conflict of interest policy and procedure which will reside at the organization's headquarters. It will detail categories of persons covered under

the policy and outline steps to address and minimize organizational risk to guard against actual or apparent conflict of interest or impropriety.

**THESE BYLAWS OF ASSOCIATION OF AMERICAN INDIAN PHYSICIANS, INC.
ARE ADOPTED this 6th day of September , 2016 *.**

S/S

Dr. Gerald Hill, President

Shanda Lohse

Dr. Shanda Lohse, Secretary

****(Exception Noted-Article XI corrected August 7 2020)***