



**CHINESE AMERICAN MEDICAL SOCIETY  
CONSTITUTION AND BYLAWS**

*(Amended and Restated as of November 7, 2015)*

**Article I - Name**

This organization shall be known as the "CHINESE AMERICAN MEDICAL SOCIETY"

**Article II - Objectives**

The purposes for which the corporation is formed are:

**Mission**

To improve the health status of Chinese Americans and to promote excellence in health care for all through the mobilization of health care professionals.

**Purpose & Objectives**

1. To eliminate health disparities of Chinese Americans and other underserved populations.
2. To advance medical knowledge through education, scientific research, scholarship, and philanthropy with emphasis on aspects unique to Chinese Americans.
3. To promote the association of and to advocate for medical professionals of Chinese descent and others devoted to like purposes.

**Article III - Membership**

Section 1. Physicians, dentists, and scientists in the field of medicine who support the objectives of the Society (Article II) are eligible for membership. Membership shall be classified as follows:

1. Active Members - Active membership shall be limited to active healthcare professionals (M.D., D.O., D.D.S., D.P.M., Ph.D) in the U.S. who are graduates of medical, osteopathic and dental schools, as well as doctoral graduates in health-related disciplines from accredited academic institutions, or holders of Educational Commission for Foreign Medical Graduates certification (ECFMG), either actively engaging in clinical practice, pursuing post-graduate specialty training or holding responsible positions in teaching, research or health administration. They shall be qualified to vote, to serve on Committees, and to run for and hold office in the Society.
2. Associate Members - Associate members shall be limited to para-medical personnel in the medical field in the U.S. who have outstanding achievement, upon recommendations by one active member, seconded by another and approved by the Board of Directors.
3. Resident/ Fellow Members – Resident/Fellow members shall be limited to residents, fellows, and post-graduates enrolled in accredited U.S. residency, fellowship, or post-doctorate training programs.
4. Student Members - Student members shall be limited to students enrolled in accredited U.S. medical or dental schools as well as doctoral students from U.S. health-related academic institutions. Membership dues shall be waived.
5. Senior Members - Senior members shall be limited to active members who no longer engage in active clinical or academic work. Senior members shall have full privileges of active members, but membership dues shall be waived.
6. Honorary Members - Any person who has made noteworthy contributions to the field of medical science and/or who has contributed significantly to the operation, progress or advancement of the Society may be recommended by the Membership Committee for honorary membership, and upon approval of two-thirds of the CAMS Board of Directors, may have an honorary membership conferred upon him or her. Honorary members shall have full privileges of active members, but membership dues shall be waived.

Section 2. Application for membership - Application shall be made in writing on the membership application form, supplied by the Society. The said application which has been filled out and signed by the applicant shall be sent to the CAMS office at 41 Elizabeth St., #600, New York, NY 10013 and shall be referred to the Membership Committee for evaluation. The Membership Committee shall refer the application, with its recommendations, to the next Board of Directors meeting. Preliminary approval shall be made by a majority vote. Special cases of

applications for membership shall be decided on a case-by-case basis at the discretion of the Board of Directors. The final approval of the application shall be made with announcement in Society Website <http://camsociety.org>. Should any objection appear in writing within three months from the date of the posting, the application shall be re-evaluated by the Membership Committee and re-submitted to the Board of Directors meeting for further consideration. The decision of the Board will be final.

#### **Article IV - Resignation, Expulsion and Reinstatement**

Section 1. Any member in good standing may resign his or her membership by presenting a communication to that effect in writing to the Society, addressed to the Secretary of the Board of Directors.

Section 2. Upon petition from a member to the President concerning the action of another member considered to be inimical to the best interests of the Society, the President shall direct the membership committee to critically evaluate the allegations. If the committee votes to recommend termination of membership, the member shall be given an opportunity to rebut the allegations in person before the Board of Directors, which can vote various disciplinary actions, including expulsion from the Society, by a two-thirds vote of those Directors present and voting.

Section 3. Any member who may have forfeited his or her good standing in any manner, except by expulsion, may, on payment of the current year's dues, be reinstated as a member by a majority vote of the Board of Directors.

#### **Article V Dues**

Section 1. The annual membership dues shall be such sum as approved by the Board of Directors with a two-thirds majority vote.

Section 2. The annual membership dues shall be due and payable in the amount as fixed, on and before March 15th of each year. Such payments shall be made to the Treasurer of the Society with a check or money order, payable to the order of the Society.

Section 3. Any members in arrears of dues for more than three years shall automatically forfeit the rights and privileges of his or her membership.

Section 4. Any member, having financial difficulties, may be excused from paying the dues upon request by said member in writing and by the approval of the Board of Directors.

Section 5. Senior, honorary and student members shall not pay membership dues.

#### **Article VI Amendments**

The constitution and/or the certificate of incorporation and/or the by-laws of the Society may be amended by the affirmative vote of two-thirds majority of the members present and voting at either a regular or special meeting of the Society, provided that notice of the proposed amendment and/or amendments shall have been given in writing to each member. The recommendation of the Board of Directors on the proposed amendment and/or amendments may be given to the membership. Such notices of amendment shall be sent simultaneously with the notice of the meeting at which time the proposed amendment and/or amendments are to be voted on, not less than four weeks prior to the date of the meeting.

#### **Article VII Board of Directors**

Section 1. The Board of Directors shall consist of fifteen members, and no more than fifteen, in good standing, which includes all Officers of the Society. All officers of the Society shall be voting members of the Board of Directors. If there is a vacancy, the President, with the approval of the Board, shall appoint a replacement(s) to serve out the remaining term. At the discretion of the board and by merit, past members of the Board of Directors can be elected as Emeritus Members with designation of title commensurating with their special contribution to

the Society. The Emeritus Members are advisory in capacity and is Ex-Officio of the Board and shall have no vote.

Section 2. One third of the non-officer-directors authorized by the Board will be open for election each year. These non-officer-directors are elected to serve 3-year terms, and may be re-elected for one more term of 3 years. By virtue of their election or appointment as officers of the Society, officer-directors are thereby elected or appointed to the Board for various durations as stipulated in Article VIII below.

Section 3. The Board of Directors shall hold meetings not less than once every 3 months. The Board shall determine the time and the place of the meeting. Other than regular meetings, meetings of the Board may be held upon notice from the President. Half of the members shall constitute a quorum.

Section 4. The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Treasurer, and the Executive Director of the Society. This Committee is vested with full authorities from the Board of Directors to transact business of any emergency nature between Board meetings. All transactions of the Committee shall be reported in full at the next meeting of the Board of Directors.

Section 5. In addition to the elected members of the Board of Directors, there will be ex-officio members who do not have voting privileges. These will include the immediate past president, one representative each from each local chapter of the Society, and, at the discretion of the Board, invited representatives from sister organizations such as CAIPA and FCMS. In addition, the ex-officio members shall include a Society Historian appointed by the President with the approval of the board for a renewable two year term. The Historian shall maintain the archives of the Society and keep a documentary record of the evolution of our Society.

#### **Article VIII Officers**

Section 1. The officers of the Society shall be the President, the Vice-President, the Secretary, the Treasurer and the Executive Director.

Section 2. The President, Vice-President, Secretary and Treasurer are elected by the general membership to serve a two year term. The Secretary and Treasurer are eligible for re-election once. The Executive Director is appointed by the President with Board approval to serve renewable two year terms. In the event of the death or resignation of an officer, the President shall, appoint with Board approval, a successor to serve out the term of the said officer, as an officer and as an officer-director.

Section 3. All officers shall be full voting members of the Board of Directors.

#### **Article IX Duties of Officers**

##### Section 1. President

1. He or she shall preside at all meetings of the Society and the Board of Directors and shall enforce the mandates of the Society and the Board. He or she shall also be the President of the Chinese American Medical Society Educational Fund, Inc.
2. He or she shall appoint with board approval all members and Chairs of the standing and special committees except as otherwise provided.
3. He or she shall call special meetings of the Society and/or the Board of Directors as required.
4. He or she shall sign all official documents, and shall have the authority to sign all warrants on the treasurer, including checks of the Society's bank account, at the direction of the Board of Directors and perform all other duties pertaining to his office.

##### Section 2. Vice-President

The Vice-President shall act as the President in the absence or during incapacity of the latter. The Vice-President shall be the President-elect and ascend to the presidency upon completion of his or her term. The Vice President shall chair the Membership Committee and Chapters Committee.

### Section 3. Secretary

1. The Secretary shall be the custodian of all books, records and papers of the Society and the Board. He or she shall keep the minutes of the meetings of the Society and the Board of Directors.
2. He or she shall supply application forms to the applicants for membership and notify the applicants about the decisions concerning the results of the elections and appointments by the President or the Board of Directors.

### Section 4. Treasurer

The Treasurer shall collect the membership dues and all other funds for the Society and shall be custodian of these funds and shall bank the same. He or she shall handle the financial matters on the order of the Executive Officers of the Board of Directors. The Treasurer shall make an annual report to the members of the Society before or at the annual general meeting. Periodic reports shall be made to the meetings of the Board of Directors when necessary. The Treasurer, the President and the Executive Director with authorization from the President, shall have the authority to sign all checks and notes with the banking institution selected by the Board of Directors as the depository of Society funds. The Treasurer shall send out dues notices before the end of February for dues of the same year.

### Section 5. Executive Director

The Executive Director shall be appointed by the President with approval of the Board of Directors for renewable two year terms. The Executive Director shall be responsible to help formulate and to execute the policies of the Board.

## **Article X Committees**

### Section 1. The standing committees shall be:

Program Committee  
Membership Committee  
Publication Committee  
Public Relations Committee  
Nomination Committee  
Scholarship Committee  
Finance Committee  
Community Service Committee  
Chapter Committee  
Bylaws Committee  
Research Committee  
Mentorship  
Committee

### Section 2. Program Committee

The Program Committee shall consist of three or more members and chaired by a Board member. One of the committee members shall be the Vice-President of the Society. It shall be the duty of this committee to arrange and carry out the scientific and educational program of the Society in coordination with the Officers.

### Section 3. Membership Committee

The Membership Committee shall consist of three or more members, and chaired by the Vice-President. It shall be the duty of this Committee to examine the credentials and investigate the standing of all applicants for membership, and to present their preliminary approval to the Board of Directors for final approval. The Committee shall collect information about all the members of the Society for publication and revision of the Membership Directory every year.

### Section 4. Publications Committee

The Publications Committee shall consist of three or more members and chaired by a Board member. It shall be the duty of this committee to publish the Newsletter and Directory, as needed, reporting the important activities of individual members, and also of the Chapters.

### Section 5. Public Relations Committee

The Public Relations Committee shall consist of three or more members and chaired by a Board member. It shall be the duty of this committee to enhance interactions with other professional medical organizations, the public press and relevant governmental agencies on health related matters, and to promote communications between the Society and the community.

Section 6. Nomination Committee

The Nomination Committee shall consist of three or more members, at least one should be a Board member. One of the committee members shall be the Chairman. The committee shall prepare a slate of candidates for election as the elected officers and elected officer-directors and of the candidates for election as the non-officer directors to be voted upon by ballot to be filled by election at the annual general meeting of the Society. The slate and the voting ballots shall be sent to each member of the Society at least 60 days prior to the annual general meeting. Members may mail in their ballots before the general meeting or hand in the ballots at the time of registration for the general meeting. Nomination of Directors can be made also by a nominating petition signed by a minimum of 25 voting members and sent to the Nominating Committee 90 days before the general meeting to be included on the slate of candidates. Election results will be announced at the general meeting of the Society

Section 7. Scholarship Committee

The Scholarship Committee shall consist of three or more members, and chaired by a Board member. It shall be the duty of this Committee to review all applications for scholarships and to recommend scholarship recipients to the Board of Directors. The Committee shall also review the scholarship application requirements and bring their recommendations to the Board of Directors.

Section 8. Finance Committee

The Finance Committee shall consist of three or more members and chaired by a Board Member. It shall be the duty of this committee to develop functions to generate donations and/or scholarship funds. They shall also make plans and distribute scholarships and/or endowments to medical schools, and hospitals of good standing upon approval of the Board of Directors. The Committee shall be charged with auditing all bookkeeping.

Section 9. Community Service Committee

The Community Service Committee shall consist of three or more members and chaired by a Board member. This Committee shall inform the Board of issues that affect the health status of the community.

Section 10. Chapter Committee. The Chapter Committee shall consist of three or more members and chaired by a Board member. The Committee shall serve as the liaison of the Society with its established Chapters and report to the Board about the activities of the Chapters. The Committee is also charged to develop new Chapters.

Section 11. Ad Hoc Committee

An Ad Hoc Committee may be appointed by the President with approval of the Board of Directors. This committee shall be organized in the event of any special need and shall be terminated after the special purpose has been achieved.

Section 12. Bylaws Committee

The Bylaws Committee shall consist of three or more members and be chaired by a Board Member. The Committee is charged with the review of the Bylaws on a regular basis and to recommend any necessary changes commensurating to the functioning of the society to the Board for approval. These changes shall be approved by the Board and to be voted on by the general membership at the General Membership Meeting. Any changes to the bylaws require approval of two thirds of the members present at the General Membership Meeting.

Section 13. Research Committee

The Research Committee shall consist of three or more members and be chaired by a Board Member. The committee is charged with promoting research, coordinate clinical research efforts among members. The Committee shall assist the Program Committee in the review and selection of abstracts submitted for presentation at the annual Scientific Meeting. The Committee shall assist the Scholarship Committee in the selection of Summer Research Fellow recipients.

Section 14. Mentorship Committee

The Mentorship Committee shall consist of three or more members and be chaired by a Board Member. The committee is charged with promoting professionalism, good citizenship, and cultural competency through mentoring medical students and physicians in training, while embracing the spirit of the CAMS mission.

**Article XI Meetings and Elections**

Section 1. Membership Meetings: Regular meetings of the Society shall be held at least once a year. The exact time and place of said meeting shall be decided by the Board of Directors. Ten percent of the total membership entitled to vote, or 100 members entitled to vote, whichever is smaller, will constitute a quorum. *(Note: these changes were adopted at a Special Meeting of Members on 7/26/04)*

Section 2. Special Meeting: Special Meetings may be called by the President, or the Secretary with two other Officers, upon the approval of the Board of Directors.

Section 3. Notice of Meeting: Notices of all regular or special meetings shall be sent to each member by regular mail or by e-mail at the last known address of the member as appears in the records of the Society. The Secretary shall not be responsible for the failure of delivery of such mail. All members shall notify the Secretary of any change of address.

Section 4. Elections: All elections of Directors shall be by official ballots as more fully described in Section 6 of Article X.

## **Article XII Funds**

Section 1. Dedicated funds shall be kept in separate accounts and shall not be co-mingled with the General Fund. In addition to the Chinese American Educational Fund, Inc., the Society also established a CAMS/CAIPA Community Service Fund which was donated by members of CAIPA (Chinese American Independent Practice Association). Disbursement of this fund is managed by the CAMS/CAIPA Community Service Committee. This Committee is formed jointly by 2 CAMS Board members and 3 CAIPA members. One of the CAIPA members shall be the chairman. All grants submitted to this Fund are deliberated by the Committee, using outside review if necessary, and the recommendations will be forwarded to the CAMS Board of Directors for approval before disbursement of the funds.

Section 2. In the event of a dissolution of the corporation, the funds in the treasury of the corporation (the Society) shall not be distributed to the members, but shall be transferred to charitable and educational organizations which shall have the same ideals, purposes and objectives as this organization.

## **Article XIII Chapters**

Members in good standing of the Chinese American Medical Society may organize chapters of the Society in any geographic area of the United States or Canada. The By-laws of each chapter shall conform with the By-laws of the Chinese American Medical Society. Chapters shall use the name of the parent society and local geographical chapter designation, for example, Chinese American Medical Society New York State Chapter. Every Chapter member must also be an active member of the Chinese American Medical Society.

### Section 1. Application

An application for a Chapter charter shall include:

1. A copy of the proposed Constitution and By-laws of the applicant group.
2. A list of its officers and members, and a statement of willingness to abide by the aims, principles and purposes of this Society.

The application shall be forwarded to the secretary of the Society for review and approval by the Board of Directors of this Society.

### Section 2. Organization and Representation

Each chapter shall have a President, a Secretary and such other officers as it may desire. The officers of a chapter shall be active members of this Society.

Each chapter shall be entitled to elect one delegate to represent it as an ex-officio member in the board of Directors of this Society.

Section 3. Dues

The Chapter shall collect annual membership dues from its members and forward one-third of the dues to the Treasurer of the Chinese American Medical Society, however at the discretion of the Board, the fee can be waived.

**Article XIV** Advisory Council

The Advisory Council shall consist of up to twenty accomplished members of the Society and/or distinguished individuals in the community. Advisory Council members are appointed by the President with approval of the Board of Directors, to serve a single five-year term. The chair of the Advisory Council shall be nominated by the President, with approval of the Board, for a term of 2 years. The Council is an advisory body which serves as a forum for open discussion of ongoing projects, future policies, and long-range planning. Resolutions of the Advisory council shall be presented to the Board of Directors for consideration.