

**CONSTITUTION AND BYLAWS**  
**OF THE**  
**ZIAUDDIN UNIVERSITY**  
**ALUMNI ASSOCIATION OF NORTH AMERICA**

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## **Article I: Preamble and Name**

We, the alumni of Ziauddin University (ZU), 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 Ziauddin University Alumni Association of North America (hereafter referred to as ZUAANA).

## **Article II: Objectives**

ZUAANA shall:

- a. promote the interests and welfare of ZUMC alumni and ZUAANA members
- b. maintain a liaison between its members and ZU, 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
- d. be responsible for developing and maintaining communication with ZU 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 Ziauddin University Medical College (ZUMC). The membership shall be open to all graduates of ZUMC who reside in North America
- 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 ZUAANA.
- 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 or alternative North American Medical Board 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 pay the Lifetime Member dues
- d. Students and ZUMC alumni who are not eligible for Active Membership may be granted **Associate Membership** at a reduced rate. Associate members will be able to vote but NOT able to hold office.
- 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 in any State or Federal jurisdiction in the USA or Canada
- f. Both Active Members and Associate members shall have the right to vote, but only Active members will be eligible for office.
- g. Lifetime Members will maintain Active Membership even upon retirement from active professional service.
- h. The dues of ZUAANA 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 membership categories.
  - 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 ZUAANA. (Options: prorated vs having a calendar date ending on Dec 31 regardless of when joined).

- 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 Advisors within 90 days.
- v. ZUAANA 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. ZUAANA may confer **Honorary Membership** on persons who have demonstrated special service or made contribution(s) to the mission of ZUAANA. 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 or Active Member of ZUAANA and shall be ratified by a simple majority of the Executive Council, and subsequently approved at the next Annual ZUAANA General Body Meeting by a simple majority of Active Members present. 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 & Associate Members of ZUAANA, 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 ZUAANA 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 ZUAANA for at least twelve months prior to initiation of their term 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
  - Vice President
  - Secretary
  - Treasurer
- vi. All officers will have three-year terms. The President may hold a maximum of two non-consecutive terms in that office. The three-year Executive Council term will begin January 1<sup>st</sup> and terminate December 31<sup>st</sup> after three years.
- 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.
- ix. It shall work with the Board of Advisors to allow the Board to fulfill its functions and exercise its authority as per the ZUAANA Constitution and Bylaws.

### **d. Responsibilities of elected officers**

- is an active member of APPNA and represents ZUAANA on the APPNA Executive Council
  - ensures that ZUAANA is functioning within the confines of the constitution and bylaws
  - ensures that the Association moves steadily towards the objectives laid out in the ZUAANA constitution, and towards any new endeavors identified by the General Body / Executive Council
  - determines and implements the specifics of the Annual ZUAANA 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 / VP in his/her absence; in the absence of both, the Secretary will act as the presiding officer
  - will be responsible for soliciting nominations for elected and non-elected officers for ZUAANA
- ii. The Immediate Past-President / President Elect
- The Immediate Past-President will serve on the Executive Council under the leadership of the President until election of the President Elect.
  - The President Elect will then replace the Immediate Past-President upon the election of the President Elect.
- iii. The Secretary
- maintains all ZUAANA administrative and membership records
  - arranges all ZUAANA 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 ZUAANA bylaws
  - maintains membership database and liaises with the ZU Alumni Association and registrar's office at ZU to ensure accuracy of the database
  - implements communication with alumni through email, website and social media
  - creates and maintains ZUAANA documentation as required
  - functions as point of contact for alumni wishing to contact ZUAANA
- assists the President with logistics of the Annual ZUAANA Meeting, while liaising with the ZUAANA representative(s) on the APPNA host committee



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

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.
- will prepare and submit annual Federal and State taxes and paperwork, as required by IRS regulations to maintain the not-for-profit and federal tax-exempt status.
- will prepare and submit an annual financial report to APPNA
- will prepare an annual financial report to be represented at the Annual ZUAANA 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 ZUAANA

**e. Responsibilities of non-elected officers and comm/ittees**

i. The Web Manager

- position will be supervised by an ELECTED Officer ( Secretary) position with a minimum duration of 3 years, and a mandatory six-month overlap between officers to allow a complete and smooth transition of the website management
- will be responsible for helping to maintain different facets of ZUAANA's web presence
- will be primarily responsible for the maintenance, update and security of the ZUAANA website
- will function in close contact 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 or elected from amongst dues-paying members
- will function under terms of reference set by the Executive Council

- liaise between the Executive Council and their class members, with the goal of improving connectivity between their class members and ZUAANA
- 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. Standing / Adhoc 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 ZUAANA Meeting/Reunion Committee
  - Host Committees
- 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 three years. The new term will start January 1<sup>st</sup> and end December 31<sup>st</sup> at the end of three years.
- 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.
- Committees will be expected to 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.
- 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 ZUAANA Meeting at the discretion of the President.

The Executive Council will develop the terms of reference for all committees

**f. 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 Advisors will appoint an interim President until the next Annual ZUAANA 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 ZUAANA, as per eligibility criteria under Article IV Section c.

## **Article V: Elections**

- a. Elections will be held every 3 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 Nominations and Elections Committee shall delineate the rules and conduct of the election in consultation with the Executive Council. The contestants shall agree to abide by these rules in writing prior to their nomination being accepted. Nominations for office will be sought and the schedule for the election process shall be made available to the General Body at least three months prior to the Annual ZUAANA General Body Meeting.
- d. Nominees must be ZUAANA Active Annual Members or Lifetime Members for a minimum of twelve months prior to the election.
- e. Nominations will be sought for a minimum of sixty 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 ZUAANA General Body Meeting.
- g. Only Active & Associate Members will be eligible to vote. Associate members will not be able to contest in elections. Honorary Members are not eligible for nomination or voting.
- h. Elections 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 ZUAANA General Body Meeting.
- j. In case of a tie, a run-off election will be conducted amongst candidates receiving equal votes. This election will be held within 15 days following the Annual ZUAANA General Body Meeting, utilizing online voting for a period of 15 days. Results of this election will be announced through email and the ZUAANA website.
- k. Depending on the timing of the Annual ZUAANA General Body Meeting, there is expected to be an overlap period between the Executive Council and Executive Council-elect, to ensure an effective transition of responsibilities. However, the President-Elect will replace the Immediate Past President as member of the Executive Council as soon as his/her election is confirmed.

## **Article VI: Meetings**

### **a. Executive Council Meeting**

- i. The Executive Council will meet in person or via teleconference / web conference 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 ZUAANA.

### **b. General Body Meeting**

- i. The Annual ZUAANA General Body Meeting will be conducted at the Annual ZUAANA Meeting. The General Body Meeting will be open to all Active Members, Associate Members and Honorary Members.
- 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 & Associate Members will constitute a quorum for the meeting. As the ZUAANA membership grows, these numbers may be increased on the recommendations of the Executive Council, and if a simple majority of the Active & Associate Membership approves the change.
- 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 & Associate Members may participate in any voting. However, non-members may participate in the discussion related to the issue with the consent of the Executive Council.
- vii. The Executive Council or twenty percent of the Active & Associate 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. The annual financial report and minutes of the General Body Meeting must be available on the ZUAANA website within four weeks of the meeting.
- xi. If at the time of the meeting, it is felt that there are insufficient Active & Associate 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 1<sup>st</sup> to December 31<sup>st</sup> of the third year. The Association will file taxes as per the regulations of the IRS and submit an annual report to the State of Incorporation and APPNA.
- b. 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.
- c. Annual membership dues will constitute the operating budget. Lifetime Membership dues will be invested at the discretion of the Executive Council after the first term of three years.
- d. Funding of any project of ZUAANA that requires utilizing greater than 50% of the operating budget, or five thousand US dollars, or greater than 10% of the invested funds, will be reported to the Board of Advisors. This stipulation excludes advance payments required for annual meetings that can reasonably be expected to be recovered.
- e. ZUAANA may hire services of professional accountants / auditors / tax attorneys, as deemed necessary, to ensure proper maintenance of accounts and complicity with the law.
- f. All fund-raising undertaken will be done under the aegis of an appropriate Internal Revenue Code 501 (c) tax-exempt organization and with the consent of that organization such as APPNA, depending on the objective of the funds. If and when ZUAANA obtains tax-exempt status by the Internal Revenue Services to solicit specific funding, such as charitable donations, the process will change accordingly.
- g. In the event of a conflict between the bylaws of ZUAANA and APPNA, or the bylaws of ZUAANA and ZU 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 & Associate Members. A two-third majority will be required to carry the amendment. Voting may be done in person, e.g. at the Annual ZUAANA General Body Meeting or by electronic means of 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 and Associate Members or can be initiated by a majority of the members 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 the Board of Advisors for review prior to voting by the Active and Associate Membership. This may be done at the Annual ZUAANA General Body Meeting or through electronic means.
- e. A minimum of sixty 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 a decision by the Executive Council to whether the amendment needs to be presented to the General Body for a vote, should not exceed twelve months.



## **Article IX: Board of Advisors**

### **a. Composition**

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

### **b. Qualifications and Terms for Advisor Membership**

- i. The Board of Advisors nominees, and hence elected BOA members, must be active and associate members of ZUAANA for at least three (3) consecutive years at the time of starting their BOA term. The Boards will not have more than one alumnus from the same graduating medical college class serve at the same time concurrently. The BOA will contain a minimum of one alumnus who has graduated within the last fifteen (15) years. In addition, the Executive Council will nominate candidates taking into consideration the diverse group of ZUAANA members in North America.
- ii. Each member shall serve as Advisor for five (5) years.
- iii. Terms of the Advisors shall be staggered so that one Advisor's term expires each year and is replaced annually at the ZUAANA General Body Meeting.
- iv. More than one Advisor may be replaced in a year if there is a vacancy because an Advisor resigns, or leaves North America for a period longer than six (6) months without prearrangement with the BOA, or becomes disabled to carry out duties of the office for reasons of health or otherwise.
- v. No Advisor 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) Advisors shall be elected by the Executive Council to serve staggered terms of 1 through 5 years. After the first year, all subsequent Advisors will be elected as outlined below.
- ii. The Executive Council shall submit a maximum of five (5) names to the BOA for consideration for election at least thirty (30) days prior to the Annual ZUAANA General Body Meeting each year. The BOA shall elect from these five (5) members to fill any vacancies on the BOA that year.

### **d. Meetings**

- i. The BOA shall elect its own Chair and Secretary, from amongst the Advisors for a one (1) year term. These officers may be re-elected for as many terms as the BOA may desire.

- ii. The Chair and, in his/her absence the Secretary, will preside over any meeting.
  - iii. The Chair or Secretary will be responsible for keeping the minutes of the meeting.
  - iv. All decisions by the BOA 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 BOA shall meet at least once a year at the Annual ZUAANA General Body Meeting either in person or via teleconference / web conference. The BOA may hold any number of meetings at the call of the Chair or at the request of other Advisors. The BOA may be called into an emergency meeting when a petition is filed or appears to be filed for the dissolution of the Association. The BOA 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 BOA 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. All members of the E&G Committee must be Active and Associate Members of ZUAANA for at least 12 months at the time of appointment. No current members of the BOA or the Executive Council may serve on the E&G Committee. The E&G Committee will receive, review and forward their opinion to the BOA on all grievances brought forward by any member of ZUAANA, 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 BOA will review the findings/report of the E&G Committee and then formulate final recommendations to the Executive Council for approval and action. The Executive Council may decline to accept the recommendations of the BOA and ask for revised recommendations. In case the Executive Council and the BOA are at a deadlock, then they will have the option to appoint a mutually agreed person to be mediator. In the event this cannot be mutually agreed upon, the BOA will have the authority to directly approach the Active & Associate Membership for a vote on its recommendations. The Executive Council will provide full cooperation to conduct the voting, including expediently providing the BOA with an accurate current listing of the Active Members and their contact information as is available to the Executive Council. Voting will be allowed for 30 days and can be done either in person if a General Body Meeting is convened, or by electronic means. A minimum of thirty percent of the Active & Associate Members will be required to participate and a

simple majority would be required to accept or reject the recommendations. The vote of the Active Membership will be binding on the BOA and the Executive Council.

ii. Monitoring of fund utilization

- Funding of any project of ZUAANA 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 reporting to the Board of Advisors.

iii. Monitoring and overseeing of organization finances and tax-exempt status

- The Executive Council shall submit an annual financial report to the BOA including a report of the long-term investments and assets of ZUAANA. Any loss in value of the lifetime dues fund and assets by greater than 20% must be reported to the Board of Advisors within 90 days. The Executive Council will also provide a report to the BOA each year confirming the federal tax-exempt status of ZUAANA.

iv. Dissolution

- No proposal for dissolution of ZUAANA shall be considered unless recommended by the majority of the Advisors 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 dissent.
- Upon dissolution of the Association, the BOA 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.

## **Approval**

The ZUAANA Constitution and Bylaws were approved at the Annual General Body Meeting on (23/July/22).

## **Amendments and Revisions**

- First Revision approved on: 23/May/22
- Second Revision approved on: 23/July/22