

# *Bylaws and Policies*

## **1.0 ARTICLE I- NAME**

The name of this corporation shall be EnDow. Hereafter, it may also be referred as the Fund.

## **2.0 ARTICLE II- AFFILIATION**

This Fund shall be an independent, not for profit organization incorporated in the United States of America, and shall have no substantial political affiliations or activities.

## **3.0 ARTICLE III- AIMS AND OBJECTIVES**

- 3.1 To provide financial assistance to Dow Medical College in the uplift of its educational programs and physical facilities as approved by its governing body.
- 3.2 To provide financial assistance to Civil Hospital, Karachi, in the uplift of its programs and physical facilities as approved by its governing body.
- 3.3 To provide financial assistance to the faculty, graduates and students of Dow Medical college both in Pakistan and in North America.
- 3.4 Only funds generated through the investment of donations, hereafter referred to, as the "income" shall be spent to meet the above-mentioned objectives.
- 3.5 The general formula of distribution to the above-mentioned three areas will be in the approximation of 40%, 40% and 20% of the annual income respectively.

## **4.0 ARTICLE IV- GOVERNING BODY**

### **4.1. Powers, Authority, Responsibility and Accountability**

- 4.1.1. A board of directors, hereafter called the Board, shall be the supreme authority to manage, invest and reinvest the capital and control the business, properties and affairs of the Fund.
- 4.1.2. This Board shall have and may exercise all powers to which the Fund may be entitled pursuant to applicable laws, the articles of agreement and these Bylaws.
- 4.1.3. Control of all assets of the Fund shall at all times remain under this Board and shall be independent of all officers and all committees of DOGANA and Association of Physicians of Pakistani-descent of North America (APPNA).
- 4.1.4. The Board may enter into agreements or cooperative arrangements with
- 4.1.5 An act of the Board shall be valid only when approved by a majority of the Board members voting at a regular or a special meeting of the Board. The Board is authorized to employ such person or persons, including an executive director, attorneys, agent or other entities, public or private working on similar projects in conformity with the policies of this Fund.
- 4.1.6 s, fiduciary custodians and assistants as in its judgment are necessary or desirable for the administration and management of the Fund and to pay reasonable compensation for the services performed and expenses incurred by such persons.
- 4.1.7 The Board shall not permit any part of net income or capital of the Fund to inure to the benefit of any of its Member, officer or other private person or individual except as contemplated in articles 3.3 and 4.1.7.
- 4.1.8 The Board shall be fully accountable to the General Body of DOGANA for its stewardship of the Fund and for the



accomplishment of the Fund's mission and purposes. To this effect the Board will submit its Annual report to the DOGANA Executive Council 60 days before the Annual Meeting of DOGANA General Body for its presentation at that Meeting.

#### **4.2 Membership and Term of Office**

- 4.2.1 The Board shall consist of nine (9) members- seven elected by the Executive Council (EC) of DOGANA and the sitting President and Executive Director of DOGANA.
- 4.2.2. Term of members of each elected Director will be five (5) years.
- 4.2.3. Term of members of the initial Board, however, will be staggered from one (1) to five (5) years, as determined by the majority of the EC of DOGANA.

#### **4.3 Election, Filling of Vacancies and Qualifications**

- 4.3.1. One Director shall be elected from amongst the members of DOGANA by a majority of members of the DOGANA EC at their Annual Meeting. The initial Board will be elected as stipulated in 4.2.3.
- 4.3.2. In the event of a vacancy due to death, resignation or inability to serve by a member of the Board, the DOGANA EC will select a person to fill that vacancy.

#### **4.4. Meetings**

- 4.4.1. A regular meeting of the Board shall be held at the time and place of the Annual Meeting of DOGANA.
- 4.4.2. A special meeting of the Board may be called by the President of the Board or three (3) Directors. Notice of such a meeting shall be given to all Board members a minimum of five (5) days prior to the meeting. The purpose of the meeting shall be set forth in the notice.
- 4.4.3. The presence of at least three (3) elected members and the Treasurer, Secretary and President or Vice President of the Board shall be a requisite for and shall constitute a quorum for the transaction of business at all meetings.
- 4.4.4. All decisions of the Board shall require an affirmative vote of 66% of those present at the meeting with the requisite quorum.

### **5. ARTICLE V- OFFICERS**

- 5.1. There shall be four (4) officers of the Fund
- 5.2. A President, a Vice President, a Secretary and a Treasurer.
- 5.3. All officers will be elected by the Board at its Annual Meeting.
- 5.4. The term of all officers will be two (2) years.
- 5.5. An officer may not be elected for more than two (2) consecutive terms.
- 5.6. An officer may be removed, with cause, and only after providing opportunity to the accused for presenting his/her position, upon two-thirds (2/3) affirmative vote of the Board.
- 5.7. The duties of the President will be:
  - 5.7.1. To serve as executive officer of the Fund
  - 5.7.2. To call and preside over all regular and special meetings of the Board.
  - 5.7.3. To appoint all committees and their chairs.
  - 5.7.4. To sign all checks
  - 5.7.5. To exercise all special powers granted by the Board.
- 5.8. The duties of the Vice President will be:
  - 5.8.1. To assume all powers and perform all duties of the presidency in the absence of the President.



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5.8.2. To assume the presidency in the event the office becomes vacant.

5.8.3. To assist the President in performing necessary duties.

5.9. The duties of the Secretary will be:

5.9.1. To prepare or supervise the preparation of the minutes of the Board meetings, and distribute or supervise the distribution of the minutes to the members at least one (1) week prior to the next meeting.

5.9.2. To maintain files of all records and documents of the Fund.

5.10. The duties of the Treasurer will be:

5.10.1. To handle all financial matters in accordance with the policies of the Fund.

5.10.2. To deposit all checks in the official bank account/s of the Fund

5.10.3. To sign all checks of the Fund with the President.

5.10.4. To maintain all financial records of the Fund. The fiscal year of the Fund will be from January 1 to December 31.

5.10.5. To report the financial status of the Fund to the Board every three (3) months.

## 6. ARTICLE VI- COMMITTEES

**The standing committees of the Fund will be:**

6.1. Fund Raising:

6.1.1. This Committee will be responsible for raising donations for the Fund.

6.1.2. This Committee will work closely with the DOGANA EC

6.2. Investment:

6.2.1. This Committee shall oversee the management of the Fund Portfolio of cash, equities, and debt instruments.

6.2.2. It shall make recommendations on the retention and guidelines to the Board for fiscal agents and on policies, which guide investment decisions.

6.3. Project Evaluation:

6.3.1. This Committee shall receive all projects presented to the Fund for help and assistance.

6.3.2. After making a thorough investigation of feasibility with regards to merits and funding requirements, it will make recommendations to the Board for funding or rejection.

6.4. Communication:

6.4.1. This Committee will be responsible for establishing sources including but not limited to print and electronic media for communicating effectively with members of DOGANA regarding the current affairs and future plans of the Fund,

6.5. Co-ordination/Management

6.5.1. This Committee will be responsible overseeing all legal proceedings with appropriate regulatory agencies in the US.

6.5.2. It will also manage the office and its staff.

6.6. Chairs and Co-Chairs of all committees will be appointed from amongst the Directors by the President.

6.7. The Chair and the Co-Chair of each committee, in consultation with the President, will select three (3) members to their committees from amongst the members of DOGANA giving preference to the donors of the Fund.

## 7. ARTICLE VII- ADVISORY COUNCIL

7.1. The Executive Council of DOGANA will act as the Advisory Council to the Board.

7.2. In addition to electing and filling vacancies in the Board, the EC will offer advice, whether sought or not, on feasibility of projects under consideration of the Board.



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- 7.3. The EC may also propose, through its president, an EC-initiated project to the Board.
- 7.4. The advice so rendered will be non-binding on the Board.
- 7.5. Close working relationship between the EC and the Board will be an absolute necessity for raising donations for the Fund.

## **8. ARTICLE VIII- PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order shall govern the proceedings of the Board and its committees.

## **9. ARTICLE IX- INDEMNIFICATIONS OF THE DIRECTORS**

- 9.1. This Fund shall indemnify every director and officer, who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether criminal, civil, administrative or investigative by reason of the fact that he or she was or is a representative of the Fund and acted in good faith and in manner he or she believed to be in, or not opposed to, the best interest of the Fund.
- 9.2. No indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been judged to be liable for negligence or misconduct in the performance of his or her duty to the Fund unless and only to the extent that the court in which such action or suit was brought shall determine that in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall determine.

## **10. ARTICLE X- AMENDMENTS**

- 10.1 The Board, by a 2/3rd majority of vote, may adopt, amend, repeal, suspend or establish a bylaw or policy or change Board procedures related to effective and efficient functioning of the Board
- 10.2 These Bylaws may be amended at any regular or special meeting of the Board.
- 10.3 The proposal for amendment shall be circulated by the Secretary to all members at least ten (10) days before the meeting at which action on the proposed amendment will be taken.

## **11. ARTICLE XI- DISSOLUTION**

- 11.1. No proposal for dissolution of the Fund shall be considered unless recommended by the 2/3rd majority of the directors and discussed at the next meeting of the Board and after four (4) weeks' notice in writing has been given to each member.
- 11.2. Upon dissolution of the Fund, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Fund, dispose of all of the assets of the Fund exclusively to DOGANA.

## **12. ARTICLE XII- ARTICLE OF INCORPORATION**

The article of incorporation of the Fund is attached as the Appendix to these Bylaws.