

**BY-LAWS OF
THE CHINESE AMERICAN DOCTORS ASSOCIATION OF HOUSTON**
(amended March 30, 2011)

**ARTICLE 1.
NAME**

The name of this organization shall be the Chinese American Doctors Association of Houston (CADAH).

**ARTICLE 2.
NATURE**

This organization is a non-profit entity and shall not be influenced by any religious or political organizations. All officers, directors, and supervisors of this organization shall serve and function strictly on a voluntary basis. The term of doctors in this document include physicians and dentists.

**ARTICLE 3.
PURPOSE AND GOAL**

- 1) CADAH intends to unite Chinese American doctors for a common purpose of promoting social and professional image of Chinese American doctors.
- 2) CADAH aims to facilitate friendship and exchange of new medical knowledge among its members through its activities.
- 3) CADAH shall try to assist member and non-member Chinese American doctors in need.
- 4) CADAH shall make efforts to promote and strengthen the mutual understanding and collaboration among Asian doctors organizations for a common goal of safeguarding the rights and welfare of all Asian doctors.

**ARTICLE 4.
MEMBERSHIP**

SECTION 1. Eligibility

A member must be of good character and willing to accept the objectives contained in ARTICLE 3. The eligibility of membership shall be approved by the Board of Directors.

Regular membership is open to any United States citizen or permanent resident who is a licensed physician or dentist in good standing in at least one state of the United States. Retired doctors should have been licensed in good standing at the time of retirement.

Resident membership is open to any United States citizen or permanent resident enrolled in an accredited residency program in the United States.

Student membership is open to any United States citizen or permanent resident enrolled in good standing in an accredited medical or dental school in the United States.

Associate membership is open to any physician or dentist who is not licensed in the United States. Lifetime members who relocate outside the greater Houston area or cannot be located are considered associate members.

All members, except student members, resident members, and associate members, are eligible for electing and being elected to be supervisors, directors, and officers of CADAH.

SECTION 2. Types of Membership

A. Lifetime Members

A lifetime member can be any type of membership, except student members and resident members, who satisfies the eligibility criteria in ARTICLE 4, SECTION 1 and has paid the lifetime membership dues as set forth in ARTICLE 5, SECTION 3 of the bylaws. The status of lifetime members shall not be affected by any future revisions in the bylaws.

B. Regular Members

A regular member shall be physician or dentist who satisfies the eligibility criteria in ARTICLE 4, SECTION 1 and has paid the regular membership dues as set forth in ARTICLE 5, SECTION 3 of the bylaws.

C. Resident Members

A resident member shall be currently enrolled in an accredited residency program in the United States; satisfies the eligibility criteria in ARTICLE 4, SECTION 1 and has paid the resident membership dues as set forth in ARTICLE 5, SECTION 3 of the bylaws. Resident members will have the same rights and privileges as other members except they are prohibited from holding elected positions and voting.

D. Student Members

A student member shall be currently enrolled in an accredited medical or dental school in the United States and has paid the student membership dues as set forth in ARTICLE 5, SECTION 3 of the bylaws. Student members will have the same rights and privileges as other members except they are prohibited from holding elected positions and voting.

E. Associate Members

An associate member shall be a physician or dentist who satisfies the eligibility criteria in Article 4, Section 1, and pays the associate membership dues as set forth in Article 5, Section 3 of the bylaws. All associate members must be sponsored by an active CADAH member and submitted to the Board of Directors for approval. Associate members will have the same rights and privileges as other members except they are prohibited from holding elected positions and voting.

ARTICLE 5.
FINANCES

SECTION 1. Fiscal Year

The fiscal year of the organization shall be from January 1st through December 31st

SECTION 2. Designated Signers of Financial Instruments

The Treasurer and one of the following officers: the President, President-Elect or Secretary, are required to sign all checks, drafts, or other orders for payment in the name of CADAH.

SECTION 3. Dues

All dues shall be determined by the Board of Directors and may be changed when deemed appropriate. Dues are non-refundable.

SECTION 4.

All financial affairs of CADAH shall be controlled and managed only by CADAH officers in a no-risk fashion. "No risk" shall be defined by the majority of Board of Directors and Board of Supervisors combined.

SECTION 5.

All expenditures can be reimbursed only for CADAH official functions. Any other official expenses should be pre-approved by the board.

SECTION 6. Certified Public Accountant (CPA)

A CPA is nominated by Board of Directors and approved by two-thirds of the Board members. CPA has no term limit unless decided by two-thirds of Board of Directors otherwise.

ARTICLE 6.
ORGANIZATION AND STRUCTURE

SECTION 1. Annual General Assembly (AGA)

The Annual General Assembly (AGA) consists of the entire body of members. It holds the ultimate power of the organization. It will dictate the election and removal of members, supervisors and directors of the CADAH. It may also amend the bylaws of the organization.

SECTION 2. Board of Directors

The Board of Directors consists of eleven (11) directors. It is the executive apparatus of CADAH subject to the will of the membership. All candidates for director must have been an active member of CADAH for at least one full year immediately before the election. Each

director is elected to a term of two years and is limited to two consecutive terms of the same position. On each even numbered year, six (6) new directors will be elected and on each odd numbered year, five (5) new directors will be elected. In case of a vacancy, a new director will be selected from the four alternate directors, beginning with the alternate director with the most votes at the previous election.

In addition, there will be a Resident Director (ex-officio) and a Student Director (ex-officio), elected among the resident members and student members, respectively, with a term of one year.

SECTION 3. Board of Supervisors

The Board of Supervisors consists of five (5) supervisors who have previously served as an officer of CADAH in the past. It is the supervising apparatus of CADAH. Each supervisor is elected to a term of two years and is limited to two consecutive terms. On each even numbered year, two (2) new supervisors will be elected and on each odd numbered year, three (3) new supervisors will be elected. A person holding directorship shall not be elected to the Board of Supervisors and vice versa. The chair is elected from the Board of Supervisors. Under special circumstances, Board of Supervisors may appoint interim officers to carry on the affairs of CADAH until formally elected officers become available.

SECTION 4. Officers

4A. President

The President must be a director who presides over the Annual General Assembly (AGA) and the Board of Directors and is in charge of the entire function of CADAH. The President holds the office for a term of one year and cannot be re-elected to the office consecutively. The directorship of the President may be automatically extended until the end of the President's term. The President must be a licensed physician or dentist.

4B. President-Elect

The President-Elect must also be a director who assists the President and functions as an Acting President when the President is absent or unable to perform his or her duty. The President-Elect shall hold the office for a term of one year and assume the presidency when the President's term ends. The directorship of the President-Elect may be automatically extended till the end of the terms of President-elect and President. The President-Elect must be a licensed physician or dentist.

4C. Secretary

The Secretary must be a director who is in charge of meeting arrangements and preserving all records and documents belonging to CADAH. The Secretary is nominated by the President and approved by a majority of the directors. The Secretary shall hold the office for a term of one year.

4D. Treasurer

The Treasurer must be a director who is in charge of all affairs related to finance and expenditure of CADAH. Treasurer is nominated by the President and approved by a majority of the directors. The Treasurer shall hold the office for a term of one year. Both immediate past Treasurer, and current Treasurer are responsible for the tax affairs of the previous year.

SECTION 5. Administrative Coordinator

The Administrative Coordinator is a person who is familiar with the affairs and functions of CADAH and can be nominated by the President and approved by a majority of directors. The Administrative Coordinator, who may or may not hold a medical degree, shall perform duties assigned by the President.

SECTION 6. Committees

The existing committees include Education, Scholarship, Publication, Community Affairs, and Membership. The chairperson of each standing committee must be a current director. For any specific and special purposes, the President may form ad hoc committees as needed. The members of the committees may not be the current directors but have to be members of CADAH. The members of the committees are nominated by the President and approved by a majority of the directors.

SECTION 7. Advisors and Honorary Directors

The President may nominate persons to these positions who have special achievement or special contribution to CADAH. They shall be approved by a majority of directors attending the board meeting and hold a same term as the current President. The immediate past President will become an advisor to CADAH for one year.

SECTION 8. Communication

- 1) Membership Directory will be published annually and distributed to all members of CADAH.
- 2) CADAH newsletter will be published quarterly and distributed to all members of CADAH by mail, fax, or email.
- 3) An official CADAH email address should be open to all members. Individuals are prohibited from owning any email address in the name of CADAH. This official email address and the membership email address list shall be maintained by the secretary.

SECTION 9. Record Preservation and the Registered Agent

To comply with the state law, CADAH must keep correct and complete books of accounts and any other official records of the current year and also at least of the past three years. Therefore transfer of records during change of administration becomes a paramount duty of both immediate past administration and the incoming one. The current secretary of CADAH shall be in charge of such duty and of communications with the state government as the registered agent of CADAH.

SECTION 10. CADAH Auxiliary Club

The CADAH Auxiliary Club will be composed of all active CADAH members and their spouses. There are no membership dues for this club. This club will take charge of all social functions of CADAH. The chair of the Auxiliary Club shall be appointed by the president of CADAH with the approval of the Board of Directors, is expected to attend all CADAH Board of Directors meetings as a non-voting member, and shall report directly to the CADAH president.

ARTICLE 7. ELECTIONS

SECTION 1. Directors and Supervisors

In January each year, the President shall form an Election Committee by appointing three directors to be the members of the Election Committee subject to the approval by a majority of directors attending the meeting. The Election Committee accepts nominations for directors and supervisors from both the Board of Directors and from members of CADAH. All candidates for director must have been an active member of CADAH for at least one full year immediately before the election. All candidates for supervisor must have served previously as an officer of CADAH. The Election Committee shall review and approve the qualifications of the candidates before placing their names on the ballot. There should be at least four more candidates for the Board of Directors than the number to be elected to allow for four alternate directors. All nominations and related information must be received by the Election Committee no later than thirty (30) days prior to the Annual General Assembly(AGA) in order to be considered by the Election Committee. The voting by the CADAH members shall be completed no later than two weeks prior the Annual General Assembly by mail, fax, or email. A response from one-third of the eligible voting members will constitute a quorum. In case of special circumstances, the Board of Supervisors or its designees may serve as the Election Committee.

The election of the Resident Director and the Student Director shall coincide with the election of the Directors and the Supervisors.

SECTION 2. President

Each April at the Annual General Assembly, the previous President-Elect shall become President. In case the President-Elect cannot become the President, the Board of Directors may nominate candidate(s) from the board and the President shall be elected by a majority of all directors. Proxies made in writing, fax, or email prior to the board meeting shall be recognized.

SECTION 3. President-Elect

The Board of Directors shall nominate candidate(s) for President-Elect and he/she shall be elected by a majority of all directors. Proxies made in writing, fax, or email prior to the board meeting shall be recognized.

SECTION 4. The Chair of Board of Supervisors

The Chair is to be elected within the Board of Supervisors.

ARTICLE 8.
DISQUALIFICATIONS AND REMOVALS

SECTION 1. Any members, directors, supervisors, and officers of CADAH may be disqualified and removed from office or membership as a result of violating the principles of CADAH or failing to fulfill the duties of said office or having misconduct detrimental to the best interests of the organization.

SECTION 2. The petition for removal shall be filed with the Board of Supervisors which shall conduct the investigation. The petition must be approved by a majority of the supervisors. The approved petition shall then be sent to members of CADAH by mail, fax, or email. A majority vote of all eligible voting members will be required to approve a removal.

ARTICLE 9.
BYLAWS AMENDMENTS AND OTHER IMPORTANT PROPOSALS

SECTION 1. A petition for amendment of the bylaws or other proposals can be raised either by a majority of directors or by at least twelve (12) members of CADAH.

SECTION 2. A petition must be approved by two-thirds vote by mail, fax, email, prior to or at the Annual General Assembly. A quorum is one-third of the total eligible voting members of CADAH. Proxies made in writing, fax, or email prior to the AGA will be accepted.

ARTICLE 10.
MEETINGS

SECTION 1. Annual General Assembly (AGA)

The Annual General Assembly (AGA) shall be convened by the President in April of each year. A quorum is one third of total eligible voting members of CADAH. Proxies made in writing, fax, or email prior to the AGA will be accepted.

SECTION 2. Board of Directors

A meeting of the Board of Directors is to be summoned by the President every three months and any other time as deemed necessary by the President. The supervisors and other CADAH members may attend as observers. The directors who are excused from attending the meeting may be represented by another director with a proxy in writing, fax, or email. An absence of a director from three meetings in a year is considered to be a voluntary resignation. It is the duty of the secretary to give notice of such meetings to all parties concerned. A quorum is one half of total number of directors.

SECTION 3. Board of Supervisors

A meeting of the Board of Supervisors is to be summoned by the chair at any time as deemed necessary.