

**GULF CHAPTER OF THE
AMERICAN ASSOCIATION OF CLINICAL ENDOCRINOLOGISTS**

BYLAWS

**CHAPTER 1
NAME AND PURPOSE**

Section 1. Name. This organization shall be known as the **Gulf Chapter of the American Association of Clinical Endocrinologists** (hereinafter referred to as the "Chapter").

Section 2. Purpose. **The purposes for which the Corporation is organized, which shall continue to be the purposes of the Corporation until and if the same be amended pursuant to the provisions of the Florida Not for Profit Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which a corporation may be incorporated under the Florida Not for Profit Corporation Act are as follows:**

The purposes for which the Corporation is organized and operated shall be to operate solely within the exemption provided for by 26 U.S.C.A., Internal Revenue Code, Section 501(c)(6), and any amendments thereto, including for such purposes, the making of distributions to organization under section 501 (c)(6) of the Internal Revenue Code (or corresponding section of any future Federal tax code), namely:

- A. To ensure optimal care and the highest standard of practice for patients with endocrine diseases, diabetes, and related metabolic disorders.**
- B. To serve as a representative spokesman for and to the physicians in the Chapter treating patients with endocrine diseases, diabetes, and related metabolic disorders.**
- C. To serve as a resource for the development of policy within the Chapter concerning endocrine disease.**
- D. To have all of the powers conferred upon corporations organized under the Florida Not For Profit Corporation Act.**

Section 3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its section 501©(6) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation or organization exempt from Federal income tax under section 501 (c) (6) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

**CHAPTER II
MEMBERSHIP**

Section 1. Eligibility. All members in good standing of the American Association of Clinical Endocrinologists (AACE) licensed to **practice medicine in the countries of Saudi Arabia, Bahrain, Kuwait, United Arab Emirates, Oman and Qatar** shall be eligible for membership in the Chapter.

Section 2. Classes of Members. The formation of, or membership in any category of an AACE chapter shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic origin, national origin, or sexual orientation , or for any other reason unrelated to character or competence. Nor shall membership in any category of a Chapter be denied to any person who meets the requirements for membership as set forth in AACE Bylaws and in the bylaws of the applicant's respective Chapter. In considering applicants for membership, information as to the character, ethics, professional status and professional activities of the individual may be considered. The

Chapter shall have classes of membership identical to the AACE membership classes. The qualifications for membership in the respective classes are:

a) Active Membership. The qualifications for admission to active membership in AACE shall require that the applicant be a physician (MD, DO, or foreign equivalent) who has an active, unencumbered license to practice medicine in the Gulf Country and is engaged, at least 50 percent (50%) of their work time, in the treatment of patients with, or involved in research or educational activities relating to endocrine disease. Each active member shall have the right to vote, hold office, be a director, and serve on committees so long as the member remains in good standing.

b) Associate Membership. The qualifications for admission to associate membership in the Chapter shall require that a physician be enrolled in a postgraduate training program for treatment or investigation of endocrine disease. Associate members may vote, hold office, be a director and may serve on committees.

c) Affiliate Membership: The qualifications for admission to affiliate membership in AACE shall require that a physician be enrolled in a postgraduate residency training program in Internal Medicine or Pediatrics or be enrolled as a student in a medical school accredited by the Association of American Medical Colleges. Affiliate members may not vote, hold office, be directors, or serve on committees.

d) Honorary Membership. Honorary membership may be conferred by the Board of Directors upon such persons who have provided distinguished service to the Chapter or to the endocrinology community. Honorary members shall not be required to pay any dues or assessments and shall not have the right to vote, to hold office or be a director, but may serve on committees.

e) Inactive Membership. Inactive membership may be extended to former active members who are not at the time in active practice, or are confronted by unusual, personal extenuating circumstances as judged by the Chapter Board of Directors. A member may not remain in this category for more than two years, after which the member must reactivate the membership or resign. Inactive members are not required to pay dues or assessments, and may not vote, hold office, be a director, or serve on committees.

f) Emeritus Membership: Active members who have reached age 68 and have retired from practice and who have held continuous membership in good standing in AACE for ten (10) previous years may apply for Emeritus status. Emeritus members may vote, hold office, be a director, and serve on committees. Emeritus members pay no dues but retain all rights to active membership.

g) Retired Membership: (1) Retired Membership in AACE requires that a physician must have reached the age of 65 and be retired from clinical practice, but otherwise qualified for active membership in AACE within the previous five (5) years. Retired members may vote, hold office, be directors, and serve on committees. Retired members pay reduced dues as determined by the Board of Directors and retain all rights of active membership.

Section 3. Termination of Membership. Any members may be disciplined or expelled for conduct, which in the opinion of the Chapter Board of Directors is detrimental to the best interests of the Chapter. Expulsion shall require a two-thirds vote of the total members of the Chapter Board of Directors, present at a meeting. The members against whom the charges are proffered shall be afforded an opportunity to be heard pursuant to such reasonable procedures as provided by the AACE Protocol for Addressing Member Complaints.

The Chapter shall notify AACE of any scheduled hearings and actions within ten (10) days of the date such actions are taken and shall notify AACE of any action terminating a Chapter member at the same time the member is notified. AACE will determine if the reasons for Chapter membership termination also warrant termination of membership in AACE, subject to AACE bylaws regarding member termination procedures.

Section 4. Reinstatement of Members. A person whose membership has been terminated may be reinstated only upon reinstatement of membership in AACE, if the termination was initiated by AACE action, and upon approval by the Chapter Board of Directors and verification of membership in AACE if the termination was initiated by the Chapter.

CHAPTER III MEETINGS

Section 1. Annual Meeting. The Chapter shall hold an annual meeting, open to all members and invited guests, at a time and place designated by the Chapter Board of Directors. The purpose of meeting shall be to elect Chapter Officers and Chapter Board of Directors members, present education programs, and to transact other business that may come before the Chapter.

Section 2. Special Meetings. Special meetings of the membership may be called at any time by the Chapter President, or Chair, after consultation with the Chapter Board of Directors or upon written request of not less than twenty percent (20%) of the membership.

Section 3. Notice of Meeting. A written or printed notice stating the place, day and hour of any Chapter meeting shall be sent to each member of the Chapter not less than thirty (30) days before the date of the meeting. In the case of special meetings, the purpose or purposes of the meeting shall be stated in the notification and no other business shall be transacted except that stated in the call.

Section 4. Quorum. At any meeting of the membership of the Chapter, a majority of the members present and voting at such meeting shall constitute a quorum for the transaction of business.

CHAPTER IV BOARD OF DIRECTORS

Section 1. General Powers. The property and affairs of the Chapter shall be managed by the Chapter Board of Directors.

Section 2. Composition. The Chapter Board of Directors shall consist of: the officers of the Chapter, four members of the Chapter at large, and one member appointed by the Chapter President.

Section 3. Election and Term of Office. The Chapter Board of Directors shall be elected by the members of the Chapter present and voting at each annual meeting of the Chapter, and shall serve for three (3) years. No elected director shall serve for more than a maximum of two (2), three (3) year terms for a maximum of six (6) years unless first elected to fill an unexpired term. In this case, if the remaining portion of the unexpired term is one (1) year, the candidate is eligible for two (2) full three (3) year terms in addition for a total of seven (7) years maximum of service. If the unexpired term is two (2) years, only one (1) three-year term may be served for a maximum of five (5) years.

Section 4. Vacancies. A vacancy on the Chapter Board of Directors may be filled by action of the members of the Chapter Board of Directors at any of its meetings. The individual so appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 5. Meetings. Meetings of the Chapter Board of Directors may be called by the Chapter President, who also serves as Chair of the Chapter Board of Directors, or at the request of a majority of the Chapter Board of Directors members. The President shall fix the place for holding all meetings unless otherwise directed by the Chapter Board of Directors. The Chapter Board of Directors shall meet at least once each year.

Section 6. Notice. A written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be sent to each Chapter Board of Directors member not less than thirty (30) days before the date of the meeting.

Section 7. Quorum. A majority of the members of the Chapter Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Chapter Board of Directors.

CHAPTER V

OFFICERS

Section 1. Officers. The officers of the Chapter shall consist of the President, President Elect, the Secretary/Treasurer and the Immediate Past President.

Section 2. Election and Term of Office. The term of office shall be for one year and the Chapter Officers shall be elected by the members of the Chapter at an annual meeting.

Section 3. Vacancies. If a vacancy in an office occurs it shall be filled by action of the members of the Chapter Board of Directors at any meeting of the Chapter Board of Directors.

CHAPTER VI DUTIES OF OFFICERS

Section 1. President. The President of the Chapter shall be the chief elected officer of the Chapter and shall in general supervise and direct the business and affairs of the Chapter, subject to the direction and control of the Chapter Board of Directors. The Chapter President shall serve as Chairman at all meetings of the membership and of the Chapter Board of Directors. The Chapter President, in consultation with the Chapter Board of Directors and committee chairs, shall appoint the members of all standing and ad hoc committees of the Chapter.

Section 2. Immediate Past President. The Chapter Immediate Past President shall assist the Chapter President in the discharge of the duties of the Chapter President as the Chapter President may direct, and shall perform such duties as from time to time may be assigned by the Chapter President. In the absence of the President, the Immediate Past President shall perform the duties of the Chapter President.

Section 3. President Elect. The Chapter President Elect shall perform duties as from time to time may be assigned by the Chapter President or by the Chapter Board of Directors.

Section 4. Secretary. The Chapter Secretary shall:

- (a) Notify all members in advance of all Chapter member meetings;
- (b) Keep a record of the proceedings of all Chapter annual meetings and the meetings of the Chapter Board of Directors.
- (c) Otherwise perform the duties expected of a Chapter Secretary.

Section 5. Treasurer. The Chapter Treasurer shall:

- (a) Oversee the collection and retention of all funds due or accepted by the Chapter;
- (b) Expend the funds under the direction of the Chapter Board of Directors;
- (c) Submit to the Chapter Board of Directors an annual financial report;
- (d) Arrange for an audit of the financial records (if necessitated);
- (e) Otherwise perform the duties expected of a Chapter Treasurer.

CHAPTER VII COMMITTEES

Section 1. Establishment and Composition. Committees may be established by resolution of the Chapter Board of Directors, adopted at any duly called and constituted meeting. The size, purposes and powers of any such committee shall be as provided in such resolution. The Chapter President shall, in consultation with the Chapter Board of Directors, appoint the members of each such committee, the chairman of each committee, and any subsequent vacancies. All standing committee appointments must have the approval of the Chapter Board of Directors. A member may be removed from any committee by the Chapter President, whenever, in the judgement of the Chapter President and Chapter Board of Directors the best interests of the Chapter shall be served by such termination.

Section 2. Length of Term on Committees. The length of the term of members of all committees shall be determined by the Chapter Board of Directors.

Section 3. Reporting. All Chapter committees shall report to the Chapter Board of Directors.

Section 4. Nominating Committee. The Nominating Committee shall consist of the current Chapter President, the two Immediate Past Presidents of the Chapter, and two members elected by the Chapter Board of Directors. The Nominating Committee shall present to the Chapter Board of Directors its nominations for each office at least 30 days in advance of the annual meeting of the membership of the Chapter. The Chapter Board of Directors will present the nominations to the membership at the annual Chapter meeting.

Section 5. Ad Hoc Committees. All ad hoc committees and task forces shall be established by the President at the direction of, or with the approval of, the Chapter Board of Directors. All such committees shall have only such authority as delegated by the Chapter Board of Directors and may make recommendations to the Board for establishment of Chapter policy.

Section 6. Standing Committees. All standing committees shall be established by the President at the direction of, or with the approval of, the Chapter Board of Directors. All such committees shall have only such authority as delegated by the Chapter Board of Directors and may make recommendations to the Board for establishment of Chapter policy.

CHAPTER VIII DUES AND ASSESSMENTS

Dues and Assessments. (a) The Chapter Board of Directors, at its session held during the Chapter's Annual Meeting, shall review the dues for all categories of membership and determine if there will be dues assessed to the membership. Recommendations for dues changes by the Board of Directors shall be approved by majority vote of the Chapter Membership in attendance at the Annual Meeting.

(b) Dues are due and payable on January 1 of each calendar year or as prescribed by the Chapter Board of Directors. Members will be sent a reminder of unpaid dues sixty (60) days after the due date. Members whose dues remain unpaid ninety (90) days after the due date are considered delinquent and will be notified of the delinquent status and informed that their membership benefits have been discontinued until such time as the dues are paid. Members whose dues remain unpaid after six (6) months from the due date (January 1st) will be dropped from membership.

CHAPTER IX REPORTING

The Chapter shall make available upon request to the AACE Chapters Steering Committee a report that includes:

- (a) a statement of income and expenses signed by a duly-authorized Chapter Officer (usually the Secretary/Treasurer);
- (c) a summary of Chapter activities for the previous and forthcoming twelve-month period.

CHAPTER X CHAPTER AND NATIONAL RELATIONS

Any bylaws adopted by this or any other or subsequent Chapter of the American Association of Clinical Endocrinologists, or any future amendments hereto, must be submitted to AACE's Bylaws Committee for review.

Neither the Chapter nor any of its officers, or members, is authorized to represent or in any way bind AACE, nor will any of them in any way hold themselves out as being authorized to do so without specific authorization of AACE. AACE shall inform the Chapter of all policy and position statements in order for Chapter statements to be consistent with those of AACE, and major new policy statements by the Chapter shall be developed in consultation with AACE leadership.

The President or Chapter Chair will:

- (a) coordinate with the Chapter in membership recruitment;
- (b) serve as an AACE liaison representative to the Chapter;

AACE may terminate Chapter status and /or revoke use of the AACE name for any Chapter if the AACE Board of Directors finds that the Chapter has engaged in activities detrimental to the best interests of AACE. The Chapter shall be afforded an opportunity to be heard pursuant to such reasonable procedures as the AACE Board of Directors shall provide.

CHAPTER XI INDEMNIFICATION

To the full extent permitted by law, the Chapter will indemnify any and all of its officers, Board of Directors, and committee members for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with or for the Chapter. The Chapter may purchase and maintain insurance on behalf of any or all officers, Board of Directors, or committee members against any liability asserted against any such person, and incurred in any such capacity, whether or not the Chapter would have the power to indemnify them against such liability under the provisions of this article. Furthermore, the Chapter agrees to hold harmless AACE from any and all claims or liabilities, including reasonable counsel fees, which arise out of the Chapters, its employees, agency and assigns act.

CHAPTER XII ETHICS

Members of the Chapter are expected to exhibit high ethical and moral standards. The Bylaws of AACE provide a mechanism for addressing matters related to the ethical conduct of all members of the Chapter.

CHAPTER XIII AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the voting members present at the annual meeting of the Chapter, provided that written notice of the proposed change or changes has been mailed to each voting member and to the AACE Chapters Department in the national office at least thirty (30) days before the date of the meeting and provided further that such amendments or new Bylaws do not conflict with the provisions of AACE.

CHAPTER XIV DISSOLUTION

Upon dissolution of this Corporation, its assets (after payment of all debt and other liabilities) shall be distributed to such nonprofit corporations or other organization recognized as tax-exempt pursuant to section 501 ©(3) or (6) of the Internal Revenue Code, or corresponding section of any future Federal tax code, provided that any such corporation or organization is devoted to medical research, scientific or other purposes related to the practice of endocrinology, and is designated as a recipient of such assets by a majority of the Board of Directors of the Chapter holding office at the time of the dissolution.

CHAPTER XV
PARLIAMENTARY PROCEDURE

Parliamentary Procedure. Parliamentary procedure not provided by these Bylaws shall be according to Davis' Rules of order, 1992 edition.