



DRAFT

BYLAWS OF DOCARE INTERNATIONAL, NFP

Adopted as of MONTH DAY, YEAR

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ARTICLES OF INCORPORATION

The Articles of Incorporation of DOCARE International, NFP were filed in the office of the Illinois Secretary of State on the 15th day of February, A.D. 2001 as provided for by the "General Not for Profit Corporation Act" of Illinois. The purpose for which this corporation is organized are:

To receive and maintain a fund or funds of assets to use and apply the whole or part of the income therefrom and the principle thereof exclusively for charitable, scientific, and educational purposes in promoting the health and physical well-being of people in the limited states, territories and foreign countries who have inadequate care.

The corporation is tax exempt under Section 501(c)(3) of the Internal Revenue Code. The number assigned to the corporation by the IRS is: 36-4411602.

ARTICLE 1 – NAME

- 1.1.1. The name of the organization is “DOCARE INTERNATIONAL, NFP.”

ARTICLE 2 – GOALS

- 2.1.1. The goals of DOCARE International are:
1. Promoting health and physical well-being of people in the United States and in foreign countries who have inadequate health care,
 2. Coordinating a body of physicians (D.O. and M.D.), other health care professionals and interested volunteers to provide health care services in areas of need in the world,
 3. Establishing hospitals and clinics where needed in foreign countries as per the laws of the governments of those countries, and
 4. Carrying on any other lawful activities which may be deemed necessary and related to the purposes of this organization.

ARTICLE 3 – MEMBERSHIP

Section 1. Membership eligibility and admission procedure.

- 3.1.1. Membership shall be open, as provided herein, to the individuals interested in furthering the objectives of DOCARE. Applications for membership shall be accompanied by payment of the appropriate dues amount and any assessments.

Section 2. Rights of Members.

- 3.2.1. Members in good standing shall be entitled to vote and hold office. All categories of members shall be entitled to attend general membership meetings as members of the organization.

Section 3. Categories.

- 3.3.1. The categories of members and their eligibility requirements are as follows:
1. Regular Members. Licensed physicians, other qualified health care professionals, and interested lay people with helpful skills, are eligible to become regular members.
 2. Student members. Students in colleges of medicine or students in related health care programs are eligible for membership.
 3. Resident members. Residents in approved programs are eligible for membership.
 4. Pre-health Student members. Students not yet in medical school or another health training program are eligible for membership.
 5. Life members. Life membership is available upon application.

Section 4. Membership Dues.

- 3.4.1. Membership dues will be established by the board. The board shall have the authority to adjust dues for any type of membership.

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Section 5. Terms and Renewal.

3.5.1. Membership terms are set as follows:

- ~~Membership terms are renewed on an annual basis except for lifetime members. Lifetime members are for the duration of the member's life.~~

Deleted: <#>Pre-health students: One year from date of enrollment¶
Medical Student: From student member's date of enrollment through September 15th of the year of graduation¶
Residents: From the resident's enrollment date through the duration of their residency¶
program¶
Regular: One year for the enrollment or renewal date¶
Lifetime: The duration of the member's life

Section 6. Termination of Membership.

- 3.6.1. The Board may terminate the membership of a member, including a trustee or officer, for nonfeasance, malfeasance, for conduct detrimental to the interests of the organization and the purposes for which it was founded, for refusal to render reasonable assistance in carrying out its purposes or for lack of sympathy with its objectives, provided that such member, trustee or officer is given notice of his or her right to appear personally or by a representative before the Board at a designated time and place not less than thirty (30) days after such notification and at such time be given the opportunity to be heard.
- 3.6.2. After the hearing, if any, such membership or other status may be terminated by a two-thirds [\(2/3\)](#) vote of the trustees present at such meeting.

Section 7. Rights of Members on Termination of Membership.

- 3.7.1. The rights of a member, including a trustee or officer, to vote and all rights, title, and interest in or to the organization shall cease on the termination of membership.

ARTICLE 4 – GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Meeting.

- 4.1.1. An Annual Meeting of the organization shall be held for the purpose of electing officers and trustees, hearing reports from the Board and for the transaction of such other business as may arise. Said meeting can be held in person or electronically at the discretion of the Board.

Section 2. Notice of Annual Meeting.

- 4.2.1. Members shall be notified of the date, time and place of the Annual Meeting at least [thirty \(30\)](#) days prior to the meeting (by mail, electronic or postal).

Section 3. Special Meetings.

- 4.3.1. Special meetings of the organization may be called by the President, Vice President, and two (2) trustees, or upon receipt of a written request of one-third [\(1/3\)](#) of the members of the organization.

Section 4. Notice of Special Meetings.

- 4.4.1. Notice of a special meeting slating the date, time, place, and purpose shall be sent by mail (electronic or postal) to each member no less than fifteen (15) days prior to such meeting.

Section 5. Quorum.

- 4.5.1. Twelve (12) members of the organization shall constitute a quorum. Action can be taken based on a majority of those present.

ARTICLE 5 – BOARD OF TRUSTEES

Section 1. Management.

DOCARE international shall be managed by the board of trustees. The board shall have the power to:

- 5.1.1. Maintain oversight of all financial decisions including but not limited to the approval of an annual budget, selecting an auditor, receiving an annual audit report, and making investment decisions.
- 5.1.2. Determine programmatic direction and identify and enter into partnerships to advance the organization's mission.
- 5.1.3. Establish, appoint, and maintain committees, task forces, and identify advisors as needed to achieve the goals of DOCARE.
- 5.1.4. Engage the services of a management company on such terms and duration as they determine.

Section 2. Board Composition.

- 5.2.1. The officers of the organization, hereafter known as the Executive Committee, and trustees shall constitute the Board.

Section 3. Number of Trustees and Terms.

- 5.3.1. The number of trustees of the organization shall not be less than twelve (12) and no more than nineteen (19) including the members of the executive committee. One seat shall be designated for the Immediate Past President. All trustees must be current members of the organization.
- 5.3.2. Terms of office for all Trustees-at-Large are three (3) years. There will be three (3) new trustees at large each year; the terms shall be staggered to provide continuity over the years.
- 5.3.3. Terms of office for the resident and student representatives is one (1) year.
- 5.3.4. Terms of office for the President, Vice President, Treasurer, Secretary, and Immediate Past President is for one (1) year.
- 5.3.5. All Trustees are eligible to be re-elected to the Board.

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Section 4. **Nominations and Elections** of Trustees.

5.4.1. ~~A call for nominations shall occur at least one hundred fifty (150) days before the annual membership meeting.~~

~~Nominations may be made by any DOCARE member and members may self-nominate.~~

5.4.2. ~~The nominating committee shall receive nominations at least one hundred twenty (120) days before the annual membership meeting.~~

5.4.3. The nominating committee shall review and discuss nominations for positions on the board at least ninety (90) days before the annual meeting.

5.4.4. The Nominating Committee shall ~~recommend~~ one (1) person for each of the open positions and submit the slate to the ~~Executive Committee~~ at least ~~sixty (60)~~ days prior to the annual meeting.

5.4.5. ~~The Executive Committee shall accept or can propose alternate candidates for any or all open positions to submit to the Board of Trustees at least forty-five (45) days prior to the annual meeting~~

5.4.6. The Board of Trustees will vote to approve or not approve of the slate as presented at least thirty (30) days prior to the annual membership meeting.

5.4.7. Once approved the ~~recommended slate shall be submitted electronically to the general membership at least thirty (30) days prior to the annual membership meeting.~~

5.4.8. ~~The approved slate shall be presented at the annual membership meeting to be voted upon.~~

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The president shall appoint a nominating committee according to section 11.3.1.¶

The nominating committee shall receive nominations for positions on the board from DOCARE membership at least one hundred twenty (120) days before the annual membership meeting....

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Section 5. Resignation and Removal of Trustees.

5.5.1. Any trustee may resign at any time by giving written notice to the secretary. In addition, any trustee may be removed by a two-thirds (2/3) vote of the members of the board, whenever, in their judgement, the best interest of the organization would be served by such removal.

Section 6. Vacancies.

5.6.1. Any vacancy in the board occurring during the year, not otherwise addressed in these bylaws, shall be filled by the executive committee who shall select an eligible member to fill the vacated position until the next annual meeting.

Section 7. Orders.

5.7.1. The Board shall be subject to the orders of the organization, and none of its acts shall conflict with action taken by the organization.

Section 8. Board Meetings.

5.8.1. Meetings of the board shall take place at least ~~quarterly, one of which shall be designated to be the annual meeting.~~ Other regular meetings of the board may also be held at such time and place as the board may provide by resolution and is communicated to all board members. Regular meetings of the board may take place electronically in accordance

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with section 11 of this article. The board may reserve the right to meet in executive session.

- 5.8.2. Special meetings of the Board may be called by the President or upon the written request of three (3) members of the Board. Notice of all Board meetings, except as herein otherwise provided, shall be given by email to each trustee at least fifteen (15) days prior to the meeting.
- 5.8.3. Any business may be transacted at any Board meeting with a quorum.
- 5.8.4. Board members are required to attend seventy percent (70%) of board meetings annually or the board member may be removed, unless the absence is excused by the President.
- 5.8.5. Guests may attend board meetings by invitation upon approval of a majority of the executive committee.

Section 9. Quorum.

- 5.9.1. At least fifty percent (50%) plus one (1) of the Board shall be necessary to constitute a quorum for the transaction of business.

Section 10. Meetings of the Board of Trustees and the Executive Committee.

- 5.10.1. Between meetings of the Board of Trustees and of the Executive Committee, the Executive Committee shall have authority to vote on any matter requiring immediate attention by means of alternate communication designated by the President, including electronic mail, facsimile or telephonic communication. Any action taken by the executive committee shall be entered into the Board's minutes and records at the next meeting of the Board.

Section 11. Participation by Electronic or Other Means.

- 5.11.1. Board members may participate in and act at any board meeting using a conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other assuming it is determined to be financially appropriate by the board. Participation in such meeting by electronic or other technology shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE 6 – OFFICERS

Section 1. Officers and Terms.

- 6.1.1. The officers of the organization shall be the President, Vice President, Secretary, Treasurer, and Immediate Past President.
- 6.1.2. All officers have voting privileges.
- 6.1.3. Any two (2) offices, except those of the President and Vice Presidents, and Treasurer, may be held by the same person however, a person may not have more than one vote.
- 6.1.4. Officer terms shall be one (1) year in duration. No member shall be eligible to serve more than four (4) consecutive terms in the same office.

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6.1.5. It is expected that the Vice President will ascend to the Presidency in the years following their **election**, subject to the nomination committee and selection by the Board of Trustees

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Section 2. President.

- 6.2.1. The President shall preside at all meetings of the Board, the Executive Committee and the general membership.
- 6.2.2. They shall appoint and be the ex-officio member of all committees except the Nominations Committee.
- 6.2.3. They shall have **and** exercise general charge and supervision of the affairs of the organization and shall perform such other duties as may be assigned by the Board. They, with the approval of the Executive Committee, shall have the authority to assign Board members specific responsibilities and titles to further the organization's objectives during the President's term in office.

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Section 3. Vice President.

- 6.3.1. This officer, at the request of the President or in the event of their absence or disability, shall perform the duties and exercise the powers of the President.
- 6.3.2. This officer shall serve as the Chair of Finance. They shall perform such other duties as may be assigned by the Board.

Section 4. Secretary.

- 6.4.1. This officer shall have charge of such correspondence, documents and papers as the Board may determine and shall have custody of the corporate seal.
- 6.4.2. They shall keep minutes of all Board and members' meetings.
- 6.4.3. They may sign with the President or Vice President in the name of or on behalf of the organization, any contracts or agreements authorized by the Board.
- 6.4.4. When so directed by the Board, this officer may affix the seal of the organization.
- 6.4.5. The secretary may assign any of the above duties to a designated **ed** individual.

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Section 5. Treasurer.

- 6.5.1. This officer shall have supervisory capacity of all funds and assets of the organization, subject to such regulations as may be imposed by the Board. They may be required to give bond for the faithful performance of duties, in such sum and with such sureties as the Board may require.
- 6.5.2. When necessary or proper, this officer may endorse on behalf of the organization for collection checks, notes and other like instruments and shall deposit the same to the credit of the organization at such bank or banks approved by the Board.
- 6.5.3. They shall sign all receipts and vouchers and, together with such other officer or officers, designated by the Board, shall sign all checks of the organization and other like instruments; except in cases where the signing and execution thereof shall be expressly designated by the Board to some other officer or agent of the organization.

- 6.5.4. They shall make such payments, as may be necessary or proper to be made on behalf of the organization.
- 6.5.5. They shall maintain a full and accurate account of all assets and monies received and paid or incurred by the officer for, or on account of the organization. These financial records shall be made readily available at all reasonable times to any trustee or member.
- 6.5.6. They shall cause an accounting to be made by an appropriate outside agent of corporate finances each year and present same to the Board.
- 6.5.7. The treasurer may assign any of the above duties to a designated individual.

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Section 6. Executive Director.

- 6.6.1. The Executive Director is responsible to the Board of Trustees for all phases of their work. They are a member of the Board of Trustees and Executive Committee and are a member of all committees except the Nominating Committee, though have no voting privileges.
- 6.6.2. The Executive Director shall maintain an adequate office and be responsible for the Articles of Incorporation, copies of the Society Bylaws, filing and maintaining current, all state and federal documents, and all records and contracts of the Society. They shall be responsible for business matters pertaining to the Society and its membership including the collection of dues and assessments, roll and attendance of membership, and notification of the membership meetings.
- 6.6.3. Business Duties. The Executive Director shall conduct the general correspondence of the Society, shall execute a bond satisfactory to the Board of Trustees for security of the funds of the Society, and shall maintain a manual of procedures for the business office. They shall perform such other duties as may be required of them by the Board of Trustees and the Executive Committee.
- 6.6.4. Legal Duties. The Executive Director shall conduct, shall receive, and process all legal issues problems submitted to the office using legal counsel as required.
- 6.6.5. Public Relations Duties. The Executive Director is responsible for Public Relations activities of the Society and shall work with and advise all Committees involved in publicity and similar functions related to the education of persons and groups important to the welfare of the organization.
- 6.6.6. Record-Keeping. The Executive Director shall keep accurate record of the Board of Trustees meetings; keep on file, an accurate record of all transactions; and make an annual report to of the Board of Trustees.
- 6.6.7. The Board of Trustees may assign any of the above duties to a designated individual or outside agency.

Section 7. Immediate Past President.

- 6.7.1. The officer shall serve as the Chair of Nominating Committees and shall perform additional duties as prescribed by the President.

Section 8. Vacancies.

- 6.8.1. Any vacancy shall be filled by the Executive Committee who will select an eligible member to fill the vacated position until the next Annual Meeting.

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Section 8. Selection of Officers.¶
The position of President, Past-President, Vice President, Secretary and Treasurer shall be elected as outlined in Article 6, Section 4, for a term of two years. ¶

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ARTICLE 7 – DUES

Section 1. Dues.

7.1.1. Membership dues shall be determined by the Board of Trustees.

Section 2. Payment of Dues.

7.2.1. Membership dues are paid according to the membership terms outlined in section 3.5.1.

7.2.2. Membership dues are non-refundable.

7.2.3. A member whose dues remain unpaid shall become suspended from the membership rolls. They shall be reinstated upon dues payment and assessments.

Section 3. Assessments.

7.3.1. To meet emergencies or to support a specific goal of the Board of Trustees may institute assessments. The annual assessment may not exceed the amount of the annual membership dues. Failure to pay assessments may incur the same penalty as failure to pay membership dues.

ARTICLE 8 – ASSETS

Section 1. Prohibition in Sharing in Corporate Assets.

8.1.1. No member, trustee, officer, employee or person connected with the organization shall receive at any time any of the assets of the organization. This does not prevent the payment to any member, trustee, officer or employee reasonable expenses for medical missions or attendance at meetings for members of the Board or agent of the organization. Reasonable compensation for service rendered to or for the organization in effecting any of its purposes is established by the Board.

ARTICLE 9 – CHAPTERS

9.1.1. A chapter shall apply for recognition and receive the approval of the Board of Trustees or the Executive Committee. It must be affiliated with an accredited educational institution. A chapter consists of an advisor or elected officers, meets at least twice a year, and pays membership dues.

ARTICLES 10 – COMMITTEES

Section 1. Executive Committee.

10.1.1. The Executive Committee is composed of the officers of the organization. The Committee shall meet at least quarterly. The Executive Committee shall have general supervision of the affairs of the organization between its business meetings, fix the hours and place of meetings, make recommendations to the organization, and perform such other duties as are specified by these bylaws.

Section 2. Finance Committee.

10.2.1. The Finance Committee, composed of the Treasurer, President, Vice President, and Immediate Past President, shall be constituted promptly after each annual meeting. It shall be chaired by the Vice President. It shall be the duty of the committee to prepare a budget for the fiscal year and ensure that the financial affairs of DOCARE International are conducted in a prudent manner.

Section 3. Nominating Committee.

10.3.1. The Nominating Committee shall be composed of at least three (3) ~~members of the organization~~, appointed by the current President ~~and chaired by the Immediate Past President~~. It shall meet at the call of its Chairperson, at least ~~ninety (90)~~ days prior to the Annual Meeting. It shall submit ~~a slate of their recommended~~ nominees to the ~~Executive Committee~~ at least ~~sixty (60)~~ days prior to the annual meeting as outlined in ~~5.4.4~~.

10.3.2. ~~The nominating committee shall review award nominations and submit recommendations to the Board of Trustees for consideration.~~

Section 4. Council of Past Presidents.

10.4.1. The Council of Past Presidents Committee is chaired by the immediate past president and will advise the president.

Section 5. Legislative Committee.

10.5.1. ~~The Legislative Committee shall be composed of at least three (3) members of the organization and chaired by the Parliamentarian. The Parliamentarian shall be a member of the Board of Trustees and appointed by the President. They shall meet annually and as needed to review the bylaws and make recommendations to submit to the Board of Trustees.~~

Section 6. Other Committees.

10.6.1 With the approval of the Executive Committee, the President has the right to create ad-hoc committees or task forces and appoint committee members.

ARTICLE 11 – CONTRACTS

11.1.1. The Board, except as in these bylaws otherwise provided, may authorize any officer, agent, or employee to enter into any contract or execute and deliver any instrument in the name and on behalf of the organization. Such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the organization by any contract or agreement or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

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ARTICLE 12 – RULES OF PROCEDURE

12.1.1. The current edition of Robert's Rules of Order Newly Revised shall govern all meetings of the organization and the Board so far as applicable and when not inconsistent with these Bylaws.

ARTICLE 13 – AMENDMENTS

13.1.1. The Board of Trustees shall have power to recommend amended provisions of these bylaws not governed by the Articles and Laws of Incorporation by an affirmative vote of a two-thirds majority of the Board of Trustees.

13.1.2. Upon receiving a copy of the amendment, it shall be the duty of the executive committee to cause it to be available to all DOCARE International members at least thirty (30) days prior to a DOCARE general membership meeting.

13.1.3. Vote by general membership will occur at this meeting.

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ARTICLE 14 – DISSOLUTION OF ORGANIZATION

14.1.1. No person or persons or organizations shall be entitled to share in the distribution of the organization's assets upon dissolution of the organization. All members of the organization shall be deemed to have expressly consented and agreed upon dissolution or winding up of the affairs of the organization, whether voluntary or involuntary, the assets of the organization, after all debts have been satisfied, then remaining in the hands of the Treasurer shall be distributed conveyed, delivered and paid over in such amounts as the Board may determine, or as may be determined by the court of competent jurisdiction upon application of the Board, exclusively to charitable and scientific organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they may now exist or as they may be amended hereafter.

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These Bylaws have been duly updated and adopted as of MONTH DAY, YEAR.

