

Bylaws

BY-LAWS OF THE ASSOCIATION OF HAITIAN PHYSICIANS ABROAD (A.M.H.E., INC.)

Revised by the By-laws Committee in May 2011

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A.M.H.E.

Mission Statement

Above all else, the A.M.H.E. is committed to serve the interests of its members, and to address the medical needs and concerns of the Haitian community abroad and at home.

In recognition of this commitment, the A.M.H.E. will strive to provide the members with professional information to benefit their practice, and to improve the health and welfare of their communities, the Haitian community in particular.

ARTICLE I

NAME

The Association should be identified as follows:

Association of Haitian Physicians Abroad, Incorporated (A.M.H.E, Inc.)
(Association des Médecins Haïtiens à l'Étranger)

ARTICLE II

OBJECTIVES OF THE ASSOCIATION

- 1) To promote medical science among Health care professionals of Haitian origin or others interested in Haitian health issues.
- 2) To defend the interests of physicians, dentists and other allied health professionals abroad in their respective communities.
- 3) To offer its members the opportunity to participate in social, educational and cultural activities.
- 4) To strengthen bonds between Haitian physicians, dentists and other Allied Health Professionals residing outside of Haiti and to assist them in the organization of their professional life.
- 5) To encourage its members to maintain contacts with the schools of medicine, the schools of dentistry, other medical associations and the entire medical community in Haiti and abroad for the purpose of assisting them.

ARTICLE III

ADDRESS

The official addresses of the A.M.H.E. are:
1166 Eastern Parkway, Brooklyn, New York, 11213
www.AMHE.org

ARTICLE IV

GENERAL ORGANIZATION

Section I Components

The Association is composed of:

- The membership
- The Central Executive Committee
- A Board of Trustees
- The Regional Chapters
- The General assembly
- The AMHE Foundation

Section II Finances

- 1) The funds of the Association shall consist of:
 - o Regular dues of the members
 - o Gifts
 - o Possible legacies
 - o Proceeds from profitable activities
 - o Grant funding for special or specific projects with or without the Foundation
- 2) The funds of the Association shall be allocated:

- o To run the expenses of its operations
 - o To a reserve fund
 - o To various projects voted by the General Assembly
 - o To facilitate or to develop grant-funded projects
- 3) The Association shall have a bank account in its name. Withdrawals of funds are signed by the treasurer, the assistant-treasurer and in extremis by the president.
- 4) The treasurer shall manage the finances of the Association and shall present an annual accounting report to the General Assembly.
- 5) Management of the finances shall be under the control of the Executive Committee and should be reported, on a quarterly basis, to the Board of Trustees.
- 6) The Executive Committee shall be collectively responsible for managing the funds of the Association before the Board of Trustees and before the General Assembly.
- 7) The expenditures of the Association shall be established on the basis of the budget prepared within 60 days after the appointment of the new Executive committee, voted and approved shortly thereafter by the Finance committee. At the annual convention, this budget shall be submitted to the Board of Trustees and to the General Assembly.

Section III Generalities

- 1) No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its trustees, officers or other private persons. However, the Association shall be authorized and empowered to make reasonable reimbursement to said persons for expenses incurred in furtherance of the purpose set forth in these By-laws.
- 2) No part of the activities of the Association shall be devoted to participate in any political campaign for or against any candidate for public office; nor shall the Association engage in any activities not permitted to be carried out by an organization exempt from federal income tax under Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue laws).
- 3) The AMHE shall have and continue to have the status of an organization which is exempt from federal tax under Section 501 © (3) of the Internal Revenue Service Code of 1954 and these by-laws shall be construed accordingly and all powers and activities hereunder shall be granted and limited accordingly. Notwithstanding anything herein to the contrary, the trustees and officers shall have the power to take such action as necessary to continue to conform with said Internal Revenue Code.
- 4) The AMHE shall exert its authority in recruiting experts or consultants to meet the grant requirements fixed by the Internal Revenue Service guidelines.
- 5) Upon the dissolution of the Association and after payment of just debts and liabilities, the Board of Trustees shall dispose of all assets of the AMHE in such manner or to such organizations operated exclusively for charitable, educational or scientific purposes.

ARTICLE V

MEMBERSHIP

Section I Nature of the membership

Membership of the A.M.H.E. is a privilege which may be extended only to those who can continuously meet the qualifications, standards and requirements set forth in these By-laws. Membership is duly recognized by an Identification card which is the property of the A.M.H.E.

Section II Categories of membership

The Association includes 4 categories of members:

- o Active members
- o Associate members
- o Affiliate members
- o Honorary members

1)- Active member

Any physician (M.D. or D.O.), dentist of Haitian origin and holder of a practical medical license from an accredited university can be an active member of the A.M.H.E. The member may be currently practicing, or may be retired.

2)- Associate member

Any graduate physician (M.D. or D.O.), dentist, of Haitian origin and not holder of a practical medical license; other physician and licensed Health Care Professional (chiropractor, podiatrist, nurse practitioner, physician assistant, pharmacist) regardless of the origin, can be an associate member.

3)- Affiliate member

Any person working in the health care field, regardless of the origin, medical and dental students included, desiring to promote the objectives of the AMHE can be an affiliate member.

4)- Honorary member

The qualification of honorary member is conferred by the Board of Trustees upon an individual who has contributed to the advancement of medical science, to the welfare of the Haitian community or to the advancement of the Association in an extraordinary manner.

Section III Privileges

1) – Active members

- o shall pay annual dues
- o shall attend the meetings of the Association
- o have the right to vote
- o have the right to be elected officers of the Central Executive Committee
- o have the right to be elected as directors on the Board of Trustees
- o have the right to AMHE benefits package.

2) – Associated Members

- o shall pay annual dues
- o shall attend the meetings of the Association
- o shall have the right to vote
- o shall not have the right to be elected officers of the Central Executive Committee
- o shall not have the right to be elected as directors on the Board of Trustees
- o can participate in different committees of the A.M.H.E.
- o have the right to AMHE benefits package

3) – Affiliate members

- o shall not pay annual dues
- o shall attend the meetings of the Association
- o shall not have the right to vote

- o shall not have the right to be elected officer of the Central Executive Committee
 - o can participate in different sub-committees of the Chapters.
- 4) – Honorary members
- o shall not pay annual dues
 - o shall attend the meeting of the Association by invitation
 - o shall not have the right to vote
 - o shall not have the right to be elected officer of the Central Executive Committee
 - o can execute specific functions or tasks assigned by the officers of the chapters or of the Central Executive Committee of the A.M.H.E.

Section IV Application

The application form shall be in writing, shall be signed by the applicant and shall be submitted to the regional Chapter of the A.M.H.E.. The applicant who resides outside the jurisdiction of a regional Chapter should make his application to the secretary of the Central Executive Committee. The application form shall include but is not necessarily limited to the following:

1) Acknowledgment and agreement

A statement that the applicant has received and read the By-laws of the Chapter, the By-laws of the Association and that he or she agrees to be bound by the terms thereof in all matters relating to consideration of his or her application.

2) Qualifications

- a. Detailed information concerning the applicant including affirmative pledges in satisfaction of the basic qualifications specified in Article V, Section II and any additional qualifications specified herein for the particular membership status for which he or she is applying.
- b. Upon acceptance, the new member shall pay the dues – if any – to the treasurer of the regional Chapter or to the treasurer of the Executive Committee.
- c. The membership is for one year automatically renewable except in case of nonpayment of the dues, resignation, disciplinary sanctions.
- d. The membership status shall change any time the requirements for any other status are met.

Section V Dues

- 1) - The amount of the dues shall be decided by the Board of Trustees before the fiscal year and shall be communicated to all chapters, after approval by General Assembly.
- 2) - The dues shall be collected during the first three (3) months of the fiscal year. The fiscal year shall extend from January first to December thirty first.
- 3) - A percentage of the collected dues shall be turned over to the treasurer of the Executive Committee by the treasurers of the regional Chapters, who shall provide a list of the payees to the Executive Committee. The percentage shall be decided by the Board of Trustees, communicated yearly to all chapters and readjusted at the Board discretion.
- 4) - The treasurer of the Executive Committee shall provide a list of the payees to their respective regional chapters and turn over to the said chapters a percentage of the directly collected dues. The percentage shall be decided by the Board of Trustees.
- 5)- The privileges of the member except the one to attend the meetings, shall be suspended for nonpayment of dues.

Section VI Resignation

A resignation letter shall be sent to the secretary of the chapter or to the secretary of the Central Executive Committee.

Section VII Sanctions

The various disciplinary sanctions shall include:

- o Reprimand
- o Suspension with loss of privileges
- o Expulsion

1)- Whenever the activities or professional conduct of any member are reasonably probable of being detrimental to the Association, an evaluation of the activities of professional conduct may be requested by a regional Chapter, by the Board of Trustees.

2)- All requests shall be in writing submitted to the Governance and Ethics committee, and supported by reference to the specific activities or conduct that constitute the grounds for the request. The chairperson of the Governance and Ethics committee shall promptly notify the member in writing of all requests received by the committee

3)- When a request for evaluation or corrective action of a member is received, the Governance and Ethics committee shall promptly meet and discuss the matter. Prior to making any recommendation to the Board of Trustees, the member who is being evaluated shall have an opportunity to meet with the Governance and Ethics committee. A record of the interview shall be made and shall be included in the report to the Board of Trustees.

4)- The Governance and Ethics committee shall issue a written report and recommendations to the Board of Trustees within thirty (30) days. Such recommendations may include:

- Reprimand
- Suspension with loss of privileges
- Revocation of membership

The recommendations should be communicated to the member being evaluated, and he or she should also be notified thirty (30) days prior to the deliberations of the Board of Trustees. The member who is being evaluated shall have an opportunity to meet with the Board of Trustees.

5)- In order to validate a decision of disciplinary sanction, a majority of two-thirds (2/3) by the Board of Trustees shall be required.

6)- No later than thirty (30) days following the deliberations of the Board of Trustees, the member who is being evaluated shall be informed of the action of the Board of Trustees. Such action may include:

- o Rejecting the request for corrective action
- o Reprimand
- o Suspension with loss of privileges
- o Revocation of membership

7)- The time periods specified in the By-laws are intended to provide guidelines for the routine process. Deviation from time periods set forth herein shall not be grounds for invalidating action taken.

ARTICLE VI

CENTRAL EXECUTIVE COMMITTEE OF THE A.M.H.E.

Section I Administrative body

1) The Central Executive Committee of the A.M.H.E., hereafter designated as the Executive Committee shall take care of the day to day activities of the Association.

2) The Central Executive Committee shall assure the general functioning of the Association, and shall execute the decisions approved by the Board of Trustees and the General Assembly.

Section II Officers of the Executive Committee

1) The Central Executive Committee is composed of seven (7) members:

- President
- President-Elect
- Vice-President
- General Secretary
- Assistant-Secretary
- Treasurer
- Assistant-Treasurer.

2) The officers of the Central Executive Committee shall be also member of the Board of Trustees (Article VIII, Section V, 2). As such they shall have the powers and authority of the trustees only in the fulfillment of the duties of the Board of Trustees.

Section III Qualification

To be eligible for the offices of the Central Executive Committee, it is necessary:

- 1) To have been an active member of the Association for a minimum period of five (5) consecutive years
- 2) To be in good standing at the time of candidacy and at the time of election
- 3) To have participated in a minimum of two (2) annual conventions of the A.M.H.E. during the five (5) years preceding the submission of candidacy
- 4) The candidates for presidency, Vice-president positions of the Central Executive Committee should have previously occupied an elective office at the level of the Central Executive Committee or of the Executive Committee of a regional Chapter.

Section IV Elections

1) The elections of the officers of the Central Executive Committee shall take place during the annual convention.

2) The elections shall be conducted by the Governance and Ethics committee.(Article VI, Section II, 2b)

3) Candidacies for offices of the Central Executive Committee shall be submitted in writing to the Governance and Ethics committee forty-five (45) days before the elections and should be validated by the latter.

4) The list of the candidates for the Central Executive Committee shall be published fifteen (15) days before the annual convention. In the exceptional case of absence of candidates for an office, the General Assembly should decide on the matter.

5) No candidate may belong to the Governance and Ethics committee.

6) The officers of the Central Executive Committee shall be elected by secret ballot.

A simple majority of the votes cast shall be necessary to elect.

7) Each voting member shall be authorized to vote only once.

8) An absent voting member can vote by proxy. This proxy should be signed by the absent member and by the member holding it. The president of the regional Chapter or his or her representative should also sign the proxy. A member can be the holder of only one proxy.

9) The newly elected officers shall enter in office immediately at the end of the General Assembly, and shall assume the duties which have been assigned to them until the election of their successors.

Section V Term of office of the Officers of the Central Executive Committee

1) - The officers of the Central Executive Committee shall serve a two-year term.

2)- The officers of the Central Executive Committee may succeed themselves except the President, who shall run only for a two (2) two-year term.

Section VI Duties

The members of the Central Executive Committee shall have the duty and the power according to the By-laws to conduct business and to pursue the general goals of the Association.

1) The President shall direct the functions of the Executive Committee. He /She shall call all regular meetings. In case of emergency, he/she shall make all decisions in accord with the Executive Committee. He/She shall present tertiary reports, and the annual report of the Executive Committee to the Board of Trustees. He/She shall prepare the agenda of the General Assembly. He/She is an ex-officio member of all the committees, permanent or special.

2) The President-Elect shall be an observer to the President. He shall be aware of all actions taken by the President. The Vice-President shall assist the president in discharging his duties and shall replace him in the event of absence or invalidation. He/She shall be aware of all actions taken by the president. He/She is in charge of the By-laws committee and of the Annual Convention, be informed of all activities pertaining to the convention and be in charge of the scientific committee of the convention. He shall be responsible for the Medical Education and Professional and Scientific Affairs committee.

3) The General Secretary shall be responsible for the archives and seals, shall draw up the minutes, shall provide correspondence, and shall sign legal documents with the president. He/She shall maintain an updated roll of the membership. He/She is in charge of the Information and Public Relations committee.

4) The Assistant-Secretary shall assist the Secretary. He/ She shall replace in the event of absence or invalidation. He/She shall be in charge of the web-site. He/She shall organize the minutes. He/She shall be in charge of the Procedures book of the AMHE that shall be annually reviewed by the Executive Committee and also by the Board of Trustees.

5) The Treasurer shall manage the funds of the association, shall sign the financial documents. In his absence the President with another member of the Executive Committee shall do so. He shall present an annual financial report at the annual convention. He is in charge of the Finance committee. He is duly responsible for filing taxes accordingly and for keeping the incorporation status in good standing.

6) The Assistant-Treasurer shall assist the Treasurer in managing the funds of the AMHE and all documents pertaining to finances. He shall be responsible for signing checks if the Treasurer becomes incapacitated and also for fund-raising.

Section VI Removal

- 1)- Any Officer shall be removed from the office for loss of his membership status; improper or unethical conduct or failure to execute the duties of his or her office.
- 2)- Any Officer may be removed at any special meeting of the Board of Trust accordingly to the procedures (Article V, section VII), and upon an affirmative vote of two-thirds (2/3) of the voting members of the Board of Trustees at such meeting.

Section VII Resignation

Any Officer of the Central Executive Committee may resign upon giving written notice, to the Chair of the Board of Trustees or to the President of the Executive Committee.

Section VIII Vacancies

- 1)- Vacancies on the Central Executive Committee shall exist
 - On the death, resignation or removal of any Officer
 - Whenever the number of authorized Officers is increased.
- 2)- Any vacancy in an office of the Central Executive Committee in the course of its term should be filled by the Executive Committee within thirty (30) days.
- 3)- The choice of the new officer should be made at the next meeting of the Central Executive Committee or at a special meeting convened for this purpose.
- 4)- The Governance and Ethics committee shall review the qualifications of any expected new officer.
- 4)- The new officer shall serve out the remaining term.
- 5)- In case of resignation, illness, death or disqualification of the president of the Central Executive Committee, the first vice-president in office shall replace or succeed him immediately.
- 6)- In the event of resignation “as a whole” of the Central Executive Committee, the Board of Trustees shall convene immediately for the selection of a provisional committee until the next annual convention.

Section IX Generalities

- 1)- The Central Executive Committee shall be responsible for editing and publishing the A.M.H.E. bulletin.
- 2)- The Central Executive Committee shall be responsible for all directives and information from the secretary’s office.
- 3)- The Central Executive Committee shall receive quarterly reports from the different Regional Chapters.
- 4)- The Central Executive Committee shall retain the professional services of a competent staff to assist in its task.
- 5)- In case of emergency, the President, in concert with the other members of the Central Executive Committee, can create a special committee charged with working

on and making a report to the Executive Committee on one or several specific problems.

6)- Regular meetings of the Central Executive Committee shall be held once a month.

7)- The quorum required for the meetings of the Central Executive Committee is four (4) members.

ARTICLE VII

COMMITTEES

Section I Committees

1)- To coordinate its activities, the A.M.H.E. shall establish committees which can be permanent or special.

2)- The members of these committees are nominated by the Central Executive Committee and in consultation with regional Chapters.

3)- The President of a permanent committee shall be an officer of the Executive Committee except for the Governance and Ethics committee. Its president shall be chosen by and among the members of this same committee any active member, associate member or Honorary member of the Association can serve on a permanent or special committee.

a) A committee member may be removed by a majority vote of the Executive Committee.

b) Unless otherwise specifically provided, vacancies on any committee shall be filled in the same manner in which the original appointment to such committees has been made. A vacancy exists when a committee member can no longer perform his or her duties, for whatever reason.

4)- A committee shall be composed of a number of members proportional to its needs, no less than three (3) .

Section II Permanent committees

The permanent committees are set up by the Board of Trustees.

These are:

- o The By-laws committee.
- o The Governance and Ethics committee
- o The Finance committee
- o The Information and Public Relations committee
- o The Medical Education, Professional and Scientific Affairs committee
- o The Relations with Haiti committee
- o The Convention committee
- o The Recruiting committee

1) By-laws committee

a) This committee, chaired by the Vice-President, shall be responsible for the application and the respect of the By-laws.

b) The members of the committee shall be in no case personally liable for recommendations made in good faith in the exercise of their duties.

c) It shall receive petitions to amend and modify the By-laws of the Association, and shall propose its recommendations to the Central Executive Committee for any action necessary.

2) Governance and Ethics committee

- a) This committee shall evaluate the qualifications of the members of the Association, and shall determine the validity of candidacies for positions on the Central Executive Committee. It shall also confirm the nomination of the members of the Board of Trustees.
- b) It shall be responsible for the electoral process of the Central Executive Committee, of the Board of Trustees and shall proceed to the installation of the officers or directors at large immediately after the elections.
- c) Its role shall be to investigate any act derogatory to the code of ethics or casting aspersion on the prestige of the Association (Article V, Section VII).
- d) The Governance and Ethics Committee shall be directed by a president chosen and among the members of this committee.
- e) To be a member of the Governance and Ethics committee, the member shall be an active member for a period of ten (10) years without interruption and he should have attended at least one (1) convention in the three years preceding his or her election
- f) The names shall be submitted to the General Assembly by the Board of Trustees.

3)- Finance committee

The Finance committee shall be chaired by the Treasurer of the Executive Committee. It shall study and shall propose projects likely to increase the resources of the Association.

4)- Information and Public Relations committee

The Information and Public Relations committee shall be chaired by the General Secretary. It shall ensure contacts with the public at all levels – professional and non-professional -. It shall be responsible for the publication of the Newsletter, at least twice a year.

5)- Medical Education, Professional and Scientific Affairs committee

This committee shall be presided by the Vice-President. It sets up the program of educational and cultural activities of the Association with the cooperation of the regional Chapters. It shall be responsible for planning scientific programs and scientific presentations in the course of the annual convention. It shall facilitate, encourage and coordinate scientific work and communications under the patronage of the Association. It shall be responsible for the publication of the JAMHE, the scientific journal, to be published at least twice a year.

6)- Relations with Haiti committee

The Relations with Haiti committee shall be under the direct supervision of the President of the Executive Committee. Its members should be either past or current officers of the Central Executive Committee, past or current member of local chapters or honorary members designated by the president. This committee shall maintain permanent contacts with Haiti, specially at medical level. The committee shall overview the activities of two sub-committees:

- a) Medical Relief Mission of the A.M.H.E. with a chair nominated by the supervising body.
- b) Visiting Professors Mission to conduct businesses at the Faculty of Medicine or at University level.

7)- Convention committee

The Convention committee, chaired by the Vice-President, shall consist of:

- o The Chair of the Education and Scientific Affairs of the CEC
- o The Treasurer of the CEC
- o The Chairperson of the convention or Chapter Delegate

- o Three active members who have participated in the organization of previous conventions.

8)- Membership Committee

The Membership committee is the Recruiting committee of the A.M.H.E. It is chaired by the President of the Central Executive Committee. The members of this committee shall be the presidents of the different chapters. Its role shall be

- o to coordinate the search for new members
- o to gather and to transmit their concerns and/or their recommendations
- o to provide the framework for new regional Chapters
- o to publish a directory of all members of the Association.

Section III Special committees

- 1)- In case of emergency, the president, in concert with the other members of the Executive Committee, can create a special committee charged with working and making a report to the Executive Committee on one or several specific problems.
- 2)- A special committee shall limit its activities to the accomplishment of the task for which it was appointed. Upon completion of the task for which appointed, such special committee shall stand discharged.

ARTICLE VIII

BOARD OF TRUSTEES

Section I Powers

- 1) Subject to the provisions of the Non-profit Corporation State law and any limitation in the Articles of Incorporation and Bylaws related to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of the A.M.H.E. shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees.
- 2) The power to interpret the Articles of Incorporation and the Bylaws of the Corporation shall rest with the Board of Trustees.

Section II Composition

The Board of Trustees of the A.M.H.E. shall consist of the Directors at large and of all 6 voting members of the Executive Committee. The Past Chair as well as the President-Elect shall sit on the Board of Trustees as non voting members. Honorary members may be nominated to the Board of Trustees with no voting rights. The voting membership of the Board of Trustees shall be at least of fifteen (15).

- o One (1) director at large elected by each active chapter of the AMHE, with less than thirty (30) active members.
- o Two (2) directors at large elected by each active chapter of the AMHE, with thirty (30) active members or more.
- o Sept (7) directors at large elected by the General Assembly
- o All 6 voting members of the Central Executive Committee.

Section III Qualification of Directors at large

- 1) - Director elected by an active chapter of the A.M.H.E.
 - a) The executive committee of the active chapter shall submit to the Governance and Ethics committee the name of the elected director
 - b) To be elected director by an active chapter the member shall be an active member for at least five (5) consecutive years and he or she shall have attended at least two

annual conventions of the A.M.H.E. during those past five (5) years.

2) Director elected by the General Assembly

a) The Governance and Ethics committee shall select and submit the names of the possible directors to the General Assembly

b) To be chosen as a candidate to the position of director by the Governance and Ethics committee, the member shall be active for at least ten (ten) consecutive years and he or she shall have attended at least one (1) annual convention of the A.M.H.E. during the past three (3) years

3) The Board of Trustees shall be composed of special members: the Honorary members known as “permanent members” nominated by the General Assembly.

- Honorary members shall consist of physicians, dentists, podiatrists or chiropractors who are recognized for their noteworthy contributions or their outstanding service to the Association.

- Honorary members of the Board of Trustees shall have the right to attend meetings of the Board of Trustees and perform whatever functions requested of them by the Board, if they so choose.

- Honorary members shall not be eligible to vote in any Board of Trustees proceeding.

Section IV Election of the Directors at large

1)- Director elected by an active chapter of the A.M.H.E.

Each active regional chapter shall elect its director (s) at least fifteen (15) days before the General Assembly. The name (s) shall be submitted to the Governance and Ethics committee.

2) Director elected by the General Assembly

The elections of the candidates submitted by the Governance and Ethics Committee shall take place during the General Assembly at the annual convention.

3) The newly elected directors and those elected by the chapters shall enter in office immediately at the end of the General Assembly, and shall assume the duties which have been assigned to them until the election of their successors.

Section V Term of office of the Trustees

1) Directors at large shall serve for a term of three (3) years, and shall be eligible to serve a maximum of two (2) consecutive terms. A Director at large who has served for two (2) full consecutive terms must be off the Board for at least one year before serving again.. However, such Director at large who has served for two (2) consecutive terms may serve in another capacity on the Board of Trustees.

2) The officers of the Central Executive Committee shall serve on the Board of Trustees contemporaneously with their term as officers of that committee (Article VI, section II)

Section VII Duties of the Trustees

1)- Generalities

a) The Board of Trustees has the legal responsibility for the management of the funds and operations of the AMHE. It shall receive the reports from the Executive Committee as specified in the By-laws

b) The Board of Trustees has as specific powers the approval of the by-laws and constitutions of all subsidiary organizations of the Association.

c) The Board of Trustees has as specific duty

- to ensure that the Association operates in a manner consistent with its tax-exempt status

- to ensure that any partnership or joint venture arrangements with other organizations are conform to written policies, are properly recorded, and do not result in inurement or impermissible private benefit.

2) It shall be the duty of the Trustees to:

a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation

of this corporation, or by these Bylaws.

- b) Meet at such times and places as required by these Bylaws.
- c) Register their addresses with the Secretary of the corporation, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

3) No Director shall receive any compensation for services as Director, except that a Director may be reimbursed for reasonable expenses incurred in connection with his or her service as a Director.

Section VIII Officers of the Board of Trustees

1) The officers of the Board of Trustees shall be a Chair, a Vice-Chair, a Secretary.

All officers shall be elected by the Board from its own membership at its regular meeting at the annual convention of the AMHE and shall serve during the ensuing calendar year, or until successors are duly elected. The Chair, the Vice-Chair, and the Secretary can be reelected.

3) Directors at large shall be the only elected officers of the Board of Trustees.

4) The Chair shall preside at all meetings of the Board of Trustees and shall be an ex-officio member of all committees of the Board of Trustees. During his or her tenure, the Chair shall not hold any other position on any committee of the AMHE.

5) The Vice-Chair shall act as Chair in the absence of the Chair and in so acting, shall have the power and the authority of the Chair. During his or her tenure, the Vice-Chair shall not hold any other position on any committee of the AMHE.

6) The Secretary shall be responsible for the preparation, mailing and delivery of all appropriate notices, shall act as custodian of all records and reports of the Board of Trustees, and shall be responsible for keeping adequate minutes and other records of all meetings of the Board of Trustees. During his or her tenure, the Secretary shall not hold any other position on any committee of the AMHE.

7) The immediate Past-President of the Board of Trustees if not elected Director at large shall be an adviser of the Board of Trustees with no voting rights.

Section IX Meetings

Meetings shall be held at such places which have been designated by resolution of the Board of Trustees.

1) Regular Meetings

a) Regular meetings of the Board of Trustees shall be held at least once tertiary, but may be more frequent depending upon the corporation needs. The Trustees shall decide on a meeting schedule. All meetings will be open to all members and the general public.

b) At its regular meetings, the Board of Trustees shall receive reports from the Executive Committee. The reports shall cover activities of the Executive Committee, and activities of the different regional Chapters

c) Any resolution submitted by the Board of Trustees during that meeting should be enforced by the Executive Committee until the General Assembly meeting.

2) Annual Meeting

a) The annual meeting of the Board of Trustees shall be held during the annual convention of the AMHE at such time and place directed by the Chair of the Board of Trustees.

b) At its annual meeting, the Board of Trustees shall receive reports from the Central Executive Committee. The reports shall cover activities of the Executive Committee, and activities of the different regional Chapters.

c) Any resolution by the Board of Trustees shall be submitted to the General Assembly and shall be taken into consideration (ARTICLE XI, 3).

3) Special Meetings

Special meetings of the Board of Trustees may be called by the Chairperson, or at the written request of at least one-third (1/3) of the Trustees. At least seven (7) days written notice of every special meeting setting forth the business for which the special meeting has been called shall be given to each member of the Board.

4) Emergency Meetings

In the event of an emergency requiring immediate official action, the Chairperson of the Board of Trustees may call a meeting of the Board of Trustees by verbal notice or e-mail for the purpose of addressing said emergency. Such notice shall state the date, time and place of the meeting and the circumstances of the emergency.

5) Executive Sessions of Board of Trustees

All executive sessions of the Board of Trustees shall be closed to anyone who is not a member of the Board of Trustees.

- a) An executive session may be held during a regular, special or emergency meeting but no official action shall be taken in such executive session
- b) An executive session may be held only upon a majority affirmative vote of the members present of the Board of Trustees.

6) Attendance and Quorum for Meetings

- a) Attendance at all meetings of the Board by its members is mandatory. Any absence by a member who has received proper notice of said meeting must be excused by the Chair. Trustees may participate in a meeting of the Board or a committee of the Board by means of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other.
- b) At all meetings of the Board of Trustees, an absolute majority of the voting membership thereof shall constitute a quorum for the transaction of business.
- c) No business shall be considered by the Board of Directors at any meeting at which a quorum is not present.

7) Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at the meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the Non-profit Benefit Corporation State Law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

8) Conduct of Meetings

- a) Meetings of the Board of Directors shall be presided over by the Chair or, in his or her absence, by the Vice Chair. Robert's Rules of Order, Revised, shall be used in the conduct of the meetings
- b) Minutes of the meetings of the Board of Trustees and any of its committees shall be duly recorded, approved by the Board, and maintained. Except for executive sessions as provided for in Section IX, 5, of this Article, the minutes of all meetings shall be available to the membership.
- c) All meetings of the Board of Trustees of the AMHE shall be open to the membership of the Association. However, only the Trustees shall participate to the deliberations except as expressly and specifically otherwise provided by the By-laws.
- d) A person who desires to address the Board of Trustees will not be denied presentation to the Board provided that he or she has registered with the Chairperson or Secretary of the Board to address the Board more than fifteen (15) minutes prior to the time the scheduled meeting is to start.

Section X Removal

- 1) Any Trustee shall be removed from the office for loss of his membership status; improper or unethical conduct or failure to execute the duties of his or her office.
- 2) Any Trustee may be removed at any special meeting of the Board of Trustees according to the procedures (Article V, section VII) and upon an affirmative vote of two-thirds (2/3) of the voting members of the Board of Trustees at such meeting.

Section XI Resignation

- 1) Any Director may resign effective upon giving written notice to the Chair, or to the Secretary. The resignation is effective immediately.
- 2) The resignation of the President of the Central Executive Committee as such shall terminate his tenure as a Board member. The termination is effective immediately.

Section XII Vacancies

- 1) Vacancies on the Board of Trustees shall exist
 - On the death, resignation or removal of any Trustee
 - Whenever the number of authorized Trustees is increased.
- 2) Vacancies on the Board may be filled as it follows:
 - a) A Director at large from an active chapter by a director from that chapter. A new director shall be elected at the next meeting of the chapter or at a special meeting called for that purpose.
 - b) A Director at large from the General Assembly by a majority of the Board of Trustees.
 - c) The President of the Central Executive Committee by his or her replacement.
- 3) The new director or officer shall serve out the remaining term.

Section XIII Non-Liability of Trustees

The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the corporation. A liability insurance shall cover all the members of the Board of Trustees.

Section XIV Committees

- 1) Special committees shall be appointed for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it was appointed and shall have no power to act except as it is specifically conferred by action of the Board of Trustees. Upon completion of the task for which appointed, such special committee shall stand discharged.
- 2) The committee shall consist of not less than three (3) nor more than five (5) members of the Board of Trustees. The Chair of the Board shall designate the chairperson of each committee.
- 3) Minutes of all committee meetings shall be duly recorded and maintained.

Section XV Conflicts of Interests

Any Conflict of interests shall be reviewed and immediately corrected by the Board of Trustees.

ARTICLE IX

MEETINGS AND QUORUM

Section I Regular meetings

- 1) General Assembly
It shall meet once (1) a year at the end of the annual convention. The quorum necessary to validate any decision shall be twenty (20) voting members in addition to the officers of the Central Executive Committee.
- 2) The Board of Trustees
It shall meet three (4) times a year. The meeting held during the annual convention is the annual meeting of the Board of Trustees. The notice of such meetings shall be mailed fifteen (15) days before the set date for the meeting.

The quorum shall be the absolute majority of the voting members of the Board of Trustees.

3) The Executive Committee

It shall meet once a month and as needed. An agenda of the regular meetings shall be submitted by the President 30 days after election to his committee and approved by the members of this committee. The Executive Committee shall also meet at the request of any of the permanent or special committees, any of the regional Chapters and the Board of Trustees. The notice of such meeting shall be mailed fifteen (15) days before the set date for the meeting. The quorum necessary to validate any decision shall be four (4) members of this committee.

4) The permanent and the special committees

They shall meet at the discretion of their chairpersons. The notice of such meeting shall be mailed seven (15) days before the set date for the meeting. A majority of the membership of these committees shall constitute a quorum.

Section II Special meetings

1) Special meetings of the Board of Trustees may be called by the Chair, or at the written request of at least one-third (1/3) of the Trustees. At least fifteen (15) days written notice of every special meeting setting forth the business for which the special meeting has been called shall be given to each member of the Board.

2) At any special meeting no business shall be transacted except that for which the meeting was called and stated in the notice calling the meeting.

Section III Generalities

1) The meetings of the General Assembly are called by the Central Executive Committee. They are presided by the President and the General Secretary of the Central Executive Committee.

2) The meetings of the Board of Trustees are called by the Chair of the Board of Trustees. They are presided by the Chair and the Secretary of the Board of Trustees.

3) The meetings of the Central Executive Committee are called by the President of the Executive Committee. They are presided by the President and the General Secretary of the Executive Committee.

4) The meetings of the permanent or special committees are called and presided by their official chairperson.

5) Meetings may be held by means of a conference call or similar electronic communication equipment by means of which all persons participating in the meeting can hear each other.

6) The agenda of meetings, be it the General Assembly, the Board of Trustees or the Executive Committee should run as follows:

- o Roll call
- o Proof of the announcement of the meeting
- o Reading the minutes of the preceding meeting
- o Correspondence
- o Report of officers
- o Committees' reports
- o Old business
- o New business
- o Questions of general interest

Nevertheless, the agenda of a meeting can be modified by the majority vote of the members present. Priority questions to be debated should be decided by the president of the meeting.

7) A membership roll showing the list of the members as the record date shall be available at any meeting of the General Assembly, and shall be produced upon request of any member.

8) The minutes of all meetings – General Assembly, Executive Committee, Board of Trustees, permanent and

special committees – shall be duly recorded and maintained. Copies of such minutes shall be signed. Copies shall be submitted to the Executive Committee, the Board of Trustees and the Chapters Presidents no later than (7) days after the meetings.

9) The minutes shall include the following:

- o The date, time and place of the meeting
- o The names of the members who were present
- o All motions, proposals, resolutions, orders and measures proposed, the name of the member proposing the same and their disposition.
- o The results of all votes.

Section IV Procedures

In the absence of any provision contrary to proposed action, all meetings of the Association should be conducted according to the rules and parliamentary usage such as those written down in the most recent edition of “Robert’s Rules of Order.”

A procedures book will give the Chapters the opportunity to keep pace with the mainstream.

ARTICLE X

REGIONAL CHAPTERS

- 1) The Regional Chapter shall be the basic entity of the Association. It shall prepare and adopt such rules, regulations or by-laws to be in accordance with those of the A.M.H.E. and to be approved by the Board of Trustees. Its internal organization shall be left to the discretion of its members.
- 2) The Regional Chapter shall consist of a minimum of ten members joined together within a geographic unit (nation, state, province, city, etc.) and led by officials chosen by an electoral process. The distribution by geographic unit is regulated by the Board of Trustees.
- 3) The Regional Chapter shall be lead by a President designated as President or Chief delegate of Regional chapter of the (State name).
- 4) The Regional Chapter of the A.M.H.E. shall be considered active when this chapter holds at least fifty (50) per cent of its annual meetings as requested by the bylaws. The minutes of the meetings shall serve as proof. A chapter shall hold at least four (4) meetings a year.
- 5) Each active Regional Chapter shall elect a director to the Board of Trustees (ARTICLE VIII, section IV)
- 6) The Regional Chapter shall follow the professional rules and regulations of the Country where it is established.
- 7) A percentage of the proceeds arising from annual members’ dues shall be distributed to the treasurer of the Executive Committee the latest fifteen (15) days before the annual meeting of the Board of Trustees. This percentage is decided by the Board of Trustees (ARTICLE V, Section V).
- 8) The Regional Chapter shall receive from the treasurer of the Executive Committee a percentage of the annual members’ dues collected directly the latest fifteen (15) days before annual the meeting of the Board of Trustees.
- 9) Reports of the activities of the Regional Chapters shall be prepared and submitted quarterly to the Central Executive Committee, at the General Assembly and as requested by the Board of Trustees.

ARTICLE XI

GENERAL ASSEMBLY

- 1) The General Assembly is the sovereign body of the Association. Its decisions are final, subject to such

limitations as are contained herein and in the By-laws.

- 2) The meeting of all the membership is called General Assembly. It shall take place once a year at the end of the annual convention.
- 3) The General Assembly shall receive all the resolutions discussed and adopted, with recommendations or not, by the Board of Trustees. The General Assembly will ratify or reject the resolutions. However, any resolution by the Board of Trustees shall be overridden only if there is a majority of two-thirds (2/3) of the voting members of the General Assembly.
- 4) The elections of the officers of the Central Executive Committee, of the directors at large, submitted by the Governance and Ethics committee, shall take place during the General Assembly. Unlike the proxy, an absentee ballot or a direct vote by mail validated by the seal of a public notary shall be considered legal.
- 5) The quorum necessary to validate the decisions of the General Assembly shall be a majority of twenty (20) voting members in addition to the officers of the Executive Committee.
- 6) The president and the secretary of the Central Executive Committee shall preside over the General Assembly.

ARTICLE XII

ANNUAL CONVENTION

- 1) The A.M.H.E. calls its members together once a year for scientific, academic, social, administrative and cultural objectives. This meeting is designated under the name of “annual convention”.
- 2) The Board of Trustees shall meet on the occasion of the annual convention. The Central Executive Committee shall submit its report. The Board of Trustees shall vote on the resolutions and shall address them in writing to the General Assembly.
- 3) The Central Executive Committee shall be the organizer of and is ultimately responsible for the annual convention. It determines the site, the theme of the convention, its date and duration.
- 4) The Central Executive Committee shall accordingly designate the site for holding the next two (2) conventions, two (2) years in advance.
- 5) The site, the theme of the convention, its date and duration shall be discussed and shall be approved by the General Assembly
- 6) The Central Executive Committee can elect a Regional chapter to conduct, under its supervision, the activities of the convention. A close contact with the convention committee of the Central Executive committee is required from the designated chapter. Therefore, all contracts shall ultimately be approved by the Executive Committee.

ARTICLE XIII

AMHE FOUNDATION

The AMHE foundation shall be a not for profit, charitable organization created by the AMHE to carry out its philanthropic mission, which is to promote health, education and welfare in the Haitian communities abroad and within Haiti.

- 1) The AMHE Foundation shall be identified by its two (2) branches located, one (1) in Canada and one (1) in the USA., and governed by a Board of Directors.
- 2) The Foundation shall adopt rules, regulations or by-laws subject to the approval of the Board of Trustees to protect the Foundation.

3) Report of the activities of the Foundation shall be prepared and submitted regularly as required by the Central Executive Committee.

ARTICLE XIV

NOTICES, AMENDMENTS

Section I Notices

- 1) All notices of activities, all directives and dispositions of the Association at the level of the Central Executive Committee shall be the exclusive responsibility of this committee.
- 2) The notices can be sent directly to the members at their current known address or through the intermediary of the executive committee of their regional Chapter.

Section II Amendments

The articles of these By-laws can be amended or abolished by the General Assembly.

- 1) Any active member shall submit his or her written petition to the By-laws Committee.
- 2) The By-laws committee shall review the article(s) targeted for amendment or abolition
- 3) Any announcement shall be accompanied by a written amendment proposal or a written justification for abolition.
- 4) Amendment or abolition proposals properly made should be communicated to the various Chapters for discussion. Recommendations should be presented to the By laws committee no later than three (3) months after.
- 5) Amendment or abolition proposal and the recommendations shall be presented to the Central Executive Committee.
- 6) The Central Executive Committee shall present the amendment or abolition proposal and the recommendations to the Board of Trustees at their annual meeting.
- 7) In order to be adopted, any amendment or abolition proposal shall receive a two-thirds (2/3) majority of the voting members of the Board of Trustees.
- 8) The written copy of the decisions of the Board of Trustees should be presented at the General Assembly (ARTICLE VIII, Section IX, 2).The General Assembly may act in such ways:
 - adoption of amendment or abolition proposal
 - rejection of amendment or abolition proposal with recommendations to the By-laws committee
 - rejections of amendment or abolition proposal without recommendations
- 9) In order to be adopted, any amendment or abolition proposal shall receive a two-thirds (2/3) majority of the voting members of the General Assembly.

Section III Effect of adoption of By-laws

Upon adoption of these By-laws by the General Assembly, these By-laws shall become effective one (1) year following the vote of the General Assembly. They shall fully supersede and replace all preceding constitutions, resolutions, By-laws or other governing documents which may have been previously adopted by either said General Assembly.

ARTICLE XV

DISSOLUTION

In case of dissolution, the Board of Trustees shall be the responsible body. After payment of all debts and liabilities, the Board of Trustees shall dispose of all assets of the AMHE in such manner or to such organizations operated exclusively for charitable, educational or scientific purposes.