

ARTICLE I

NAME

The name of this Society shall be the Syrian American Medical Society, Inc. ("society" or "SAMS"), a nonprofit corporation incorporated under the laws of Rhode Island. The principal administrative office of the Society shall be in Rhode Island or as otherwise determined by the Board of Directors.

ARTICLE II

PURPOSES

The purposes of the Society are:

1. To be a society, committed to the highest professional and scientific standards, and dedicated to the collection, interpretation, and dissemination of scientific information concerning all aspects of Medicine.
2. To promote professional relationship and participate actively with medical societies and with other official and nonofficial organizations in the USA, Syria and abroad, interested in the purposes of the Society.
3. To encourage and support professional and technical education and all aspects of research in the Medical fields.
4. To promote general health and prevent diseases through high quality health education, research, advocacy and patient care internationally regardless of patient's age, gender, ethnicity, religion or origin

ARTICLE III

MEMBERSHIP AND DUES

SECTION A. TYPES OF MEMBERSHIP

The membership of the Society shall consist of the following categories, each of which will be open to citizens of all countries of Syrian decent: Full, In Training, Affiliate and Honorary.

1. FULL

Active members shall be US-based or US-board certified physicians, dentists, pharmacist, medical scientist and other allied health professionals. ~~have a doctoral degree or the equivalent. Physicians should have earned their doctor of medicine or doctor of osteopathy degree or attended an ACGME accredited residency or fellowship program in the United States. They may be specialists, or other physicians or scientists interested in the purposes of the Society, as approved by the Membership Committee. Applicants of non Syrian descent Non~~

~~Syrian applicants~~ may be accepted under this category after evaluation on a ~~case-by-case~~case-by-case basis by the Membership Committee.

2. INTRAINING

- a. The ~~In Training~~In Training membership shall be open to all students pursuing a degree to become physicians, dentists, pharmacist, medical scientist and other allied health professionals ~~Medical students at an accredited American medical school, or Resident physicians who are attending an ACGME accredited residency or fellowship program in the United States during their periods of training, but in no instance for more than five years, exclusive of years in medical school. Any such In Training member may apply at any time to the Membership Committee for transfer to Full membership.~~
- b. ~~In Training~~In Training members shall have all the privileges of Active members except voting and holding office.

3. AFFILIATE

- a. Individuals who have ~~a~~ demonstrated interest in the activities of the Society, and who do not qualify for membership in the Society in any of the existing membership categories, may apply to the Membership Committee to become SAMS affiliates.
- b. SAMS affiliates shall receive SAMS publications and shall pay the full member dues, but are not permitted to vote or hold office.

4. HONORARY

- a. Individuals with a record of high achievement and ~~signal~~significant contributions in the field of medicine may be proposed for honorary membership by any active member and may be granted this category on recommendation by the Membership Committee and Board of Directors approval. ~~may be granted this category.~~
- b. Honorary members shall have all the privileges of Full members except for voting and holding office. Honorary members shall not pay annual dues.

SECTION B. DUES

On recommendation of the Board of Directors, the membership committee shall determine dues for FULL, IN TRAINING AND AFFILIATE MEMBERS. The dues shall cover membership and a subscription to the official journals. HONORARY MEMBERS shall not pay dues and shall receive the official journal. Any member who is delinquent in paying dues for a period of sixty days shall be notified by email /Mail of such failure and suspended as a member, and all member rights and privileges shall temporarily cease. If all dues are not paid within the succeeding thirty days, the membership is automatically terminated. Dues are due on March 1st for each Calendar year. Membership is automatically terminated if dues are not paid by June 1st. Valid mailing address

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or email and update is the sole responsibility of the individual member who should provide either or both to SAMS office for the sole purpose of communications with members

SECTION C. MEETINGS

1. There shall be an annual business meeting of the members of the Society, held in conjunction with annual scientific sessions a medical conference, at a time and place determined by the Board of Directors.
2. A special meeting of the members shall be held when called for by the Board of Directors or the President, or upon the written request of at least fifteen twenty (20) (active 15) voting members at a time and place designated by the Board of Directors President.
3. Notice of the time and place of a meeting of the members shall be published and/or distributed electronically or by mail at least thirty (30) days before such meeting.
4. Twenty (20) members, entitled to vote, present in person or casting proxy votes, shall constitute a quorum.

SECTION D. EXPULSION OR DISCIPLINARY ACTION

Any member may be expelled for adequate reasons as determined by a two-thirds two-thirds vote of the Board of Directors if member was not compliant with the society mission statement and purposes. Failure to maintain eligibility for membership is adequate reason for expulsion and does not require advance notice. Any member proposed for expulsion for other reasons is given advance written notice, including the reason for the proposed expulsion, the opportunity to contest the proposed expulsion in writing to the Board of Directors and, if expelled, the final written decision of the Board of Directors. The expelled member may appeal to the Board of Directors' decision in writing to the Board of Governors Leadership Council, and that Board Council decision is final. The Board of Directors may take other disciplinary actions, including but not limited to, reprimand or suspension, in accordance with policies and procedures adopted by the Board of Directors from time to time.

ARTICLE IV

OFFICERS

SECTION A. GENERAL

1. The officers of the Society shall be a President, a President Elect, a Vice President, an Immediate Past President, a Secretary, a Treasurer, and such and such ex officio officers as the Board of Directors may from time to time provide.
2. All of the officers of the Society shall be elected by the active members of the Society entitled to vote. The terms of all such officers shall be two years.

3. Members may vote ~~in person or by absentee by~~ ballot. ~~Absentee ballots must be requested and the completed~~ Completed ballot must be returned and received at the office of the Society by the deadline posted by the society. Whenever there is more than one nominee for the same office, voting shall be by secret ballot. The nominee receiving a plurality of the votes cast shall be declared duly elected.

4. No officer, other than the Secretary and Treasurer, shall be eligible for reelection in two consecutive terms. No member may serve as an officer in more than one capacity at the same time.

5. In the event of the death or resignation of the President, or inability to function (as determined by the Board of Directors), the Vice President shall become President for the unexpired term.

6. An elected officer may be removed for adequate reasons by a ~~two-third~~ two-thirds vote of the Board of Directors, with the officer being considered for removal not participating in the vote. An officer removed by this process may appeal the decision in writing to ~~the the Board of Governors~~ Leadership Council. The decision of this ~~Board-Council~~ is final.

7. None of the officers shall receive compensation for their services, but shall be reimbursed for authorized expenses. Reimbursement for the officer's service and administrative expense may be authorized by the Board of Directors.

8. Officers shall be full members, with main residence and medical practice in the U.S.

9. Elected officers should be active members in good standing for at least two consecutive years at the time of nomination and may NOT be elected as a ~~leadership council~~ Board of Governors member simultaneously.

10. Term of office starts on July 1st and ends after two years on June 30th or until a successor is elected and qualified.

SECTION B. DUTIES

1. All officers shall perform the duties and have the powers ~~commonly assigned incident~~ to their respective offices and any and all other powers and duties prescribed by the Board of Directors or by the Bylaws.

2. The President shall preside at all meetings of the Board of Directors and the Annual Meeting of the members of the Society and shall be a voting member exofficio of the Council of Chapter Representatives and all committees except the Nominating Committee.

3. The ~~President~~ Elect vice president shall be a nonvoting member exofficio of all committees except the Nominating Committee.

4. The Immediate Past President shall be a nonvoting member exofficio of all committees except the Nominating committee.

5. The Secretary and the Treasurer shall serve as members of the Membership Committee.

ARTICLE V

BOARD OF DIRECTORS

SECTION A. MEMBERSHIP

1. The Board of Directors shall consist of the President, Vice President, Immediate Past President, Secretary, Treasurer of the Society and two (2) elected members.

2. The elected board members serve for two years, and may be reappointed with consecutive elections.

3. If a Board member fails to complete a term of office due to death or resignation, the vacancy for that term of office shall be filled by Presidential appointment.

4. President Elect shall attend Board of Directors meetings as a ~~non-voting non-voting~~ member.

SECTION B. DUTIES

The Board of Directors shall be the governing body of the Society, which has authority and responsibility for the supervision, control, and direction of the Society in accordance with the bylaws and under applicable local laws.

SECTION C. MEETING OF THE BOARD OF DIRECTORS

1. The Board of Directors shall meet at least three times annually ~~in person or by~~ ~~upon~~ teleconferencing upon a call by the President or upon written request of any four (4) members of the Board.

2. A majority of members of the Board of Directors shall constitute a quorum.

3. Notices of each meeting and a statement of its purpose shall be mailed electronically to the members of the Board at least ~~five (5) fifteen~~ (15) days before such meetings. Urgent meetings are an exception if called for. A quorum is still required for such meetings

ARTICLE VI

COMMITTEES

SECTION A. GENERAL

1. Standing Committees of the Society shall be:

Membership Committee

Nominating Committee

Scientific Conference Committee

Bylaws Committee

Liaison Committee

Publication Committee

Education Committee

2. The Board of Directors shall appoint the Chairpersons and the members of all standing committees, unless otherwise provided by the Board of Directors or by these Bylaws, and the members of all other committees that they deem necessary or advisable or which are authorized by the Board of Directors.

3. The President may nominate or appoint members of the Society to serve on committees of any other organization, when, in the opinion of the President, such action will aid in advancing the purposes of the Society. The President may also, on authorization of the Board of Directors, appoint joint committees to act in concert with other organizations for a particular purpose.

4. Unless the Board of Directors or these Bylaws shall otherwise provide, all committees shall be automatically discharged at the end of the term of the Board of Directors by whom they were appointed.

5. All committees shall have such charges in writing as the President may determine.

6. All committees shall conduct at least one official meeting a year.

SECTION B. MEMBERSHIP OF COMMITTEES

1. Unless otherwise provided by these Bylaws, such committees shall have as many members as the Board of Directors or the President shall determine. ~~The President may appoint voting or nonvoting representatives from other organizations to committees regardless of their membership in the Society.~~

2. The Membership Committee:

a. The Membership Committee shall consist of at least three (3) members who shall review all applications for all ~~categories class~~ of membership ~~and affiliate~~ and shall be empowered to elect approved applicants to ACTIVE, IN TRAINING STATUS AND SAMS AFFILIATE. It shall also recommend nominees for election to HONORARY membership.

b. Members of this committee shall be named by the president

c. The committee shall promote membership, ~~maintain~~ overview the roster, and periodically assess the needs of the members.

3. The Nominating Committee

a. The Nominating Committee shall consist of five (5) members. The Chairperson shall be appointed by the President. All five members of the Society shall be elected by the Board of Directors. ~~No member shall serve for more than two consecutive years.~~

b. No member of the Board of Directors may be a member of the Nominating Committee. No member of this committee shall be nominated as an Officer while serving on the committee.

c. The Committee shall present ~~after the annual meeting on the EVEN years,~~ its nominees for election as officers of the Society and Board of Directors members with due regard to the proper representation of the interests and geographical distribution of the members.

d. The names of the nominees shall be circulated to the membership ~~within 60 days after the annual Meeting of the members,~~ at least 30 days prior to voting.

e. Nominations for the Society officers may also be made by petition of at least 10 Active members. Any such petition shall be presented to the President ~~within 30 days after the Annual Meeting at least 60 days prior to voting.~~ Any nominations by petition shall be circulated to the membership together with nominations made by the Nominating Committee.

f. ~~The election date shall be determined by the Board of Directors in a manner sufficient to have a newly elected board at least 60 days prior to the current board expiration date. The names of nominees for the Society's officer positions for election by in person or mail ballot, be it paper or electronic, shall be circulated to the full membership and election completed at least 6 month prior to the following annual meeting of the members.~~

4. The Scientific Conference Committee

a. The Scientific Conference Committee shall consist of (1) member from each Medical Specialty and at least three (3) other members appointed by the President.

b. This committee shall make all arrangements for the scientific sessions of the International Medical Conference.

c. Nonmembers of the society could be appointed for membership of the Scientific Conference Committee.

d. The President shall chair this committee, unless desired otherwise by the President, whom then shall appoint a ~~chairman~~ chairperson among committee members

e. Arrangements of the Social program and activities shall be coordinated with the Auxiliary Chapter.

5. The Bylaws Committee

a. The Bylaws Committee shall consist of at least three (3) members appointed by the president.

b. Members shall serve for a two years term, and are eligible for reappointment consecutively

c. The committee shall review and make changes to the society's bylaws as deemed necessary.

d. All recommendations by the Bylaws Committee become effective when recommended by the Board of Directors and amendment approved by the members as outlined by the Amendment Article.

6. The Liaison Committee

a. The Liaison Committee shall consist of at least three (3) members appointed by the president.

b. Members shall serve for a two years term, and are eligible for reappointment consecutively.

c. The committee shall promote professional relationship with medical societies and with other official and nonofficial organizations in the USA, Syria and abroad, interested in the purposes of the Society.

d. The committee may recommend representatives of the society to other organization, and could outline the scope of such representation. All recommendations by this committee become effective when approved by the Board of Directors.

7. The Publication Committee

a. The Publication Committee shall consist of at least three (3) members appointed by the president.

b. Members shall serve for a two years term, and are eligible for reappointment consecutively.

c. The committee shall be responsible for the broad editorial policies of the official journals and other publications of the Society, determines the general policies for the publications and acts as an advisory group to the editors of these publications.

d. The committee shall regularly evaluate the overall publications needs of the Society and, when necessary, recommend appropriate changes in the publications program.

e. The committee shall meet at least once a year. Its membership shall include the president and at least three (3) non-voting members appointed by the president. These individuals need not be members of the Society, but shall be chosen for their experience and expertise in scientific affairs or management of scientific publications.

8. The Education Committee

- a. The Education Committee shall consist of at least three (3) members appointed by the president.
- b. Members shall serve for a two years term, and are eligible for reappointment consecutively.
- c. This committee shall be responsible for developing and overseeing the implementation of all educational activities of the Society. Specifically, the committee shall develop a strategy for accomplishing the Society's educational goals whether directly sponsored by SAMS or in cooperation with other societies. In addition, the committee will review and recommend to the Board of Directors any educational programs proposed by any other components of the Society.

ARTICLE VII

CHAPTERS AND

COUNCIL OF CHAPTER REPRESENTATIVES

1. GENERAL

A Chapter is an organization of persons interested in furthering the purposes of the Society, who are eligible for membership in the Society and whose organization, representing a state or other geographical area, has been approved as a Chapter of the Society in accordance with these Bylaws.

2. QUALIFICATION

A Chapter shall be reviewed by the Membership Committee and deemed eligible if:

1. It includes in its membership twenty (20) or more Active members of the Society. A chapter can loose its status as a chapter if it does not maintain this requirement within three months from the time of change of status. A chapter can be established in a State or geographic area within the United States. One State can hold more than One Chapter As Long as Each Chapter is fulfilling the Qualifications set by the society Bylaws.
2. It holds a minimum of one scientific meeting and one business meeting each year.
3. Its officers are Active Members of the Society and have been elected by vote of the members of the Chapter.
4. It submits all reports required by the Board of Directors.
5. It is prepared to elect and sponsor a Representative to the Council of Chapter Representatives.
6. It adopts Bylaws, which shall not conflict with the Bylaws of the Society.

7. Each chapter is independent in regards to its finance and record keeping, and SAMS is not financially, legally or otherwise responsible for chapter's action unless specified otherwise under these Bylaws or approved by the Board of Directors.

8. If any discrepancy arises between Chapter and SAMS Bylaws or Policies and Procedures, then SAMS's bylaws should be followed.

9. Any dispute between members of the chapter should be handled by the Council of the chapter first. The society will intervene if required in case no resolution is achieved at the level of the council. All chapter members should abide by the society mission and bylaws.

3. COUNCIL OF CHAPTER REPRESENTATIVES

1. The Council of Chapter Representatives shall be responsible for consideration of professional matters and programs in patient care, education, or research, which is consistent with the purposes of the Society, and of particular interest to the chapters. All actions, statements, and programs of the Council of Chapter Representatives, which reflect the position of the Society, shall require approval by the Board of Directors.

2. The Council of Chapter Representatives shall consist of each chapter president and in his/her absence the chapter vice president~~members of the Society who are the elected representative councilors of each of the chapters according to these bylaws. Such representatives shall serve a three year term and shall not be elected for more than two consecutive terms. Vacancies occurring among the representative councilors shall be filled by the respective chapters~~The respective chapters shall fill vacancies occurring among the representative councilors.

3. The president and president elect of the Society shall be nonvoting members of the Council of Chapter Representatives.

~~4. Officers shall include the chairman, the immediate past chairman, and a secretary elected by the representative councilors to serve one year terms. Nominations for these offices shall be presented to the members according to a procedure developed by the Council of Chapter Representatives and approved by the Board of Directors.~~

~~54.~~ The Council of Chapter Representatives shall meet in regular session at least once a year at the time and place of the International medical Conference. ~~Additional meetings of the Council of Chapter Representatives may be called by the president or the chairman~~The president or the chairman of the Council of Chapter Representatives may call additional meetings of the Council of Chapter Representatives, at a time and place designated by the chairman of the Council of Chapter Representatives. Notices of regular and special meetings of the Council shall be sent to each member by mail or email in writing. Notices of special meetings shall state the purpose thereof, and shall be mailed sent at least ~~fifteen five (15)~~ five (5) days before such meetings. A majority of the members of the Council of Chapter Representatives shall constitute a quorum.

ARTICLE VIII

BOARD OF GOVERNORS

SECTION A. MEMBERSHIP

1. The Board of Governors shall consist of the Chairman, current President, and immediate Past four Presidents ~~and three (3) members~~.
2. ~~The four board members shall be appointed by the Board of Directors and serve for two years starting at the end of the electing Board of Directors term, and may be reappointed with consecutive elections. The Board chairman shall be the person served first as a past president.~~
3. If a Board member fails to complete a term of office due to death or resignation, the vacancy for that term of office shall be filled by Chairman appointment.
4. Appointed members should be active members in good standing for at least two-six consecutive years, held an office or served on a committee for at least one year and may NOT serve as a member of Board of Directors simultaneously.
5. ~~The Chairperson is elected by the Board of Governors and shall not be the President or the immediate Past President.~~

SECTION B. DUTIES

The Board of Governors shall keep under continuous review the entire operations of the Society to determine those changes deemed desirable in any of its activities to further its purpose.

~~All decisions by the Board become effective immediately and final unless deemed otherwise by a business meeting of the members of the society.~~

SECTION C. MEETING OF THE BOARD OF GOVERNORS

1. The Board of Governors shall meet at least one time annually upon call by the Chairman or upon written request of any three (3) members of the Board.
2. A majority of members of the Board of ~~Directors- Governors~~ shall constitute a quorum.
3. Notices of each meeting and a statement of its purpose shall be mailed or emailed to the members of the Board at least ~~fifteen (15)~~ five (5) days before such meetings.
4. Board of Governors shall provide advices to the Board of directors based on any director request and to review any appeal to the Board of directors decisions. If Board of Governors opinion is not consistent with the Board of directors opinion then a joint session of both boards shall commence and is called, Leadership Council.

5. All decisions by the Leadership Council become effective immediately and final unless deemed otherwise by a business meeting of the members of the society.

ARTICLE IX

AUXILLARY CHAPTER

SECTION A. GENERAL

This is a subsidiary of the society. The purpose of the chapter shall be to assist in implementing the mission statement of SAMS, specifically to improve the medical care in the ~~home~~ landhomeland, arrange voluntary charity diagnosis and treatment of the needy patients, and to improve the ties among the society members. Also the chapter will be responsible for the social program of the society meetings in arrangement with the Conference Committee if applicable for that meeting.

SECTION B. MEMBERSHIP

All members and affiliates of the Society's spouses are eligible for membership in this chapter. Also any person with like interests of this chapter could be admitted after approval of the Chapter Board.

The chapter shall elect a Board consistent of a President and five members to serve for two years term, and control the chapter activity in accordance with SAMS Mission Statement and Bylaws.

SECTION C. MEETINGS

The chapter shall meet in regular session at least once a year at the time and place of the International Medical Conference of the Society.

ARTICLE X

AMENDMENTS

These Bylaws may be amended by two thirds vote of the members present and voting at any regular meeting of the membership or at any special meeting called for the purpose, provided the substance of the proposed amendment has been submitted-available to the members thirty (30) days prior to any such meeting by mail, website or electronic notification.

ARTICLE XI

ADMINISTRATION

1. Policies and Procedures.

The Board of Directors may establish policies and procedures that are consistent with these bylaws. And after approval from Board of Directors it may be implemented and take effect till changes are made by a revised Policies and Procedures, or by Bylaws amendment.

2. Bylaws Review.

~~The bylaws of the Society shall be reviewed periodically, at least every five (5) years, by a committee appointed by the president.~~
A committee appointed by the president shall review the bylaws of the Society periodically, at least every five (5) years.

ARTICLE XII

MISCELLANEOUS

1. Indemnification.

Directors, officers, and authorized employees, volunteers, committee members, and agents of the Society shall be indemnified against claims of liability arising in connection with their positions or activities on behalf of the Society to the full extent permitted by law.

2. Fiscal Year.

The fiscal year of the Society shall be January 1 to December 31.