

# IAMA BYLAWS



## BOARD OF TRUSTEES

### **Article I- Definition**

The board of trustee shall govern over the function of the Association, its board of director, state chapters, sections, and observe all their functions as it will be enumerated in the article III.

### **Article II**

There shall be three types of members:

#### **A. The voting members consisting of:**

a. All the founding members (Drs. Shahrokh Ahkami, Amir Ganchi, Jasmin Moshirpur, Abbas Pezvani, Vida Vida, Mohammad Zamani and Parviz Zand) who are actively engaged in the affairs of the Association and working towards its goals. Founding member are permanent members of the Board of Trustees of the Association with the voting privileges Any founding member can resign from her/his position. A founding member may be removed by unanimous vote of other members of the board for engaging in activities contrary to the bylaws of the Association. In cases of death, resignation or removal of a founding member, a co-founder will be elected.

#### **Co Founders:**

The voting members of the board of trustee shall elect a substitute amongst the active members of the Association hereafter called, "Co-Founder," She or he should have served the organization for at least ten years and has been demonstrated exceptional willingness to work toward the goals of IAMA. This eligible person to fill the position vacated in the Board of Trustees will be permanent member of the Board of Trustees with voting privilege.

#### **a. Members at Large:**

Any states or the combination of States of those having more than forty members, can have a representative at the board of trustee," A member at large".

The nominating committee of the Board of Trustees will select two members based on the above

description and forward the names to the active members of that State or those states for their votes. They will be elected by proxy. Their term in the office will be four years. The candidates shall be among active members for at least three years and in a good standing and have contributed significantly to activities toward the goals of the Association.

**B. Non-voting members of the Board of Trustees:**

- a. Any individuals that appointed to Board of Trustees in different capacities.
- b. Honorary members,

The Honorary members are selected among all individual; irrespective of their nationalities or their field of interests. They have to possess significant achievement toward the advancement of the goals of the Association or have done valuable services to Iran and Iranians, anywhere in the world. The honorary members can be nominated by any active members of IAMA. Their credentials shall be submitted to the board of trustee by the sponsoring member. The board shall thoroughly evaluate each individual. He/she shall be approved by the majority votes of the executive committee of the board and shall be notified the nominee by the secretary of the executive committee of the board of trustee. The honorary members do not have the voting privilege.

**Elected members of the executive committee of the board of trustee shall consist of:**

- 1. Chairperson
- 2. Vice chairperson;
- 3. Secretary;
- 4. President of the board of director, (none voting)
- 5. President of IAMA Javahan, (none voting)
- 6. Chairperson elect, (none voting)
- 7. Secretary General, (none voting)

**Article III- The responsibilities of the Board of Trustee:**

- a. It shall act as the trustee for the assets and investments of the association.
- b. To advise and audit the officers. It shall have the power to extend the term of the board of director temporarily and in dire condition, pending the normal measures described by the bylaws.
- c. Oversee the functions of the Board of Director of the association, its chapters and sections.
- d. To create committees as deemed necessary.
- e. To oversee the financial stability of the Association.
- f. All major changes in the functions of the Association shall be presented to the board of trustee for

its approval; this includes any changes in the bylaws of the association, its chapters and sections.

g. To exercise the legislative power of the Association, unless otherwise mentioned in the bylaws.

h. To evaluate and approve the annual budget prepared by the board of director.

i. In exceptional situation, when the board of trustee feels that the existence and the future of association is endangered by action committed through shortcoming, negligence or any other causes of the board of director, the board of trustee shall be empowered to disband the said board and assume the responsibility to conduct the affairs of the Association. The board of trustee shall inform all the active members, the chapters and the sections within two weeks business day of its action and plan for a new election as soon as possible after the disbandment.

#### **Article IV- Officers of the Board of Trustee:**

The Board of Trustee shall have an executive officer of the Board of Trustees which acts on behalf of the Board of Trustees of the Association. It should be called, "The Executive Board of Trustees." The Executive Board of Trustees shall be composed of three voting members: the chairperson, the vice-chairperson and the secretary. The term of office for all these individuals shall be four years. They can run for multiple terms.

**Election of Officers of the Board of Trustee:** During the February of the third year's service of the services of the members of the executive Board of Trustees, the nominating committee of the Board of Trustees will nominate two individuals among the active voting members of the Association for the positions of Chairperson elect ( none voting member) of the board of trustee. These individuals shall consist of good standing active members of the Association for at least five years and contributed substantially toward its goals. The candidates shall be presented to the voting members of the board of trustee who will elect one person by proxy vote for that position. The chairperson elect shall work closely with the Chairperson in order to familiarize her/ himself with the affair of IAMA. Elected chairperson shall be presented to all members during the annual meeting of the association. A year after election of the Chairperson elect, nominating committee will nominate four active members who have been member of IAMA at least for five years with an outstanding activities in IAMA to the voting members of the Board of Trustees by proxy ballot to vote for the position of the Vice Chair and secretary of the Executive Board of Trustees of the board of trustees of IAMA. Two of the nominee will be elected by the voting members of the Board of Trustee as vice Chairperson and the other one as secretary of the executive Board of Trustees of the IAMA. They also should be presented to the members at the annual meeting of IAMA.

#### **Responsibilities of the members at large of the Board of Trustees:**

- a. They should participate in all Board meeting of the Chapter.
- b. They shall oversee the function of the chapters, and make sure they are in compliance with the Bylaws of IAMA.
- c. They shall make sure copies of each board meetings are submitted to the N Boards of Directorsd and Executive Board of Trustees.
- d. They shall give quarterly reports of the chapters to the executive Board of Trustees.
- e. They shall give an annual report to all members of IAMA during its Annual Meeting

## **MEETINGS**

### **A. Regular Meetings of the Board of Trustees**

The Executive Board of Trustees of IAMA shall meet at least quarterly and whenever deemed necessary by the Chairperson ( by person, conference call, E-mail and other possible communication technology). The members of the Board of Trustees (of IAMA) will have a regular meeting every year at the time of the Annual Meeting of IAMA.

### **B. Special Meetings**

The Chairperson of the Board can call for a special meeting of either all the members of the Board of Trustees of IAMA or just the Executive Board of Trustees of IAMA.

### **C. Notice of Meetings**

Notice of the time, place, date and hour of the meeting shall be forwarded to the voting members of the Board of Trustees by the Secretary of the Executive Board of Trustees by all available means of communication at least 15 days prior to the day of the scheduled meeting. Notice of cancelation or change of the date and time of the scheduled meeting shall be given to all voting members at least 5 days prior to the day of the scheduled meeting by all available means too.

## **Article V- Committees**

A. General consideration: Committees are formed based on their necessities. Generally the Chairperson of the Executive Committee shall appoint a member as the chairperson of the committee. This individual may be selected among the active founding members or any other members of the IAMA. She/he shall be knowledgeable in the field that she/he is appointed. The chairperson will invite several other active members of the Association with good standing to help performing the duties of the committees. None of the members of the committees shall be candidates for any elected positions during their term of duties. It is advisable for the chairpersons to appoint their members from different chapters, sections and states if possible. The term of duties for all the committees shall be four years. This term can extended by the chairperson of the executive committee, as deemed

necessary. Each committee through its chairperson can delineate its function and present their procedures to the Executive Board of Trustees of IAMA and pending their approval can begin its function. Each committee has to report its action and the results obtained to the executive board of Trustees after each meeting.

#### **B. Committees:**

The following committees shall be established and begin their works as soon as possible:

1. Nominating Committee;
2. Publication Committee;
3. CME (continuous Medical Education) and CDE (Continuous Dental Education) Committees;
4. Committee to evaluate the functions of chapters and sections;
5. Iran and International Committee; this committee shall be headed by the chairperson of the Executive board of Trustees or her/his designate and its members shall be the past chairperson of the executive Board of Trustees, the president of the board of director, presidents of the chapters and sections. The chairperson can at his/her discretion appoint other members or none members of the Association.
6. Disaster committee.

#### **Article V- Committees**

##### **CHAPTERS**

Each state or combination of the States with 30 active members could form their chapter. They follow the preapproved bylaws of the Chapters in conformity with the bylaws of IAMA. The pre approved bylaws of all chapters will be prepared by the combined Bylaws committees of the boards and should be approved by the Board of Directors and executive Board of Trustees of IAMA. The chapters shall be independent on the states level; however, on the national level, they shall be under the jurisdiction of the Association. All State Chapters may use the Tax ID number of IAMA They shall also conform to the state laws governing the tax exempt and charity organizations. If conflict arises between the interpretations of bylaws, the bylaws of the Association shall prevail over the bylaws of chapters. The chapters shall have a board of director which shall be on the same scale and premises as that of the Association. The elected member at large of the Board of Trustee of that State will oversee the activities of the Chapter of IAMA in that State or States. The board of director of the Chapters shall consist of: the president, vice president, correspondent secretary, treasurer, secretary and two members at large. The election process shall be on the same format as that of IAMA. The duration of the services of the board of Directors of Chapters is two years which could be repeated for members

of the board by proxy votes. The logo of IAMA shall be used by all State Chapters. It should be placed in the middle and the two abbreviations letters of the state appears below the Christian year of 1993 of the IAMA logo. The address, phone number, fax number, email of the office of the state chapter and IAMA webpage address should be appeared on the top or in the bottom of their letterhead. The State Chapters may use their own logo. In this case, the local logo shall not be larger than 2/3 of the size of the national logo and shall be placed on the left corner and about one centimeter below that national logo. The names, ranks of the officers and trustee of the State chapters should be written on the left side. If the chapter was formed through founders, then their names shall appear at the bottom of the page.

## **ARTICLE VII**

### **SECTIONS**

Definition: Group of active members of IAMA having similar interest or common goals; i.e. graduated of the same school, graduated the same year; having same specialty or sub-specialty, young members in training and other entities which may constitute a reason for their assembly. Sections follow the following:

- a. They are only on the national level;
- b. Sections could be created when more than twenty active (except young members of IAMA in training) members are involved.
- c. All affiliated section shall follow the preapproved bylaws, which shall be in total conformity with that of the Association and in accordance with its text.
- d. The members of each section shall elect the officers of its board.
- e. Each board shall have at least six people: President, vice-president, treasurer, secretary and two members at large. A section can be formed with, at least, twenty active members. They should have preapproved bylaws in the same manner of the chapters and shall be in total conformity with the bylaws of the Association. Like chapters, the sections shall be completely independent on their internal affairs. However, all their actions shall be monitored by the IAMA board of director and the executive board of Trustees. The secretary of the sections has to report all the activities and minutes of the meetings to the board of director and Executive Board of Trustees of the IAMA.

## **ARTICLE VIII**

### **RENUMERATION**

None of the Officers of IAMA or any of the State Chapters shall be paid for their services. No active, associate, honorary, or auxiliary member, members of the Boards either in IAMA central, States

Chapters or Sections of IAMA shall be paid for their services. The expenses incurred during the meeting of the Board of Trustees, Board of Directors, States officials or sections of IAMA or others are not subject to reimbursement by IAMA. The only paid members at IAMA are office secretary, webmaster and legal advisory of IAMA with reasonable fees.

## **ARTICLE IX**

### **RECOGNITION**

IAMA shall and may recognize outstanding members, other Iranians, Iranian descents, and or individuals who have done exceptional work toward achieving the goals of the Association, the welfare of the Iranians, and or spreading or extending the services in Iran and toward the civilization of the world. Active members of the Association can nominate anyone that they may feel worthy of receiving the honor from the Association. They shall also forward the documents supporting their nominee to the Boards of IAMA. The board shall review the documents and decide accordingly. Both boards shall approve the nomination by a simple majority vote. The recipient shall be notified and the award shall be given during the annual meeting of IAMA.