

BYLAWS

Vietnamese American Healthcare Professionals Association of Georgia (VAHPAG)

Article I - Name and Definition of "Vietnamese American Healthcare Professionals"

A. The name of the organization shall be the Vietnamese American Healthcare Professionals Association of Georgia.

B. Definition: For purposes of VAHPAG membership, the term " Vietnamese American Healthcare Professionals Association of Georgia" shall be taken to mean a healthcare professional association dedicated to helping guide a community, agency, health organization, healthcare office or program in pursuit of group or community healthcare goals."

Article II - Mission, Motto and Objectives

A. Mission

The mission of the Vietnamese American Healthcare Professionals Association of GA is to preserve, promote, and improve the health and well being of Vietnamese Americans, individuals and communities. In order to fulfill this mission, we foster collaborations among the community and the healthcare professionals in education, research, and service.

Goal: Lead and actively participate in serving healthcare professionals, individuals and communities and to foster future generations of Vietnamese American healthcare professionals.

Core Value: Our core values were developed with inputs from the healthcare professionals, healthcare students, and other constituents. These values guide our education, service and research activities, and we strive to impart them to our community.

Commitment: to Excellence, Diversity, Integrity, Respect for human dignity, Social responsibility, and Teamwork.

B. Motto: Creating and sustaining healthy communities.

C. Objectives

1. Provide professional healthcare services to the community.
2. Provide educational programs such as the seminars, study groups, continue medical education sessions that meet workforce development needs.
3. Promote collaboration by creating a healthcare professionals network within Georgia and across the United States.
4. Provide mentoring services to the future generations of Vietnamese American healthcare professionals in GA.

Article III - Membership

A. Eligibility for Dues Paid Membership, by Category:

1. Period of Membership is January 1 to December 31 of each year, renewable by payment of dues appropriate to designated category of membership
2. Any member in arrears for a period of six (6) months shall be dropped from membership.
3. Active Member: Healthcare professionals (MD, DO, DMD, DDS, DPM, OD, MPH, DNP, RN, RD, PharmD/RPh, PT, OT, RT, SP, etc.) who is willing to self-designate as a "community healthcare provider" as defined in these bylaws in Article I-B. In cases with questionable credentials eligibility for membership shall be decided by the Executive Committee.

5. Student Member: healthcare student enrolled in a school approved by an appropriate accrediting agency.

6. Retiree: any health professionals retired from active practice.

7. Associate: A healthcare provider without a license to practice in the United States. Associate members receive VAHPAG publications and may attend VAHPAG General membership meetings and CME meetings.; Associate members will pay annual membership dues approved in accordance with Article X, B, will vote, serve on committees, and may hold up to one board seat on the Board of Trustees but not in an officer position. In cases with questionable credentials eligibility for membership will be decided by the Executive Committee.

8. Affiliate member: a person who does not meet criteria for other dues paying membership categories. Affiliate members receive VAHPAG publications and may attend VAHPAG General Membership and CME meetings. Affiliate members will pay annual membership dues approved in accordance with article X, B, will have no vote and may not hold any officer or Board of Trustee position. At the President's discretion, an affiliate member may be appointed as a non-voting member of an VAHPAG Committee.

9. VAHPAG shall reserve the right to withhold membership from any applicant who does not meet the membership criteria specified above. This provision shall not obligate VAHPAG to check credentials of applicants.

10. No person shall be denied membership on the basis of gender, race age, sexual orientation, disability or political or religious belief.

B. Honorary/Advisory Membership:

Healthcare providers who are not current members of VAHPAG, but who are pre-eminent in the Vietnamese community health or preventive medicine or have achieved outstanding public health accomplishments may be considered for honorary/advisory membership.

C. Lifetime Membership

Any active or retired member may become a lifetime member by one-time payment of an amount that has been set by the general membership. The Lifetime Members dues amount will be decided annually at the regular time for determination of dues (See Article X). The General Membership may require members to pay different amount for Lifetime Member dues based on the member's age.

D. Membership Meetings

1. The Annual General membership meetings may take place in conjunction with a meeting of the VAMA (Vietnamese American Medical Association) or another community health meeting to be selected by the Board.

2. Additional Special meetings of the General Membership may be held at the discretion of the Board of Trustees with a specific purpose clearly specified in the meeting notice which will be sent to all members with at least 30 days notice.

4. The General membership meetings shall be considered to have a quorum when not less than 5% of the voting membership is in attendance.

5. Attendance at general membership meetings shall be in person, by telephone conference or by other electronic means, which permit all members to simultaneously hear each other and verbally participate in the meeting. Members who attend the meeting, either in person or by electronic means, shall contribute to the determination of a quorum, and are permitted to vote.

Article IV - Board of Directors

The Board of Directors will be required to declare any and all conflicts of interest pursuant to the discharge of duties and before the commencement of any meetings of the board.

A. The Board of Directors shall consist of the Officers and at least Two Trustees.

The President shall serve as Chairperson. The Vice President and Treasurer shall serve as Vice-Chair and Secretary, respectively. The Board of Directors shall conduct the business of the Association between annual meetings and shall report its actions to the full membership.

B. The Board of Directors shall have complete charge of property and financial affairs of the Association, and shall perform such duties as are prescribed by law governing the directors of corporations, or as may be prescribed by the by-laws.

C. The Board of Directors shall meet at least four (4) times per year. Such meetings may be in person, by telephone conference call, or by any other means of communication.

D. The Board of Directors shall be considered to have a quorum when not less than ½ of total membership of the Board of Directors and officers are in attendance.

Article V - Executive Committee

A. The Executive Committee shall consist of the Officers of the Association.

B. The Executive Committee shall review the agendas for the Board and General Membership meetings prepared by the President.

C. The Executive Committee shall have the authority to act on behalf of the Board between Board meetings.

D. Actions of the Executive Committee shall be subject to review at the next Board Meeting

Article VI - Officers and Trustees

A. The officers of the Association shall be President, Vice President, Immediate Past-President, President-Elect, Secretary, Treasurer, and Delegate.

B. Nominations: The President-Elect shall chair the Nominating Committee. The Nominating Committee shall include at least two other members chosen by the President Elect.

C. Terms of President, President Elect and Immediate Past President

1. The President shall take office at the end of the Annual General Membership Meeting to serve a term of two (2) years.
2. A President Elect shall be elected at the Annual General Membership Meeting to serve a term of two (2) years.
3. Upon seating of a new President, the current President shall become Immediate Past-President. He or she shall retain this position until replaced by a new Immediate Past-President. All Past-Presidents encourage to join the Advisory membership.

D. Elections and terms of other elected officials

1. A Vice-President shall be elected and take office at the Annual General Membership Meeting in even numbered years to serve a term of two (2) years. A Vice President may serve multiple consecutive two (2) years terms.
2. The Secretary and the Treasurer shall be elected and take office at an Annual General Membership Meeting to serve a term of two (2) years. The Secretary and the Treasurer may serve multiple consecutive two (2) year terms.
3. Directors shall be elected to two (2) year terms, with three or four to be elected at each Annual General Membership Meeting. A trustee shall not serve for more than two (2) full consecutive terms, excluding unexpired terms of less than two (2) years, and excluding any time served as another elected official of the association
4. The VAHPAG Delegate and Alternate Delegate: Shall be elected at an Annual General Membership Meeting to serve a term of two (2) years and Delegate and Alternate Delegate may serve multiple consecutive two (2) year terms.
 - a. Must be members of the VAHPAG

E. Successor to the President. If the office of the President becomes vacant, the President-Elect shall become President and serve the unexpired term of the President, plus the term the President-Elect was originally elected to fill. If a vacancy exists in the office of President-Elect, the Vice-President shall serve as President-Elect until the next Annual Meeting. If all three positions are vacant, the Secretary shall act as President until the next Annual Meeting.

F. Successor to other Officials

1. If any of the other officer positions are vacated before the end of the specified term, the President shall appoint another member to fill that position until the next Annual Meeting.

2. If a Director position is vacated mid-term, that position shall remain vacant until a successor can be elected to fill the unexpired term at the next Membership Meeting.

3. An individual person may occupy up to two (2) elected positions within the Association,

G. Election Process

1. Elections shall be held at Annual General Membership Meetings.

2. The slate shall be presented by the Nominating Committee

3. Any election involving more than one (1) nomination shall be by secret ballot. A majority of votes cast shall be necessary to elect, where there are more than two (2) nominees, and none receive a majority of votes cast on the first ballot, a runoff vote shall be held between the top two. In case of tie votes, additional balloting shall be done until a single individual receive a majority vote.

Article VII - Duties of Officers

All officers will be expected to declare all conflicts of interest pursuant to the commencement of business meetings of the association and in the discharge or their duties

A. President

1. The President shall preside at all General Membership, Board of Trustees and Executive Committee Meetings.
2. The President shall appoint all Committee Chairs and Appointees not otherwise specifically assigned in these bylaws.
3. The President shall supervise the Executive Manager
4. The President shall be co-editor of the Bulletin
5. The President shall represent the Association to other groups, organizations and individuals, except as otherwise specified in these bylaws, and shall conduct such other duties as may be appropriate for the conduct of the business of the Association,
6. The President shall act on behalf of the Board and Executive Committee between meetings.
7. The President, with the approval of the Executive Committee and subject to and subsequent confirmation of the trustees, shall have the power to reassign any or all duties and responsibilities of any officer, committee chairperson or the Executive Manager, to any other individual, at any time, and for any period of time deemed appropriate by the President. Any and all such reassignments shall be considered interim, for the tenure in office of that President.

B. President-Elect

1. The President-Elect shall assist the President in conducting the affairs of the Association.
2. The President-Elect shall chair the Nominating Committee.
3. The President-Elect shall serve as President in the temporary absence of the President and Vice President

C. Immediate Past President

1. The Immediate Past President shall otherwise serve as if a Trustee

D. Vice-President

The Vice President shall chair the Membership Recruitment, Program and the Bylaws Committees,

1. The Vice President Shall Chair the General Membership, Board of Trustees and Executive Committees, in the absence of the President
2. The Vice President shall assist the President and President Elect in conducting the affairs of the Association.
3. The Vice President shall serve as President in the absence of the President.

E. Secretary

1. The Secretary, with the assistance of the Executive Manager, shall keep up-to-date membership roster for all categories of Association membership.
2. The Secretary, with the assistance of the Executive Manager, shall generate and maintain minutes of all General Membership, Board and Executive Committee meetings.
3. The Secretary, with the assistance of the Executive Manager, shall maintain all other non-financial records of the Association.
4. The Secretary shall serve as President, in the absence of the President, Vice President and President-Elect.

F. Treasurer

1. The Treasurer, with the assistance of the Executive Manager, shall have the care and management of the fiscal affairs of the Association, and shall keep a record of all moneys received and expended.
2. The Treasurer shall oversee the financial matters of the Association, and shall give written approval and authentication to Association checks.
3. The Treasurer, with the assistance of the Executive Manager, shall prepare present up-to-date financial reports at every meeting of the General Membership and Board of Trustees.
4. The Treasurer, with the assistance of the Executive Manager, shall present an annual budget, with recommendations for dues by membership category, at the Board of Trustees meeting immediately preceding the Annual General Membership Meeting.
5. The Treasurer, with the assistance of the Executive Manager, shall maintain all financial Records of the Association.

G. Delegate to VAHPAG House of Delegates

1. The Delegate shall represent the Association to the VAHPAG House of Delegates
2. The Delegate shall Chair the Resolutions, Policy and Legislation Committee.

H. Alternate Delegate to VAHPAG House of Delegates

1. The Alternate Delegate shall assist the Delegate with all the responsibilities of that position.
2. The Alternate Delegate shall serve as Delegate, in the absence of the Delegate.

Article VIII - Executive Manager

- A. The Board of Trustees may select an Executive Manager who need not be a member of the VAHPAG, with a defined position description or to execute another management contract as they see fit; said executive manager will to serve as chief Administrative Officer of the Association, assist the President, the Secretary and the Treasurer with all responsibilities of these offices, and maintain the Headquarters Office. Once appointed, the Executive Manager shall serve until removed or replaced or said management contract shall be terminated as the board may see fit.
- B. The Executive Manager or contracted management entity shall have charge of the headquarters office and shall employ such assistants and office staff as determined by the Board. In the case of an executive manager, he and his assistants and the office staff shall receive compensation and travel allowances' and be covered by such insurance as may be determined by the Board of Trustees by agreement with the agency serving as host to the headquarters office.
- C. The Executive manager or contracted management entity shall have authority to write checks and manage the financial affairs of the Association, under the direct supervision of the Treasurer.
- D. The Executive Manager or contracted management entity shall serve as co-editor of the Bulletin, with the President or his/her designee.
- E. The Executive Manager or contracted management entity designee may serve as Parliamentarian at all VAHPAG meetings if qualified and if so designated by the President.
- F. In the event the executive manager position is vacant or contracted management entity has been terminated and new contract management entity agreement is not yet in place, the individual officers shall fulfill without the assistance of the executive manager, those duties assigned to them in Article VII Duties of Officers.

Article IX - Appointments and Committees

A. Except as otherwise specified in these bylaws, all appointments are by the President and serve at the pleasure of the President

1. All appointees must be dues-paid members of VAHPAG
2. Upon invitation by the President, all appointees can participate but not vote in Board meetings

B. The following appointments shall be made by the President:

1. Chair and members of Awards Committee
2. Any others, as may seem reasonable to the President

C. Standing Committee Appointments and Chairmanships Specified in Bylaws

1. Public Policy, Resolutions and Legislative Committee - to be chaired by Delegate to VAHPAG House of Delegates
2. Nominating Committee - to be chaired by President Elect
3. Membership Recruitment Committee - to be chaired by Vice-President
4. Newsletter/Bulletin co-Editors- The President or designee and Executive Manager or contracted management entity appointee.
5. Program Committee for semi-annual General Membership meetings –to be chaired by the Vice-President
6. Bylaws Committee - to be chaired by the Vice President

Article X - Financial Matters

- A. Funds Raised - Funds may be raised by annual dues or assessments upon the members upon recommendation by the Board of Trustees. Funds may also be raised from publications of the Association and in any other manner approved by the Board of Trustees. Funds may be appropriated by the Board of Trustees to defray expenses of the Association to carry on its publication, to encourage scientific investigations, and for any other purpose approved by the Board of Trustees.
- B. Membership dues - The annual Membership Dues shall be reviewed by the Board and approved by the general membership before the beginning of the a calendar year. The dues statement each year will be sent before the end of the preceding year. Authorizes the Board of Trustees to offer any discounts and dues adjustments that would, in the Board's opinion, promotes the best interests of the Association and of our profession. These include but are not limited to discounts or waivers of dues for residents in accredited training programs, new members recruited and other categories as the board may see fit or changes to the dues year..
- C. Special Assessments - Special assessments may be leveled only after specification of the amount and purpose, by category of membership, by the Board of Trustees, and by a majority of the membership voting at the Annual General Membership Meeting or a majority of the membership voting by mail at any other time of year.
- D. An annual Budget shall be recommended to the Board of Trustees by the Treasurer, at the Board meeting immediately preceding the Annual General Membership Meeting, then approved by the General Membership attending the Annual General Membership Meeting.
- E. Expenditures shall be managed by the Executive Manager under the direct supervision of the Treasurer

Article XI - Relationship with Vietnamese American Medical Association (VAMA)

- A. VAHPAG is a Vietnamese American Healthcare Professionals of Georgia, as defined in Section 8 of the VAHPAG Bylaws, with all the rights and responsibilities of such designation, including representation in the VAHPAG House of Delegates.
- B. VAHPAG Shall encourage its members to join the VAMA.
- C. Young Professionals Section
 - 1. To allow for regular input of young professional views into the issues before VAHPAG, at least one Trustee seat on the Board of Trustees shall be filled by a healthcare professional less than age 40 or is within the first 8 years of professional practice after residency and/ fellowship training or the current VAHPAG definition of young healthcare professional and be a member of the VAHPAG in good standing.
 - 2. The Young Professional Trustee shall be elected by the VAHPAG General Membership, as specified in Article VI of these By laws.
 - 3. VAHPAG Young Professionals meeting the qualifications noted in Article XI C, above, and present at the VAHPAG Annual Meeting, shall elect, from within their membership, both a Delegate and Alternate Delegate to the VAHPAG Young Professional Section.

Article XII - Rules of Order

- A. All Association meetings shall be governed by Robert's Rules of Order.
- B. A parliamentarian will be designated by the President for all VAHPAG meetings.

Article XIII – Amendments

These bylaws may be amended by a two-thirds vote of members present at any General Meeting, provided that written notice has been given by any means designed to reach all

members. Publication of such notice in the VAHPAG Bulletin or on the VAHPAG website shall be construed as compliance with this requirement.

Vietnamese American Healthcare Professionals of Georgia BY LAWS adopted by the organizing committee on 8/23/2017.

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