

THE JAPAN CHAPTER
OF THE AMERICAN COLLEGE OF PHYSICIANS

BYLAWS

ARTICLE I

OFFICES

Section 1.1. The name of the Organization shall be the Japan Chapter of the American College of Physicians.

Section 1.2. The Organization may have such offices as the Council (as defined hereinafter) may from time to time determine.

ARTICLE II

PURPOSES

Section 2.1. The purposes of the Chapter are exclusively charitable and educational and include the organization of those members of the American College of Physicians (the "ACP") who are members of the Chapter, in order to further the objects and purposes of the ACP.

Section 2.2 The Chapter is subject to any limitations and restrictions imposed on it by the Bylaws of the ACP or by any resolution passed by the Board of Regents of the ACP and if it does not comply with such restrictions the Chapter shall be required (without limiting any other actions which may be required of it), upon request of the ACP, to cease being a Chapter of the ACP or using the name of the ACP.

ARTICLE III

MEMBERSHIP

Section 3.1. Membership in the Chapter shall consist of those persons who are members of the ACP and whose mailing address for purposes of receiving notices and publications of the ACP is in Japan.

Section 3.2. A Chapter member shall automatically be accorded the same class of membership as such member holds in the ACP. Only a Chapter

46 member who belongs to the Member, Fellow, or Master class of membership shall
47 be entitled to hold an office of the Chapter or vote on Chapter matters, provided,
48 however, that other members may vote in the election of members of advisory
49 boards or committees composed solely of members of such class, and may be
50 appointed to serve as a voting member of a chapter committee.

51
52 **ARTICLE IV**

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54 **MEETINGS OF MEMBERS**

55
56 **Section 4.1.** All meetings of the members shall be held at the
57 registered office or at such other place, either within or without Japan, as the
58 Council may from time to time determine.

59
60 **Section 4.2.** An annual meeting of the members shall be held in each
61 year at such time as the Council shall determine. Special meetings of the
62 members may be called at any time by the president, any two members of the
63 Council or at least ten percent of the members of the Chapter entitled to vote, upon
64 written request delivered to the secretary of the Chapter.

65
66 **Section 4.3.** Written notice of any meeting of members, stating the
67 time, place, and the general nature of the business to be transacted, shall be served
68 not less than ten nor more than fifty days before such meeting, unless a greater
69 period of notice is required by statute.

70
71 **Section 4.4.** Except as may be otherwise provided by statute or by
72 these Bylaws, a quorum for the transaction of business at any meeting shall consist
73 of those members entitled to vote who are present in person. One or more members
74 may participate in any meeting by means of conference telephone or similar
75 communications equipment by means of which all persons participating in the
76 meeting can hear and communicate with each other, and all members so
77 participating shall be deemed to be present in person at the meeting.

78
79 **Section 4.5.** Except as may be otherwise provided by statute or by
80 these Bylaws, the vote of a majority of the members entitled to vote who are present
81 in person shall decide any question brought before any meeting.

82
83 **ARTICLE V**

84
85 **COUNCIL**

86
87 **Section 5.1.** The Council shall consist of the Governor of the Area, who
88 shall function as the president of the Chapter, Immediate Past President, if any, the
89 Governor-Elect, if any, the vice-president or vice-presidents, secretary and
90 treasurer, Committee Chairs one or more Chapter members, the number of which

91 shall be set from time to time by the Council. Council members may be appointed
92 by the Governor. Council members (other than officers) shall serve staggered three
93 year terms and until their successors are duly elected. As nearly as possible, an
94 equal number of Council member terms shall expire each year.

95
96 **Section 5.2.** The Council shall reflect the chapter's composition of
97 academic, practicing, male, female, urban, rural, ethnic and diverse training
98 backgrounds.

99
100 **Section 5.3.** Vacancies in Council positions (other than among the
101 officers), including vacancies resulting from an increase in the number of members
102 constituting the Council, shall be appointed by the Governor.

103
104 **Section 5.4.** The duties of the Council shall be those ordinarily
105 performed by a Board of Directors of a corporation. The Council shall manage the
106 business and affairs of the Chapter, and may exercise all such powers of the
107 Chapter and do all such lawful acts and things as are not by statute or by these
108 Bylaws directed or required to be exercised and done by the members of the
109 Chapter or by the Governor of the Chapter.

110 111 **ARTICLE VI**

112 113 **COUNCIL MEETINGS**

114
115 **Section 6.1.** The meetings of the Council may be held at such place
116 within Japan or elsewhere as a majority of the Council members may designate
117 from time to time or as may be designated in the notice calling the meeting.

118
119 **Section 6.2.** Regular meetings of the Council shall be held at least
120 once a year, at such times and places as shall be determined from time to time, by
121 resolution of the Council. Notice of each regular meeting of the Council shall
122 specify the time and place of the meeting and shall be given each Council member
123 at least 30 days before the meeting.

124
125 **Section 6.3.** Special meetings of the Council may be called by the
126 Governor or the Secretary upon written request of any two members of the Council
127 on 24 hours notice to each Council member. Notice of each special meeting of the
128 Council shall specify the time and place of the meeting.

129
130 **Section 6.4.** A majority of Council members shall constitute a quorum
131 for the transaction of business, and the acts of a majority of the Council members
132 present at a meeting at which a quorum is present shall be the acts of the Council,
133 except as may be otherwise specifically provided by statute or by these Bylaws. If a
134 quorum shall not be present at any Council meeting, the Council members present
135 thereat may adjourn the meeting. It shall not be necessary to give any notice of the

136 adjourned meeting or of the business to be transacted other than by announcement
137 at the meeting at which such adjournment is taken.

138
139 **Section 6.5.** One or more Council members may participate in a
140 meeting of the Council by means of conference telephone or similar communications
141 equipment by means of which all persons participating in the meeting can hear and
142 communicate with each other, and all Council members so participating shall be
143 deemed to be present in person at the meeting.

144
145 **Section 6.6.** Any action which may be taken at a meeting of the
146 Council may be taken without a meeting if a consent or consents in writing setting
147 forth the action so taken shall be signed by all of the Council members and shall be
148 filed with the secretary of the Chapter and with the minutes of the proceedings of
149 the Council.

150 **ARTICLE VII**

151 **OFFICERS**

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155 **Section 7.1.** The officers of the Chapter shall be a Governor (who shall
156 also function as the president), Immediate Past President, if any, Governor-Elect, if
157 any, one or more vice-presidents, a secretary and a treasurer. The officers shall be
158 members of the Chapter.

159
160 **Section 7.2.** Except with respect to the office of Governor and
161 Governor-Elect the officers shall be appointed by the Governor and shall serve in
162 their respective offices until their successors are duly selected.

163
164 **Section 7.3.** Any officer (other than the Governor or Governor-Elect)
165 may be removed by the Council whenever, in its judgment, the best interests of the
166 Chapter will be served thereby. If the office of any officer becomes vacant because
167 of removal by the Council, death, resignation or any other reason, except for the
168 office of Governor or Governor-Elect, such vacancy shall be filled by a majority vote
169 of the Council. Any person so elected shall serve until a successor is elected. If the
170 Governor ceases to serve, the Governor-Elect shall become Governor. In the
171 absence of such Governor-Elect, the vice-president (or such vice-president as is
172 selected by the Council) shall serve as Acting-Governor until a new Governor is
173 selected pursuant to the Bylaws of the ACP.

174
175 **Section 7.4.** The Council may appoint such other officers, assistant
176 officers and agents as the needs of the Chapter may require who shall hold their
177 positions for such terms and shall have such authority and shall perform such
178 duties as from time to time shall be determined by resolution of the Council.

180 **Section 7.5.** The salaries and expense allowances, if any, for all
181 officers and agents of the Chapter shall be determined by the Council.

182
183 **THE GOVERNOR (PRESIDENT)**

184
185 **Section 7.6.** The Governor shall be elected pursuant to the provisions
186 of the Bylaws of the ACP and shall serve for such term and shall perform such
187 functions as are set forth in such Bylaws. The Governor shall (1) preside at
188 meetings of the members and of the Council; (2) attend meetings of the committees;
189 (3) act as a liaison between the Chapter and (a) the College and (b) other Chapters;
190 (4) report periodically to the College's Board of Governors on activities of the
191 Chapter, (5) promote applications for membership in the College and evaluate the
192 recommendations of the Chapter's Credentials/Membership Committee for such
193 membership; and (6) perform such other duties as the Council may prescribe or
194 delegate to him. The Governor shall be the chief executive officer of the Chapter
195 and shall see that all orders and resolutions of the Council are carried into effect.

196
197 **Section 7.7.** The Governor shall execute bonds, mortgages and other
198 contracts requiring a seal, under the seal of the Chapter, except where required by
199 law to be otherwise signed and executed and except where the signing and
200 execution thereof shall be expressly delegated by the Council to some other officer
201 or agent of the Chapter.

202
203 **THE GOVERNOR-ELECT**

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205 **Section 7.8.** The Governor-Elect, when selected, shall perform the
206 functions of the Governor in the absence of the Governor.

207
208 **THE VICE-PRESIDENT**

209
210 **Section 7.9.** The vice-president or vice-presidents shall, in the absence
211 or disability of the Governor and Governor-Elect and in such order as the Council
212 shall determine, perform the duties and exercise the powers of the Governor or
213 Governor-Elect, and shall perform such other duties as the Council may prescribe or
214 the Governor may delegate.

215
216 **THE SECRETARY**

217
218 **Section 7.10.** The secretary shall attend all sessions of the Council and
219 meetings of the members and record all the votes of the Chapter and the minutes of
220 all the transactions, and shall perform like duties for the committees of the Chapter
221 when required. The Secretary shall give, or cause to be given, notice of all meetings
222 of the members and of special meetings of the Council, and shall perform such other
223 duties, as may be prescribed by the Council or Governor, under whose supervision
224 the secretary shall be.

225 **THE TREASURER**

226
227 **Section 7.11.** The treasurer shall maintain custody of the Chapter
228 funds and securities, shall keep full and accurate accounts of receipts and
229 disbursements and shall deposit all funds of the Chapter in such depositories as
230 shall be designated by the Council.

231
232 **Section 7.12.** The treasurer shall pay all bills and expenses of the
233 Chapter and report to the Council, as requested, but at least annually, on all
234 transactions and the financial condition of the Chapter.

235
236 **Section 7.13.** If required by the Council, the Treasurer shall give the
237 Chapter a bond in such sum, and with such surety or sureties as may be
238 satisfactory to the Council, for the faithful discharge of the duties of the office.

239 **ARTICLE VIII**

240 **COMMITTEES**

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243 **Section 8.1.** The Council may designate and create standing or
244 temporary committees in addition to those provided for in these Bylaws. Such
245 committees shall have such duties and responsibilities as the Council may deem
246 appropriate.

247
248 **CREDENTIALS/MEMBERSHIP COMMITTEE**

249
250 **Section 8.2.** The Governor may annually appoint a
251 Credentials/Membership Committee of at least three members of the Chapter who
252 belong to the "Fellow" class of membership. The Governor shall serve as a voting
253 member of the Committee.

254
255 **Section 8.3.** The Committee shall: Upon the request of the Governor,
256 review the qualifications of persons for membership and advancement to Fellowship
257 in the ACP who would, by virtue of such membership, also be members of the
258 Chapter, and, when appropriate, recommend that such persons be endorsed by the
259 Governor. Those candidates for Fellowship will be reviewed by the national
260 Credentials Subcommittee for recommendation for election consistent with the
261 procedures established in the Bylaws of the ACP.

262
263 **LOCAL NOMINATIONS COMMITTEE**

264
265 **Section 8.4.** The Governor shall annually appoint a Chair for the Local
266 Nominations Committee who will compose a committee of not less than three
267 members of the Chapter. Consideration regarding the chapter's composition of
268 academic, practicing, male, female, urban, rural, ethnic and diverse training
269

270 backgrounds must be made when appointing the Committee. The Governor may
271 serve as a nonvoting member of the Committee.

272
273 **Section 8.5** The Committee shall submit to the national Governors
274 Subcommittee on Nominations as requested by the ACP the names of two
275 candidates for the position of Governor-Elect of the Chapter. The two candidates
276 must be nominated from among the Chapter's Masters and Fellows, neither
277 candidate having previously served as Governor in that Chapter. The election
278 process will be conducted pursuant to the Bylaws of the ACP.

279 **SCIENTIFIC PROGRAM COMMITTEE**

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282 **Section 8.6.** The Governor may annually appoint a Scientific Program
283 Committee, including at least one Council member. The Governor shall serve as a
284 nonvoting member of the Committee.

285
286 **Section 8.7.** The Committee shall plan local regional scientific and
287 educational meetings.

288 **FINANCE COMMITTEE**

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291 **Section 8.8.** The Governor may annually appoint a Finance
292 Committee, including the Treasurer. The Governor shall serve as a nonvoting
293 member of the Committee.

294
295 **Section 8.9.** The Committee shall:

- 296
297 (1) Prepare an annual budget for financial or legal activities of the
298 Chapter.
299
300 (2) Provide liaison with any and all accounting and legal firms
301 retained by the Chapter for financial matters.
302
303 (3) Assure that appropriate financial statements are prepared,
304 review all prepared financial statements and provide
305 appropriate internal audits of the financial activities of the
306 Chapter.
307
308 (4) Obtain audits of the Chapter financial activity whenever
309 deemed necessary.
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315 **HEALTH AND PUBLIC POLICY COMMITTEE**

316
317 **Section 8.10.** The Governor may annually appoint a Health and Public
318 Policy Committee, including at least one Council member. The Governor shall serve
319 as a nonvoting member of the Committee.

320
321 **Section 8.11.** The Committee shall keep abreast of technological and
322 public policy developments in the areas of medical practice, health care and the
323 organization and delivery of health services and make such recommendations to the
324 Council as it deems appropriate.

325 **WOMEN'S COMMITTEE**

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327
328 **Section 8.12.** The Governor may annually appoint a Women's
329 Committee, including at least one Council member. The Governor shall serve as a
330 nonvoting member of the Committee.

331
332 **Section 8.13.** The Committee shall recommend and engage in activities
333 from the standpoint of ACP women members, which will help resolve the problems
334 of Japanese women physicians who intend to put their career forward, and
335 contribute to the community.

336
337 **COMMITTEE FOR ASSOCIATE AND MEDICAL STUDENT ENRICHMENT**
338 **(CAMSE)**

339
340 **Section 8.14.** The Governor may annually appoint a Committee for
341 Associate and Medical Student Enrichment (CAMSE), including at least one
342 Council member, one Associate member, and one Medical Student member. The
343 Governor shall serve as a nonvoting member of the Committee.

344
345 **Section 8.15.** The Committee shall strive to provide educational and
346 mentoring opportunities and support career and membership advancement to
347 Associate and Medical Student members.

348 **YOUNG PHYSICIANS COMMITTEE**

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351 **Section 8.16.** The Governor may annually appoint a Young Physicians
352 Committee, including at least one Council member. The Governor shall serve as a
353 nonvoting member of the Committee.

354
355 **Section 8.17.** The Committee shall strive to provide educational and
356 mentoring opportunities and support career and membership advancement to young
357 physicians and to enhance the professional development and quality of life for
358 young physicians, as well as foster their involvement in College activities.

360 **PUBLIC RELATIONS COMMITTEE**

361
362 **Section 8.18.** The Governor may annually appoint a Public Relations
363 Committee, including at least one Council member. The Governor shall serve as a
364 nonvoting member of the Committee.
365

366 **Section 8.19.** This committee shall offer information on the ACP Japan
367 Chapter activities within the country and internationally. The information shall be
368 posted on the Chapter web site. Through reporting activities, the committee aims
369 to contribute to the lifelong education of the doctors and improvement of the public
370 health.
371

372 **ARTICLE IX**

373 **GENERAL PROVISIONS**

374 **REPORT TO MEMBERS**

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378 **Section 9.1.** The Council shall submit at the annual meeting of the
379 members a full report of conditions and finances of the Chapter together with a
380 review of its acts for the preceding year.
381

382 **CHECKS AND NOTES**

383
384 **Section 9.2.** All checks or demands for money and notes of the Chapter
385 shall be signed by such officer or officers or the coordinator, who is the chapter staff
386 designated by the Governor, as the Council may from time to time designate.
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389 **FISCAL YEAR**

390
391 **Section 9.3.** The fiscal year of the Chapter shall be from July 1 of one
392 year to June 30 of the following year.
393

394 **NOTICES**

395
396 **Section 9.4.** Whenever, under the provisions of these Bylaws, notice is
397 required to be given to any person, it may be given to such person either personally
398 or by sending a copy thereof through the mail or by telegram, charges prepaid, or by
399 facsimile transmission or electronic mail, or by recognized delivery service to the
400 appropriate address appearing on the books of the Chapter or supplied by him to
401 the Chapter for the purpose of notice. Notice shall be deemed to have been given
402 when delivered in person, or sent by facsimile or electronic mail or one day after
403 being deposited in the mail or with a recognized delivery service or sent by
404 telegram.

405 **Section 9.5.** Whenever any written notice is required to be given by
406 these Bylaws, a waiver thereof in writing, signed by the person or persons entitled
407 to such notice, whether before or after the time stated therein, shall be deemed the
408 equivalent of the giving of such notice. Except in the case of a special meeting of
409 members, neither the business to be transacted nor the purpose of the meeting need
410 be specified in the waiver of notice of such meeting. Attendance of any person
411 entitled to vote at any meeting shall constitute a waiver of notice of such meeting,
412 except where a person attends a meeting for the express purpose of objecting to the
413 transaction of any business because the meeting was not lawfully called or
414 convened.

415
416 **LIABILITY AND INDEMNIFICATION**
417

418 **Section 9.6.** A Council member shall not be personally liable for
419 monetary damages as Council member for any action taken, or any failure to take
420 any action, unless the Council member has breached or failed to perform the duties
421 of Council member and the breach or failure to perform constitutes self-dealing,
422 willful misconduct or recklessness; provided, however, the foregoing provision shall
423 not apply to the responsibility or liability of a Council member pursuant to any
424 criminal statute or the liability of a Council member for the payment of taxes
425 pursuant to local law.
426

427 **Section 9.7.** Subject to any limitations imposed by statutes, the
428 Chapter shall indemnify any officer, Council member or employee who was or is a
429 party or is threatened to be made a party to any threatened, pending or completed
430 action, suit or proceeding, whether civil, criminal, administrative or investigative,
431 (and whether or not by, or in the right of, the Chapter) by reason of the fact that
432 such person is or was a representative of the Chapter, against expenses (including
433 attorneys' fees), judgments, fines and amounts paid in settlement actually and
434 reasonably incurred in connection with such action or proceeding if such person
435 acted in good faith and in a manner he or she reasonably believed to be in, or not
436 opposed to, the best interests of the Chapter, and with respect to any criminal
437 proceeding, had no reason to believe such conduct was illegal, provided, however,
438 that no persons shall be entitled to indemnification pursuant to these Bylaws in any
439 instance in which the action or failure to take action giving rise to the claim for
440 indemnification is determined by a court to have constituted willful misconduct or
441 recklessness; and provided, further, however, in instances of a claim by or in the
442 right of the Chapter, indemnification shall not be made under this section in respect
443 of any claim, issue or matter as to which the person has been adjudged to be liable
444 to the Chapter unless and only to the extent that the court determines upon
445 application that, despite the adjudication of liability but in view of all the
446 circumstances of the case, such person is fairly and reasonably entitled to
447 indemnity for such expenses that the court shall deem proper.
448

449 **Section 9.8.** Unless ordered by a court, any indemnification under
450 section 9.7 or otherwise permitted by law shall be made by the Chapter only as
451 authorized in the specific case upon a determination that indemnification is proper
452 in the circumstances because the applicable standard of conduct set forth under
453 that section has been met. Such determination shall be made by the Council by a
454 majority vote of a quorum consisting of Council members who were not parties to
455 the action or proceeding; if such a quorum is not obtainable or if obtainable and a
456 majority vote of a quorum of disinterested Council members so directs, by
457 independent legal counsel in a written opinion; or by the members.

458 459 **DUES AND FEES**

460
461 **Section 9.9.** The dues shall be established by the Council annually.
462 The annual dues for the various classes of membership shall not exceed the annual
463 dues for the same respective classes of membership in the ACP. The annual dues
464 shall not be assessed against any member who is exempt from the payment of
465 annual dues to the ACP, unless such member is exempt solely because of the
466 payment of a life membership fee to the ACP.

467 **Section 9.10.** All dues, fees and assessments shall be collected by the
468 ACP and remitted to the Chapter.

469 470 **ARTICLE X**

471 472 **AMENDMENTS AND FUNDAMENTAL CHANGE**

473
474 **Section 10.1.** The Bylaws may be altered, amended or repealed by a
475 majority vote of the members entitled to vote thereon at any regular or special
476 meeting duly convened after notice to the members of that purpose, or, to the extent
477 permitted by law, by a majority vote of the members of the Council at any regular
478 or special meeting duly convened, subject always to the power of the members to
479 change such action by the Council members; provided however, that no such
480 fundamental change as the foregoing or such as a merger, division, or dissolution
481 shall be effective without the approval of the Board of Regents of the ACP.