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5 THE JAPAN CHAPTER
6 OF THE AMERICAN COLLEGE OF PHYSICIANS
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9 BYLAWS
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12 ARTICLE I
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14 OFFICES
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16 Section 1.1. The name of the Organization shall be the Japan
17 Chapter of the American College of Physicians.
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19 Section 1.2. The Organization may have such offices as the Council
20 (as defined hereinafter) may from time to time determine.
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22 ARTICLE II
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24 PURPOSES
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26 Section 2.1. The purposes of the Chapter are exclusively charitable
27 and educational and include the organization of those members of the American
28 College of Physicians (the "ACP") who are members of the Chapter, in order to
29 further the objects and purposes of the ACP.
30

31 Section 2.2 The Chapter is subject to any limitations and
32 restrictions imposed on it by the Bylaws of the ACP or by any resolution passed
33 by the Board of Regents of the ACP and if it does not comply with such
34 restrictions the Chapter shall be required (without limiting any other actions
35 which may be required of it), upon request of the ACP, to cease being a Chapter
36 of the ACP or using the name of the ACP.
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39 ARTICLE III
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41 MEMBERSHIP
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43 Section 3.1. Membership in the Chapter shall consist of those
44 persons who are members of the ACP and whose mailing address for purposes of
45 receiving notices and publications of the ACP is in Japan.
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47 Section 3.2. A Chapter member shall automatically be accorded the
48 same class of membership as such member holds in the ACP. Only a Chapter

1 member who belongs to the Member, Fellow, or Master class of membership
2 shall be entitled to hold an office of the Chapter or vote on Chapter matters,
3 provided, however, that other members may vote in the election of members of
4 advisory boards or committees composed solely of members of such class, and
5 may be appointed to serve as a voting member of a chapter committee.
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7 ARTICLE IV

8 MEETINGS OF MEMBERS

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11 **Section 4.1.** All meetings of the members shall be held at the
12 registered office or at such other place, either within or without Japan, as the
13 Council may from time to time determine.
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15 **Section 4.2.** An annual meeting of the members shall be held in
16 each year at such time as the Council shall determine. Special meetings of the
17 members may be called at any time by the president, any two members of the
18 Council or at least ten percent of the members of the Chapter entitled to vote,
19 upon written request delivered to the secretary of the Chapter.
20

21 **Section 4.3.** Written notice of any meeting of members, stating the
22 time, place, and the general nature of the business to be transacted, shall be
23 served not less than ten nor more than fifty days before such meeting, unless a
24 greater period of notice is required by statute.
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26 **Section 4.4.** Except as may be otherwise provided by statute or by
27 these Bylaws, a quorum for the transaction of business at any meeting shall
28 consist of those members entitled to vote who are present in person. One or
29 more members may participate in any meeting by means of conference telephone
30 or similar communications equipment by means of which all persons
31 participating in the meeting can hear and communicate with each other, and all
32 members so participating shall be deemed to be present in person at the
33 meeting.
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35 **Section 4.5.** Except as may be otherwise provided by statute or by
36 these Bylaws, the vote of a majority of the members entitled to vote who are
37 present in person shall decide any question brought before any meeting.
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39 ARTICLE V

40 COUNCIL

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43 **Section 5.1.** The Council shall consist of the Governor of the Area,
44 who shall function as the president of the Chapter, Immediate Past President, if
45 any, the Governor-Elect, if any, the vice-president or vice-presidents, secretary
46 and treasurer, Committee Chairs one or more Chapter members, the number of
47 which shall be set from time to time by the Council. Council members may be
48 appointed by the Governor. Council members (other than officers) shall serve

1 staggered three year terms and until their successors are duly elected. As nearly
2 as possible, an equal number of Council member terms shall expire each year.

3
4 **Section 5.2.** The Council shall reflect the chapter's composition of
5 academic, practicing, male, female, urban, rural, ethnic and diverse training
6 backgrounds.

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

11
12 **Section 5.4.** The duties of the Council shall be those ordinarily
13 performed by a Board of Directors of a corporation. The Council shall manage the
14 business and affairs of the Chapter, and may exercise all such powers of the
15 Chapter and do all such lawful acts and things as are not by statute or by these
16 Bylaws directed or required to be exercised and done by the members of the
17 Chapter or by the Governor of the Chapter.

18 19 **ARTICLE VI**

20 21 **COUNCIL MEETINGS**

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

26
27 **Section 6.2.** Regular meetings of the Council shall be held at least
28 once a year, at such times and places as shall be determined from time to time,
29 by resolution of the Council. Notice of each regular meeting of the Council shall
30 specify the time and place of the meeting and shall be given each Council
31 member at least 30 days before the meeting.

32
33 **Section 6.3.** Special meetings of the Council may be called by the
34 Governor or the Secretary upon written request of any two members of the
35 Council on 24 hours notice to each Council member. Notice of each special
36 meeting of the Council shall specify the time and place of the meeting.

37
38 **Section 6.4.** A majority of Council members shall constitute a
39 quorum for the transaction of business, and the acts of a majority of the Council
40 members present at a meeting at which a quorum is present shall be the acts of
41 the Council, except as may be otherwise specifically provided by statute or by
42 these Bylaws. If a quorum shall not be present at any Council meeting, the
43 Council members present thereat may adjourn the meeting. It shall not be
44 necessary to give any notice of the adjourned meeting or of the business to be
45 transacted other than by announcement at the meeting at which such
46 adjournment is taken.
47

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

13
14 **Section 7.7.** The Governor shall execute bonds, mortgages and
15 other contracts requiring a seal, under the seal of the Chapter, except where
16 required by law to be otherwise signed and executed and except where the
17 signing and execution thereof shall be expressly delegated by the Council to some
18 other officer or agent of the Chapter.

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20 **THE GOVERNOR-ELECT**

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

24
25 **THE VICE-PRESIDENT**

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27 **Section 7.9.** The vice-president or vice-presidents shall, in the
28 absence or disability of the Governor and Governor-Elect and in such order as
29 the Council shall determine, perform the duties and exercise the powers of the
30 Governor or Governor-Elect, and shall perform such other duties as the Council
31 may prescribe or the Governor may delegate.

32
33 **THE SECRETARY**

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35 **Section 7.10.** The secretary shall attend all sessions of the Council
36 and meetings of the members and record all the votes of the Chapter and the
37 minutes of all the transactions, and shall perform like duties for the committees
38 of the Chapter when required. The Secretary shall give, or cause to be given,
39 notice of all meetings of the members and of special meetings of the Council, and
40 shall perform such other duties, as may be prescribed by the Council or
41 Governor, under whose supervision the secretary shall be.

42
43 **THE TREASURER**

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45 **Section 7.11.** The treasurer shall maintain custody of the Chapter
46 funds and securities, shall keep full and accurate accounts of receipts and
47 disbursements and shall deposit all funds of the Chapter in such depositories as
48 shall be designated by the Council.

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SCIENTIFIC PROGRAM COMMITTEE

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

Section 8.7. The Committee shall plan local regional scientific and educational meetings.

FINANCE COMMITTEE

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

Section 8.9. The Committee shall:

- (1) Prepare an annual budget for financial or legal activities of the Chapter.
- (2) Provide liaison with any and all accounting and legal firms retained by the Chapter for financial matters.
- (3) Assure that appropriate financial statements are prepared, review all prepared financial statements and provide appropriate internal audits of the financial activities of the Chapter.
- (4) Obtain audits of the Chapter financial activity whenever deemed necessary.

HEALTH AND PUBLIC POLICY COMMITTEE

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

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

PUBLICATION COMMITTEE

1 **Section 8.12.** The Governor may annually appoint a Publication
2 Committee, including at least one Council member. The Governor shall serve as
3 a nonvoting member of the Committee.
4

5 **Section 8.13.** The Committee shall translate the Observer Weekly,
6 ACP Journal Club, and Annals of Internal Medicine into Japanese, and post the
7 translations on the Chapter web site.
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9 **WOMEN'S COMMITTEE**

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11 **Section 8.14.** The Governor may annually appoint a Women's
12 Committee, including at least one Council member. The Governor shall serve as
13 a nonvoting member of the Committee.
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15 **Section 8.15.** The Committee shall recommend and engage in
16 activities from the standpoint of ACP women members, which will help resolve
17 the problems of Japanese women physicians who intend to put their career
18 forward, and contribute to the community.
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21 **ARTICLE IX**

22 **GENERAL PROVISIONS**

23 **REPORT TO MEMBERS**

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27 **Section 9.1.** The Council shall submit at the annual meeting of the
28 members a full report of conditions and finances of the Chapter together with a
29 review of its acts for the preceding year.
30

31 **CHECKS AND NOTES**

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33 **Section 9.2.** All checks or demands for money and notes of the
34 Chapter shall be signed by such officer or officers or the coordinator, who is the
35 chapter staff designated by the Governor, as the Council may from time to time
36 designate.
37

38 **FISCAL YEAR**

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40 **Section 9.3.** The fiscal year of the Chapter shall be from July 1 of
41 one year to June 30 of the following year.
42

43 **NOTICES**

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45 **Section 9.4.** Whenever, under the provisions of these Bylaws, notice
46 is required to be given to any person, it may be given to such person either
47 personally or by sending a copy thereof through the mail or by telegram, charges
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1 prepaid, or by facsimile transmission or electronic mail, or by recognized delivery
2 service to the appropriate address appearing on the books of the Chapter or
3 supplied by him to the Chapter for the purpose of notice. Notice shall be deemed
4 to have been given when delivered in person, or sent by facsimile or electronic
5 mail or one day after being deposited in the mail or with a recognized delivery
6 service or sent by telegram.

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8 **Section 9.5.** Whenever any written notice is required to be given by
9 these Bylaws, a waiver thereof in writing, signed by the person or persons
10 entitled to such notice, whether before or after the time stated therein, shall be
11 deemed the equivalent of the giving of such notice. Except in the case of a
12 special meeting of members, neither the business to be transacted nor the
13 purpose of the meeting need be specified in the waiver of notice of such meeting.
14 Attendance of any person entitled to vote at any meeting shall constitute a
15 waiver of notice of such meeting, except where a person attends a meeting for
16 the express purpose of objecting to the transaction of any business because the
17 meeting was not lawfully called or convened.

18 **LIABILITY AND INDEMNIFICATION**

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21 **Section 9.6.** A Council member shall not be personally liable for
22 monetary damages as Council member for any action taken, or any failure to
23 take any action, unless the Council member has breached or failed to perform
24 the duties of Council member and the breach or failure to perform constitutes
25 self-dealing, willful misconduct or recklessness; provided, however, the foregoing
26 provision shall not apply to the responsibility or liability of a Council member
27 pursuant to any criminal statute or the liability of a Council member for the
28 payment of taxes pursuant to local law.

29
30 **Section 9.7.** Subject to any limitations imposed by statutes, the
31 Chapter shall indemnify any officer, Council member or employee who was or is
32 a party or is threatened to be made a party to any threatened, pending or
33 completed action, suit or proceeding, whether civil, criminal, administrative or
34 investigative, (and whether or not by, or in the right of, the Chapter) by reason of
35 the fact that such person is or was a representative of the Chapter, against
36 expenses (including attorneys' fees), judgments, fines and amounts paid in
37 settlement actually and reasonably incurred in connection with such action or
38 proceeding if such person acted in good faith and in a manner he or she
39 reasonably believed to be in, or not opposed to, the best interests of the Chapter,
40 and with respect to any criminal proceeding, had no reason to believe such
41 conduct was illegal, provided, however, that no persons shall be entitled to
42 indemnification pursuant to these Bylaws in any instance in which the action or
43 failure to take action giving rise to the claim for indemnification is determined
44 by a court to have constituted willful misconduct or recklessness; and provided,
45 further, however, in instances of a claim by or in the right of the Chapter,
46 indemnification shall not be made under this section in respect of any claim,
47 issue or matter as to which the person has been adjudged to be liable to the
48 Chapter unless and only to the extent that the court determines upon application

1 that, despite the adjudication of liability but in view of all the circumstances of
2 the case, such person is fairly and reasonably entitled to indemnity for such
3 expenses that the court shall deem proper.
4

5 **Section 9.8.** Unless ordered by a court, any indemnification under
6 section 9.7 or otherwise permitted by law shall be made by the Chapter only as
7 authorized in the specific case upon a determination that indemnification is
8 proper in the circumstances because the applicable standard of conduct set forth
9 under that section has been met. Such determination shall be made by the
10 Council by a majority vote of a quorum consisting of Council members who were
11 not parties to the action or proceeding; if such a quorum is not obtainable or if
12 obtainable and a majority vote of a quorum of disinterested Council members so
13 directs, by independent legal counsel in a written opinion; or by the members.
14

15 **DUES AND FEES**

16
17 **Section 9.9.** The dues shall be established by the Council annually.
18 The annual dues for the various classes of membership shall not exceed the
19 annual dues for the same respective classes of membership in the ACP. The
20 annual dues shall not be assessed against any member who is exempt from the
21 payment of annual dues to the ACP, unless such member is exempt solely
22 because of the payment of a life membership fee to the ACP.
23

24 **Section 9.10.** All dues, fees and assessments shall be collected by
25 the ACP and remitted to the Chapter.
26

27 **ARTICLE X**

28 **AMENDMENTS AND FUNDAMENTAL CHANGE**

29
30 **Section 10.1.** The Bylaws may be altered, amended or repealed by a
31 majority vote of the members entitled to vote thereon at any regular or special
32 meeting duly convened after notice to the members of that purpose, or, to the
33 extent permitted by law, by a majority vote of the members of the Council at any
34 regular or special meeting duly convened, subject always to the power of the
35 members to change such action by the Council members; provided however, that
36 no such fundamental change as the foregoing or such as a merger, division, or
37 dissolution shall be effective without the approval of the Board of Regents of the
38 ACP.
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