



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

Bylaws

Approved October 30, 2020

**BYLAWS
OF
The Pan-African Academy of Christian Surgeons (PAACS)**



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

ARTICLE I

The name of the corporation shall be Pan-African Academy of Christian Surgeons (PAACS).

ARTICLE II

PURPOSES

Section 1. Not for Profit. The corporation is organized under and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the General Not for Profit Corporation Act, as amended.

Section 2. Purposes. The purposes of the corporation are charitable, educational, and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to training and discipling African surgeons to glorify God and provide excellent compassionate care to those most in need.

Section 3. Rules. The following rules shall conclusively bind the corporation and all persons acting for or on behalf of it:

a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

b. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE III

Registered Office and Agent. The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the board of directors may from time to time determine.

ARTICLE IV

MEMBERS

Section 1. The Corporation shall have no members.

ARTICLE V

OFFICERS

Section 1. Officers. The Officers of the corporation shall be a Chair, Vice Chair, Secretary, Treasurer and such other Officers as may be determined by the Board of Directors. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the Board of Directors. Officers need not be residents of Illinois.

Section 2. Chair. The Chair of the Board of Directors is selected from among members of the Board of Directors, Specialty Council(s), Residency Council(s), Fellowship Council(s), Specialty Investigative Task Force(s) members, and PAACS Partners by a majority vote of the voting Board of Directors at a regularly scheduled meeting. The Chair must be a surgeon (general or specialty surgeon). The Chair of the Board of Directors is elected for a two-year term that is non-renewable.



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

The Chair shall preside over all meetings of the Board of Directors and serve as an ex-officio member on Board Committees, Specialty Council(s), Residency Council(s) and Fellowship Council(s) as outlined in the Board Policy Manual. Only the Chair and the Chief Executive Officer have the authority to speak on behalf of PAACS unless otherwise designated by the Board of Directors. The Chair shall be the principal executive officer of the corporation and shall in general supervise and control all of the affairs of the corporation. He/She shall preside at all meetings of the Board of Directors and shall be the Chairman of the Board. He/She may sign, with the Chief Executive Officer, Secretary, or any other proper Officer of the corporation authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other Officer or agent of the corporation; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Other duties, responsibilities, and restrictions on the Chair will be outlined in the Board Policy Manual. The Chair shall have no authority to make decisions beyond the policies created by the Board of Directors. The Board of Directors has the duty to evaluate the performance of the Chair.

Section 3. Past Chair. The Past-Chair of the Board of Directors will remain as an ex-officio non-voting member of the Board of Directors for two years after leaving the office of Chair. Under certain circumstances, the Board of Directors may vote that the immediate Past-Chair should not remain as a member of the Board of Directors and the Board of Directors reserves the right to do such.

The Past-Chair will serve on the Executive Committee for a two-year period at the pleasure of the Board of Directors. The Past-Chair will provide continuity of leadership to the Board of Directors. The Past-Chair may be appointed to any Committee(s) at the discretion of the Chair. Other duties, responsibilities, and restrictions on the Past Chair will be outlined in the Board Policy Manual.

Section 4. Vice Chair. The Vice-Chair of the Board of Directors is selected from among the members of the Board of Directors, Specialty Council(s), Residency Council(s), Fellowship Council(s), Specialty Investigative Task Force(s) members, and PAACS Partners by a majority vote of the voting members of the Board of Directors at a regularly scheduled meeting. The Vice Chair must be a surgeon (general or specialty surgeon). In the absence of the Chair or in the event of his inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice-Chair shall perform such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors. The Vice Chair will



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

serve as an ex-officio member on the Board Committees and Specialty Councils, as outlined in the Board Policy Manual.

Other duties, responsibilities, and restrictions on the Vice-Chair will be outlined in the Board Policy Manual.

The Vice-Chair is elected to serve a two-year term that is non-renewable.

Section 5. Secretary. The Secretary of the Board of Directors is selected from among the members of the Board of Directors, Specialty Council(s), Residency Council(s), Fellowship Council(s), Specialty Investigative Task Force(s) members, and PAACS Partners by a majority vote of the voting Board of Directors at a regularly scheduled meeting. The Secretary shall oversee the accuracy of written records of all Board actions; give notices of all meetings where notice is appropriate or required; and sign any documents as required by Board actions. The Secretary may be appointed to any Board Committee(s) and Specialty Councils as needed. Other duties, responsibilities, and restrictions on the Secretary will be outlined in the Board Policy Manual. The Secretary is elected to serve a two-year term that can be renewed for two additional-two-year terms.

The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors.

Section 6. Treasurer. The Treasurer of the Board of Directors is selected from among the members of the Board of Directors, Specialty Council(s), Residency Council(s), Fellowship Council(s), Specialty Investigative Task Force(s) members, and PAACS Partners by a majority vote of the voting Board of Directors at a regularly scheduled meeting. The Treasurer will oversee the preparation of an annual financial report to be submitted to the Board of Directors at the Fall meeting. The Treasurer is elected to serve a two-year term and may serve three consecutive terms or no more than six years. The Treasurer may be appointed to any Board of Director Committee(s) and Specialty Councils as needed. Additional duties, responsibilities, and limits of the Treasurer shall be set forth in the Board Policy Manual.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She or their designee shall have charge and custody of and be responsible for



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any sources whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall manage the business and affairs of the organization and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions by these bylaws, articles of incorporation, and its policies. The Board of Directors shall establish administrative policies; authorize operational goals and objectives; emphasize overall organizational planning; adopt the budget; authorize meetings; review committee reports; and determine actions to be taken.

The mission of PAACS will be carried out under the governance of the Board of Directors. The Board of Directors shall ensure that the activities of PAACS are conducted according to appropriate legal and fiduciary standards. The Board of Directors shall also develop and maintain a Board Policy Manual to provide a place for all of its standing (ongoing) policies to give clear guidance to its Board of Directors, the Chief Executive Officer of PAACS, and the staff of the organization in accomplishing the mission and vision of PAACS.

Section 2. Composition, Tenure, and Qualifications. The Board of Directors will consist of no less than seven but no more than twenty-five voting members (not including ex-officio members with a vote) who shall serve without compensation. Each Director shall be elected at the Fall meeting of the Board of Directors for their term. Each Director shall hold their office until his or her successor has been elected. Directors need not be residents of Illinois.

Criteria for Membership on the Board of Directors:

- All members must be born-again Christians and must sign the PAACS statement of faith without reservation;
- Members who are Physicians/Surgeons must be Board-certified or Board-eligible. Academic experience for physicians is strongly recommended, either through experience in formal resident education or have demonstrated significant involvement with medical education;



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

- The Board may have a specified number of non-physicians and non-surgeons serving as a member;
- Other additional criteria for membership may be determined from time to time by the Board and will be articulated in its Board Policy Manual.

Section 3. Election and Term of Office. Nominations for all Officers and other members to the Board of Directors will come from the Nominations and Appointments Committee as set forth in the Board Policy Manual. All Officers and members of the Board of Directors will be selected by a majority vote of the voting members of the Board of Directors participating either in person or electronically in a meeting. The Officers and members of the Board of Directors shall be elected at the Fall meeting nearest the expiration of their term of office and shall serve until their successors have been duly elected and have qualified. No person may occupy two positions on the Board of Directors simultaneously.

The terms on the Board of Directors and the Officers will be defined by the position held as indicated in the by-laws and the terms for other members of the Board of Directors shall be set forth in the Board Policy Manual.

Section 4. Removal. Officers and members of the Board of Directors may be removed prior to the expiration of their term after the following has occurred:

- a) An exhaustion of all faithful and practical efforts for reconciliation and repentance;
- b) Recommendation for removal by the Governance Committee;
- c) Due notice and opportunity for the member for a hearing before the entire Board; and
- d) Upon a two-thirds vote of all of voting members of the Board of Directors.

Any Officer or member of the Board may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 5. Resignation. Officers or members of the Board of Directors may resign by submitting a written notice to the Board of Directors.

Section 6. Vacancies. A vacancy on the Board of Directors in any office because of death, resignation, removal, disqualification, or otherwise will be filled by appointment by the Executive Committee and ratified by the Board of Directors. The appointment will be to complete the unexpired term of Office.

Section 7. Regular Meetings. The Board of Directors shall meet twice a year. Additional meetings may be held from time to time as needed. The Board of Directors will



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

establish policies as to those persons allowed to call any additional meetings in its Board Policy Manual. At least twenty-one days written notice must be given prior to any meeting.

A regular annual meeting of the Board of Directors shall be held in the Fall at such times and places as may be designated by the Board of Directors. The Board of Directors will provide the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, any two Directors, or the Executive Committee. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 9. Notice. Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail, electronic means, or other means permitted by applicable law and to each director deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited in the United States mail. Any Director may waive notice of any meeting.

Section 10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by these by-laws.

Section 12. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 13. Compensation. Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board in keeping with the Board Policy Manual; provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

ARTICLE VII

COMMITTEES AND COUNCILS

Section 1. Committees. The Board of Directors, in order to carry out the mission and vision of the corporation, may appoint Committees as it sees fit.

The PAACS Board Standing Committees are:

- Executive Committee
- Governance Committee
- Nominations and Appointments Committee
- Spiritual Development Committee
- Finance Committee

The duties, limits, and responsibilities of all Board Committees shall be set forth in the Board Policy Manual. All Committees are subordinate to the Board of Directors.

Section 2. Other Committees. Other Committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such Committee may be Directors of the corporation, and the Chair of the corporation shall appoint any other members thereof. Any member thereof may be removed by the Board whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Councils. The Board of Directors has the right to appoint specialty-specific Councils. These Councils will be formed for the implementation of the work of the corporation. These Councils will focus specifically on the program and curriculum needs of their respective specialties. All duties and responsibilities of the Councils shall be set forth in the Board Policy Manual.

Section 4. Term of Office. Terms of Committee and Council membership shall be defined in the Board Policy Manual. Each member of a Committee or Council shall continue as such until the next Fall meeting of the Board of Directors of the corporation and until a successor is appointed, unless the Committee or Council shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairman. One member of each Committee shall be appointed as Committee Chairman by the Chairman of the Board of Directors. Specialty Council Chairs, Residency



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

Council Chairs, and the Fellowship Council Chairs shall be determined as defined in the Board Policy Manual.

Section 6. Vacancies. Vacancies in the membership of any Committee or Council may be filled by appointments made in the same manner as provided in the Board Policy Manual.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a Committee or Council, a majority of the whole Committee or Council shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee or Council.

Section 8. Rules. The rules applying to the Committees or Councils shall be further defined in the Board Policy Manual.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or enumerated in the Board Policy Manual.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors or designees may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors, Committees, and Councils having any of the authority of the Board of Directors. An external audit should be performed regularly.:-

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall be determined by the Board of Directors and enumerated in the Board Policy Manual.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois law, as amended, or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a 2/3 vote of the Directors. Directors may be present and vote at any regular meeting or at any special meeting or may vote electronically or in writing, provided that at least twenty-one days written notice is given of intention to alter, amend, repeal, and to adopt new bylaws at such meeting.



PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify all Officers and Directors of the corporation to the full extent permitted by the laws of the State of Illinois, as amended, and shall be entitled to purchase insurance for such indemnification of Officers and directors to the full extent as determined from time to time by the Board of Directors of the corporation.

DMS 3474975v1