



**BYLAWS  
OF  
AMERICAN COLLEGE OF PHYSICIAN ADVISORS, INC.**

**ADOPTED February 23, 2021**

**ARTICLE 1  
NAME, SEAL, OFFICES, CORPORATE PURPOSES**

Section 1.1 Corporate Name. The name of the corporation shall be 'American College of Physician Advisors, Inc.' (the "Corporation").

Section 1.2 Seal. The Board of Directors of the Corporation (the "Board") may adopt, use, and later alter, a corporate seal. However, use of a corporate seal or a facsimile of it shall not be required and shall not affect the validity of any instrument.

Section 1.3 Offices. The Corporation may, from time to time, have offices at such places as the Board may designate for purposes of the Corporation may require. The registered office of the Corporation shall be located in the state of Michigan at a location that shall be designated from time to time by the Board.

Section 1.4 Corporate Purposes. The Corporation is a nonprofit corporation and is not organized for the private gain of any person(s). The purposes for which the Corporation is organized are to exclusively engage in activities within the meaning of section 501 (c) (6) of the Internal Revenue Code (or the corresponding section of any future federal tax code Section 501(c)(6) ), with the specific purpose of advocating for quality patient care by providing physician education in clinical documentation integrity, effective hospital resource utilization, and responsible management of health care reimbursement; while establishing and promoting high standards of excellence within the physician advisor profession.

**ARTICLE 2  
DEDICATION OF ASSETS**

Section 2.1. Property Dedicated to Nonprofit Purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1.4 hereof.

Section 2.2. Distribution of Assets Upon Dissolution. Dissolution must be accomplished in compliance with MCL 450.251 et. Chapter 450, Michigan Compiled Laws ("the Act"). Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(6) of the Code.

### ARTICLE 3 BOARD OF DIRECTORS

Section 3.1 Powers and Duties. The Corporation is organized on a directorship basis in accordance with the Michigan Nonprofit Corporation Act (the "Act"). The Board shall manage and control the affairs and property of the Corporation. All corporate powers, except such as are otherwise provided for in the Articles of Incorporation, these Bylaws, or the laws of the State of Michigan, shall be and hereby are vested in and shall be exercised by the Board. The Board shall have full power to adopt rules and regulations governing all actions which it takes, except as otherwise provided by the laws of the State of Michigan, and shall have full authority with respect to the distribution and payment of monies received by the Corporation from time to time; provided, however, that the fundamental and basic purposes and powers of the Corporation, and the limitations thereon, as expressed in the Articles of Incorporation, as they may be amended from time to time, shall be respected.

Section 3.2 Number and Election. The Board shall consist of at least nine (9) but no more than fifteen (15) directors. One director shall be the Chair of the Advisory Board. All directors are voting members of the Board. Directors shall be elected by a majority vote of the directors then serving in such capacity. The number of directors may be increased or decreased within the range herein provided by a vote of the majority of the directors. No decrease in the number of directors shall serve to diminish the term of any director then in office.

Section 3.3 Term of Office. Each director shall continue in office until his or her successor has been appointed and qualified, or until his or her death, resignation or removal. Except for the initial term of each director (which may commence at various times depending upon the month during which the Corporation is organized, or the Board is expanded), each term shall commence as of January 1<sup>st</sup> of the respective year. The initial term of office of each director of the Corporation shall be at least one (1) year but no more than two (2) years such that each initial term shall end on December 31 of the following year. Subsequent terms shall be three (3) years in duration. No director shall serve in such capacity for more than one initial term and three subsequent consecutive terms (i.e., a maximum of eleven (11) consecutive years).

Section 3.4. Removal. Any director may be removed, with or without cause, by a vote of two-thirds (2/3rds) of the directors present at a special meeting called for that purpose. The director who is the subject to such removal shall be recused from such meeting and vote, excluded for purposes of calculating whether a quorum has been satisfied at such meeting and excluded for purposes of calculating whether such two-thirds (2/3rds) vote has been achieved.

Section 3.5. Resignation. Any director may resign at any time by giving written notice of such resignation to the President. Written notice may be in the form of an email.

Section 3.6. Vacancies. Vacancies created by the death, removal, or resignation of a director can, but are not required to be filled by a vote of the majority of the remaining directors at a duly called meeting or at a scheduled meeting of the Board, and the person appointed to fill any vacancy shall serve the remainder of his/her predecessor's term.

Section 3.7. Annual Meeting: Notice. The annual meeting of the Board shall be held on a date and at a time and place fixed by the Board including a telephonic meeting. Notice of the date, time, and place of such annual meeting shall be delivered at least ten (10) days in advance of the meeting date.

Section 3.8. Regular Meetings: Notice. Regular meetings shall be held at such intervals and at such times and places as the Board may determine including a telephonic meeting. Notice of the date, time, and place of such regular meeting shall be delivered at least ten (10) days in advance of the meeting date.

Section 3.9. Special Meetings: Notice. Special meetings of the Board may be called for any date, time, and place, including a telephonic meeting, by the President or by a Vice-President upon written (including email) demand of a majority of the directors then in office. Notice of the date, time, place, and the purpose or purposes for which the special meeting is called shall be delivered to all directors at least five (5) days prior to its scheduled date.

Section 3.10. Notice. Notices required to be provided under these Bylaws shall be delivered by electronic mail or sent to each director by first-class mail, charges prepaid, addressed to the director at the director's address or contact number as it is shown on the records of the Corporation.

Section 3.11 Waiver of Notice. Notice of any meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 3.12. Quorum and Alternate Directors. At all meetings of the Board, a simple majority of the entire Board shall constitute a quorum for the transaction of business.

Section 3.13 Action of the Board. The action of a majority of the directors present at a meeting of the Board at which a quorum exists shall be the act of the Board, except as otherwise provided by these Bylaws, the Articles of Incorporation and the Act. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if before the action all members of the board then in office consent to the action in writing. The written consents shall be filed with the minutes of the proceedings of the Board at the next Board meeting. The consent has the same effect as a vote of the Board for all purposes.

Section 3.14 Remote Communication. A member of the Board may participate in a meeting by conference telephone or similar communications equipment through which all persons participating in the meeting can communicate with each other if all participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 3.15. Organization. At all meetings of the Board, the President of the Corporation shall preside, or in the President's absence, a director designated by the President shall preside. A designated member of the Corporation's management company, if one is currently employed by ACPA, or other qualified person specifically designated by the contract management company, shall act as secretary at all meetings of the Board.

Section 3.16. Compensation. The President may serve with a fixed honorarium as determined by the Corporation's management company (if one is currently contracted by ACPA) and the Treasurer based on company policy, and, agreed upon by the remaining directors of the Board by a two-thirds (2/3rds) majority vote. Honorariums are allotted and paid per corporate policy approved by the Board. The amount of the honorarium will be determined for each term of President. Other honorariums may be paid to Directors or positions, such as the Chair(s) for National Physician Advisor Conference, in recognition of service above and beyond the service provided as a member of the Board of Directors. All honoraria shall receive a fixed amount as determined by the Corporation's management company (if one is currently contracted by ACPA) and the Treasurer based on company policy and agreed upon by the remaining directors of the Board by a two-thirds (2/3rds) majority vote. This honorarium will be paid according to company policy.

Section 3.17. Rules of Order. For the purpose of conducting business at all official Board meetings and all official committee meetings, and except as otherwise provided in the Act, the Articles of Incorporation or these Bylaws, the President (or his/her designee) shall conduct the proceedings using guidelines established by the Robert's Rules of Order. The President (or his/her designee) has the sole discretion of modifying the Robert's Rules of Order for the purpose of facilitating the proceedings at any meeting.

Section 3.18. Meetings and Quorum. Board meetings shall be called at the direction of the President, Vice President, Executive Director, or a majority of the voting members of the committee. The general standard for meeting shall be determined by the President. A Vice President, Executive Director or his or her designee shall prepare or approve an agenda in advance of each meeting. The designee of the Corporation's management company, if applicable, Vice President, Administrative Director, or person designated by the President shall keep minutes of meetings and shall report these to the Board. Except as otherwise provided herein, a majority of the directors present at a meeting shall constitute a quorum. If a quorum is present, the decision of a majority of those present is the decision of the Board unless otherwise specified.

## ARTICLE 4 OFFICERS

Section 4.1. Officers. The officers of the Corporation shall include the President, at least one Vice President, and Treasurer. The Board may include such other officers, including President-Elect; with powers and duties not inconsistent with these Bylaws as the Board may from time to time appoint or elect. Any two or more offices may be held by the same individual, except for the President who may not hold any other office. No officer shall execute, acknowledge, or verify any instrument in more than one capacity. All officers shall also be directors of the Corporation.

Section 4.2. Officers: Election, Term of Office, and Qualifications. The officers of the Corporation shall be chosen by the Board from among the Board members and each shall hold his or her office until his or her term as director of the Corporation expires, he or she resigns, dies, is removed, or otherwise disqualified or unable to serve, or his or her successor is elected and qualified. The terms of office of such officers shall coincide with the officers' respective terms as directors of the Corporation (described above). Exception for terms of office are for the President (described in Section 4.5 below) and for President-Elect (described in Section 4.9 below). Each such officer shall serve until a successor shall have been elected and qualified, or until the officer's death, resignation, or removal. If elected by the Board, officers may serve consecutive terms.

Section 4.3. Administrative Director: Appointment, Powers and Duties. The Board may appoint an Administrative Director, typically a member of a management company, who shall serve at the discretion of the Board. The Administrative Director shall have general charge and supervision of and authority over the day-to-day business and affairs of the Corporation, subject to the control and direction of the Board. The Administrative Director shall perform all duties incident to the office of Administrative Director and such other duties as from time to time may be assigned to him or her by the Board or Chairperson. The Administrative Director shall not be a voting member of the Board of Directors.

Section 4.4. Vacancies. A vacancy arising at any time may be filled for the unexpired term of that office by a majority vote of the directors present and voting at any meeting of the Board at which a quorum exists, including a meeting specially called to fill the vacancy.

Section 4.5. President: Powers and Duties. The President shall be the chief executive officer (CEO) of the Corporation and shall preside at all meetings of the Board except to the extent that the President has delegated such responsibility to a Vice President. The President shall perform such other duties as are incident to his or her office and shall do and perform such other duties as may be assigned by the Board. The President will serve a two year term with the possibility of one-year extensions, if requested by the Board, not to exceed two one year extensions of the term (for a maximum of a four year term). Term extensions require a simple majority vote of the Board.

Section 4.6. Vice President: Powers and Duties. The Board shall elect one or more Vice Presidents. At the request of the President, a designated Vice President shall perform the duties and exercise the powers of the President if a President-Elect is not currently approved by the Board. Additionally, if a President-Elect is not currently approved by the Board, the President shall also designate a Vice President to perform the duties and exercise the powers of the President in the absence or disability of the President. If the President is unable to perform this designation due to incapacity or death, the Board of Directors, through simple majority vote, shall perform this designation. The Vice President shall have such other powers and perform such other duties as the Board may determine.

Section 4.8. Treasurer: Powers and Duties. The Treasurer shall be considered to be the chief financial officer (CFO) of the Corporation. The Treasurer shall perform such other duties as are incident to his or her office and shall do and perform such other duties as may be assigned by the Board.

Section 4.9. President-Elect: Powers and Duties. The President at any time, but no later than three (3) months before the end of the President's final term, may put forth to the Board a candidate for President-Elect along with a call for nominations for other potential candidates. The candidate requires approval by two-thirds (2/3rds) of voting directors to assume the office of President-Elect. The term of the President-Elect is at the discretion of the Board and must be approved by two-thirds (2/3rds) of voting directors. This term may not exceed 2 years or the term of the current President, whichever is shorter. The President-Elect will assume the presidency upon the resignation, death, expiration of term, or removal of the President. At the request of the President, the President-Elect shall perform the duties and exercise the powers of the President not already delegated to a Vice President. The President-Elect will perform the duties and exercise the powers of the President in the absence or disability of the President. The President-Elect shall have such other powers and perform such other duties as the Board may determine.

Section 4.10. Compensation. Except for those listed in Section 3.16 or positions designated by company policy and approved by 2/3 vote of the Board, the officers shall not receive compensation for services performed in such capacity.

## ARTICLE 5 COMMITTEES

Section 5.1. Executive Committee. The Corporation shall have an Executive Committee. The Executive Committee shall consist of: (a) President; (b) Vice President(s); (c) Treasurer; (d), one (1) or two (2) additional Board members at large; (e) Administrative Director, (f) President Elect, if one has been appointed by the Board, and (g) any such other directors of the Corporation as the Board may from time to time determine. The Executive Committee shall have and may exercise all of the powers and authority of the Board except as to the following matters: (a) the election or appointment of directors, officers or committees; (b) the amendment or repeal of these Bylaws or the Corporation's Articles of Incorporation; (c) matters reserved to the Governance Committee as further described below; or (d) any power or authority specifically reserved to the Board by the Act. The Executive Committee shall be required to notify the full Board of any actions it takes, or decisions made, other than those in

the ordinary course of operations, within a reasonable time thereafter.

The Executive Committee shall have the power and authority: (a) to recruit and nominate new directors; (b) to provide programs to educate and further the knowledge of the members of the Board as directors of a nonprofit corporation and on issues related to the Corporation's purposes; (c) to evaluate the performance of the Board; (d) to make recommendations to and with respect to the Board, including, without limitation, on the number of directors, the composition of the Board, the removal of directors, and generally on any matters which affect the governance of the Corporation.

Section 5.2. Standing Committees. By a majority vote of the board of directors, the Corporation may establish other standing committees (the "Standing Committees"). Standing Committees shall have the powers specifically provided in the Board resolutions creating them to the extent consistent with the Articles of Incorporation and Bylaws of the Corporation and the Act.

Section 5.3. Advisory Board. The Board of Directors may appoint an Advisory Board for two purposes: 1) advising and providing insight to the directors with respect to specific matters identified by the Board and 2) providing recognition of ACPA members who have made significant contributions to the field of physician advisors and/or the ACPA. By way of clarification, the Advisory Board shall not have any Board of Directors delegated powers with the exception of the Chair of the Advisory Board as discussed above in Section 3.2, Article 3. The Board of Directors shall have discretion to determine the composition and number of Advisory Board members, who may be either physicians and/or non-physicians.

Section 5.4. Other Committees. The Board of Directors may, from time to time, appoint additional committees for any permissible purpose. In appointing a committee, the Board shall appoint the chairperson of the committee, shall specify the term of the committee's existence, and shall define the committee's powers and duties, all in accordance with the Articles of Incorporation and Bylaws of the Corporation and the Act. By a two-thirds (2/3rds) vote at a meeting of directors in which a quorum is present, the Board may disband a committee at any time with or without cause.

Section 5.5. Meetings and Quorum. Committee meetings shall be called at the direction of the committee chairperson or the committee co-chairperson, or a majority of the voting members of the committee. The general standard for meeting frequency shall be as provided in the charter for each committee but each committee may meet with greater or lesser frequency as necessary and appropriate to perform its duties. Each committee chairperson shall prepare or approve an agenda in advance of each meeting. Each committee shall keep minutes of its meetings and shall report and provide recommendations to the Board (or the Executive Committee) as appropriate. Except as otherwise provided herein, a majority of the voting members of a committee shall constitute a quorum at any meeting of that committee. If a quorum is present, the decision of a majority of those present is the decision of the committee unless otherwise specified. Except as may be otherwise provided in these Bylaws or delegated by the Board, each committee shall be advisory only and subject to the control of the Board.

ARTICLE 6  
TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

Section 6.1. Interested Party Transactions. Except as described in Section 6.2 below, the Corporation shall not be a party to any transaction in which one or more of its directors has a direct or indirect interest, as defined in the Michigan Nonprofit Corporation Act.

Section 6.2. Requirements to Authorize Interested Party Transactions.

Section 6.2.1 A transaction in which a director or officer is determined to have an interest shall not be enjoined, set aside, or give rise to an award of damages or other sanctions because of the interest, in a proceeding by a director or by or in the right of the Corporation, if the person interested in the transaction establishes any of the following:

- (a) The transaction was fair to the Corporation at the time it was entered into.
- (b) The material facts of the transaction and the director's or officer's interest were disclosed or known to the Board or the Executive Committee of the Board and the Board or Executive Committee authorized, approved, or ratified the transaction.
- (c) The material facts of the transaction and the director's or officer's interest were disclosed or known to the directors who are entitled to vote and they authorized, approved, or ratified the transaction.

Section 6.2.2. For purposes of Section 6.2.1(b) above, a transaction is authorized, approved, or ratified if it received the affirmative vote of the majority of the directors on the Board or the Executive Committee who did not have an interest in the transaction, though less than a quorum. The presence of, or a vote cast by, a director with an interest in the transaction does not affect the validity of an action taken under Section 6.2.1(b).

Section 6.2.3. For purposes of Section 6.2.1(c), a transaction is authorized, approved, or ratified if it received the majority of votes that were cast by individuals that did not have an interest in the transaction. A majority of the votes held by directors that did not have an interest in the transaction constitutes a quorum for the purpose of taking action under Section 6.2.1(c).

Section 6.2.4. Satisfying the requirements of Section 6.2.1 does not preclude other claims relating to a transaction in which a director or officer is determined to have an interest. Those claims shall be evaluated under principles applicable to a transaction in which a director or officer does not have an interest.

Section 6.2.5. Unless the compensation is prohibited by the Articles of Incorporation or the Bylaws, the Board, by affirmative vote of a majority of directors in office and irrespective of any personal interest of any of them, may, subject to any limitations in the Articles of Incorporation or Bylaws, establish reasonable compensation of directors for services to the Corporation as directors or officers. Transactions pertaining to the compensation of directors for services to the Corporation as directors or officers shall not be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a director or by or in the right of the Corporation unless it is shown that the compensation



was unreasonable at the time it was established or exceeded amounts permitted under the Articles of Incorporation or Bylaws.

Section 6.3. Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer; except that the Corporation may advance money to a director or officer for expenses reasonably anticipated to be incurred in the performance of duties of such director or officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

Section 6.4. Duty of Loyalty; nothing in this Article 6 shall be construed to derogate in any way from the absolute duty of loyalty that every director and officer owes to the Corporation. Furthermore, nothing in this Article 6 shall be construed to override or amend the provisions of Article 11. All conflicts between the two articles shall be resolved in favor of Article 11.

Section 6.5. Conflicts of Interest. The Corporation shall adopt a Conflict of Interest Policy that is consistent with guidance published by the Internal Revenue Service ("IRS") with respect to such policies of tax-exempt organizations.

## ARTICLE 7 AGENTS AND REPRESENTATIVES

Section 7.1. The Board may appoint such agents and representatives of the Corporation and empower them to perform such acts or duties on behalf of the Corporation, as the Board may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

## ARTICLE 8 CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 8.1. Contracts. The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless authorized by the Board pursuant to this Section 8.1, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable financially, for any purpose or to any amount.

Section 8.2. Loans. The Corporation shall not borrow money, whether by issuing notes, bonds, or otherwise; except with the approval of the Board.

Section 8.3. Banks Checks. The Board shall, from time to time and as necessary, select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money.

Section 8.4. Investments. The funds of the Corporation may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal, or otherwise, or stocks, bonds, or other securities, as the Board may deem desirable.

## ARTICLE 9 FISCAL YEAR

Section 9.1. The fiscal year of the Corporation shall begin January 1<sup>st</sup>, and end on December 31<sup>st</sup>, of each year.

## ARTICLE 10 AMENDMENTS

Section 10.1. Effective Date of Bylaws. These Bylaws shall become effective on the first day of January, 2021 ("Effective Date").

Section 10.2. Amendments. The Board shall have the power to make, alter, amend, and repeal the Corporation's Bylaws by a vote of two-thirds (2/3rds) of the directors of the Board at any meeting at which a quorum exists. Written notice setting forth the proposed amendment shall be given to each director at least ten (10) days prior to the meeting along with notice of the meeting as required by these Bylaws.

## ARTICLE 11 INDEMNIFICATION

Section 11.1. Indemnification. Each person who is or was a director or officer, or member of any committee of the Corporation; and each person who is or was serving at the request of the Corporation as a director, officer, agent, or committee member of any other corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation (and the Corporation shall defend and advance expenses on behalf of such persons) for all acts and omissions of occurring on or after the effective date of these Bylaws, incurred in the good faith performance of the indemnified individual's duties to the Corporation, to the fullest extent to which the Corporation has the power so to indemnify such persons pursuant to the corporation laws of the State of Michigan as they may be in effect from time to time. Notwithstanding the foregoing, the Corporation shall not be required to provide such indemnification to the extent that it would be inconsistent with the Corporation's status as a tax-exempt entity. The Corporation may purchase and maintain insurance on behalf of any such person against any liability under the laws of the State of Michigan.

Section 11.2. Nonexclusively of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 11.3. Repeal and Modification. The repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection that is based upon this Article and pertains to an act or omission that occurred prior to the time of such repeal or modification.

## ARTICLE 12 LIMITATIONS

Section 12.1. Exempt Activities. The Corporation is organized and operated exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation may not carry on any activity for the profit of its officers, directors, or other persons as such. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from Federal income taxation under Code Section 501(c)(6) .

Section 12.2. Prohibition Against Sharing in Corporate Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, 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 above.

## ARTICLE 13 CERTIFICATION

I hereby certify that the foregoing is a true and correct copy of the Amended Bylaws of the American College of Physician Advisors, Inc, duly adopted by the Board of Directors as of January 1, 2021.

A handwritten signature in black ink, appearing to read 'Juliet Ugarte Hopkins', enclosed within a large, loopy oval shape.

Juliet Ugarte Hopkins, MD  
President