



## **BYLAWS**

### **OF**

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

**ADOPTED \_\_\_\_\_**

#### **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, or modify 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 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 non-political, 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 U.S Internal Revenue 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 seven (7) but no more than nine (9) directors. All directors shall be voting members of the Board. At least one director must be a non-physician member. All physician members must be ACPA Certified. 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 their successor has been appointed and qualified, or until their death, resignation or removal. Except for the initial term of each director (which may commence at various times if the Board is expanded), each term shall commence as of January 1<sup>st</sup> of the respective year. The initial term of office for each director of the Corporation shall be two (2) years. Each director may serve up to two (2) additional terms. Subsequent terms shall be two (2) years in duration. No director shall serve in such capacity for more than one initial term and two subsequent consecutive terms (that is, a maximum of six (6) 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. If the Board Chair is the director in question, then the Vice Chair shall preside over the special meeting.

Section 3.5. Resignation. Any director may resign at any time by giving written or electronic notice of such resignation to the Chair of the Board.

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. The person appointed to fill any vacancy shall serve the remainder of their predecessor's term.

Section 3.7. Chair, Selection and Duties. The Chair of the Board of Directors shall be the Immediate Past President of the Corporation. If that person is unwilling or unavailable, then a Chair shall be selected from within the Board by a majority vote. The Chair of the Board of Directors shall approve the agenda and preside over all meetings of the Board. The Chair shall also be available for Executive Committee meetings at the discretion of the President. In addition to approving the agenda prior to any meeting, the Chair may permit new business to be added at their sole discretion.

Section 3.8. Vice Chair, Selection and Duties. A Vice Chair shall be selected from within the Board by majority vote. The Vice Chair shall preside over the meetings of the Board in the Chair's absence or if there is a conflict. The Vice Chair shall Chair the Nominating Committee.

Section 3.9 Regular Meetings: Notice. Regular meetings shall be held at such intervals and at such times and places as the Board may determine. Board meetings may be held virtually or telephonically. 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 3.10. Special Meetings: Notice. Special meetings of the Board may be called for any date, time, and place, including a virtual or telephonic meeting, by the Chair upon written or electronic 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 3.11. 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 is shown on the records of the Corporation.

Section 3.12. 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 3.13. Quorum. At all meetings of the Board, a simple majority of the entire Board shall constitute a quorum for the transaction of business.

Section 3.14. Action of the Board. The action of the 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 electronic or 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 3.15. Remote Communication. A member of the Board may participate in a meeting virtually or through 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 3.16. Organization. At all meetings of the Board, the Chair of the Board of Directors shall preside, or in the Chair's absence, the Vice Chair shall preside. A designated member of the Corporation's management company, if one is currently employed by the Corporation, or other qualified person specifically designated by the contract management company, shall act as secretary at all meetings of the Board.

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 Chair of the Board, or the Vice Chair if then presiding, shall conduct the proceedings using guidelines established by the Robert's Rules of Order. The Chair of the Board, or the Vice Chair if then presiding, has the sole discretion of modifying the Robert's Rules of Order for the purpose of facilitating the proceedings at any meeting.

#### ARTICLE 4 OFFICERS

Section 4.1. Officers. The officers of the Corporation shall include the President and at least two Vice Presidents, including the Vice President of Finance. The Board may create such other officers, including a President-Elect, and assign them such powers and duties not inconsistent with these Bylaws. 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. Officers are to be separate and

distinct from the directors of the Corporation, except the President, who shall serve as a non-voting member of the Board.

Section 4.2. Presidential Election, Term of Office, and Qualifications. The President of the Corporation shall be chosen by the Board and shall hold their office until they resign, die or are removed, or otherwise disqualified or unable to serve, or their successor is elected and qualified, or their term of office as established by these Bylaws, or in absence thereof by Board resolution, expires. The President may serve consecutive terms. The Board shall, during the second year of the President's term of office, elect a President-Elect who shall succeed the President upon the conclusion of the President's term of office. The President may not be a current member of the Board at the time the President is elected.

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 them by the Board. The Administrative Director shall be an ex officio member of the Board of Directors and Executive Committee without voting rights.

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 preside at all meetings of the Executive Committee. The President shall perform such other duties as are incident to office and shall do and perform such other duties as may be assigned by the Board. The President shall serve a two-year term. The President, in consultation with the Executive Committee and the management company, may create positions to serve as direct or indirect reports to the President to fulfill roles or responsibilities deemed essential to corporate functions. Any compensation for these positions shall be based on market rates and established duties. Budgets for these positions shall be approved by the Board. If the President shall be temporarily or permanently unable to perform the duties of the President due to absence or disability, the duties of the President shall be performed by the first of the following then able to assume said duties (1) the President-Elect, (2) a Vice President designated by the President, (3) a Vice President elected by the Board.

Section 4.6. Vice President: Powers and Duties. The President shall appoint two or more Vice Presidents. The Vice Presidents shall have such powers and perform such other duties as the President may determine.

Section 4.7. Vice President of Finance: Powers and Duties. The Vice President of Finance shall be the chief financial officer (CFO) of the Corporation. They shall perform such other duties as are incident to their office and shall perform such other duties as may be assigned by the Board.

## 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) Vice President of Finance (d), and President-Elect, if one has been elected by the Board. The Administrative Director shall serve as an ex officio member of the Executive Committee. 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 the President; (b) the amendment or repeal of these Bylaws or the Corporation's Articles of Incorporation; or (c) 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 oversee operation of the Corporation; (b) to prepare an annual budget; and (c) to implement and monitor the goals and objectives 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. Only voting members shall be eligible to serve as committee chair. The Board may appoint non-voting members to committees.

Section 5.3. 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. Only voting members shall be eligible to serve as committee chair. The Board may appoint non-voting members to committees.

Section 5.4. Meetings and Quorum. Committee meetings shall be called at the direction of the committee chairperson or the committee vice-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 or officers have a direct or indirect interest, as defined in the Michigan Nonprofit Corporation Act.

Section 6.2. Requirements to Authorize Interested Party Transactions. 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.

Section 6.3. For purposes of Section 6.2 above, 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.

Section 6.4. Satisfying the requirements of Section 6.2 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 6.5. 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 6.6. 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 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 6.7. 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. Agents and Representatives. 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 may authorize any officer or agent to enter into contracts on behalf of the Corporation.

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. Banking; Payments. 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 or approve payments from the Corporation.

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 \_\_\_\_\_ ("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. Electronic or written notice setting forth the proposed amendment shall be provided 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 Corporate shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons, except that the Corporate 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 \_\_\_\_\_.