

# BYLAWS

## OF

### THE NATIONAL PHYSICIANS ALLIANCE FOUNDATION, INC.

#### Article I — Mission and Principles

##### MISSION STATEMENT

The National Physicians Alliance Foundation, Inc. (the “NPAF”) creates research and education programs that promote active engagement of physicians with their communities to achieve high quality, affordable health care for all. The NPAF offers a professional home to physicians across medical specialties who share a commitment to professional integrity and health justice.

##### PREAMBLE

The NPAF believes that it is the professional duty of physicians to educate and advocate, both individually and collectively, on behalf of patients. Enmeshed in the changing complexities of health-care delivery, physicians are uniquely positioned to improve health and access to care for all people. It is the NPAF’s obligation to tackle this challenge.

##### GUIDING PRINCIPLES

- The NPAF places the best interests of our patients above all others and avoids conflicts of interest and financial entanglements. The health of patients is the NPAF’s first concern. (Oath of Geneva)
- The NPAF affirms the definition of health as a state of complete physical, mental and social well-being and not merely the absence of disease or infirmity. (Constitution of the World Health Organization, 1948)
- The NPAF believes health is determined by a wide variety of influences beyond biology, including familial, social, psychological, environmental, economic, political, legal, cultural and spiritual factors. Understanding and addressing these complex connections is a duty of the medical profession.
- The NPAF recognizes that health and disease are not limited by national borders and advocates for national and international policies that support health promotion and disease prevention.

- The NPAF advocates for a clean environment, a fundamental requirement for a healthy society.
- The NPAF believes that the health care workforce must reflect the diversity of the population.
- The NPAF believes every health professional must value and respect cultural diversity in order to provide sensitive and effective care to all patients.
- The NPAF seeks collaborative and creative solutions with other health professionals and our local communities to protect and improve public health.
- The NPAF believes that individual health is tied to the health of communities. Physicians have an important role in ensuring a strong and viable public health system.
- The NPAF supports an approach to knowledge acquisition grounded in empirical research, evidence-based conclusions, professional peer review, and transparency of process.
- The NPAF acknowledges and respects the long history of medical practice and tradition in all cultures and encourages research into these practices.

## Article II — Membership

1. The qualifications for and rules governing membership are set forth in the Membership Qualifications and Rules as approved by the Board of Directors. The Membership Qualifications and Rules may be amended only by action of the Board of Directors. The members of the NPAF are referred to herein as the “Members.”
2. Notwithstanding the foregoing or anything to the contrary herein or in the Membership Qualifications and Rules, the NPAF shall not have “members” as such term is used in the Virginia Nonstock Corporation Act (the “Act”).

## Article III — Board of Directors

1. The Board of Directors shall consist of (i) 21 directors appointed by the sitting Board of Directors, 12 of whom the Board of Directors may choose to appoint based on the non-binding advisory vote of the Members as further described in the Membership Qualifications and Rules and three of whom shall be non-physicians, (ii) the President, (iii) the Immediate Past President, (iv) the Executive Director, (v) and two representatives from the Council of Consumers. Notwithstanding the foregoing, the Executive Director shall not have the ability to vote on any matters considered by the Board of Directors.
2. The directors described in clause (i) of the paragraph above shall be divided into three classes: Class 1, Class 2 and Class 3. Class 1 shall consist of seven directors appointed by the sitting Board of Directors, four of whom the Board of Directors may choose to appoint based on the non-binding advisory vote of the Members as further described in the Membership Qualifications and Rules. Class 2 shall consist of seven directors appointed by the sitting Board

of Directors, four of whom the Board of Directors may choose to appoint based on the non-binding advisory vote of the Members as further described in the Membership Qualifications and Rules. Class 3 shall consist of seven directors appointed by the sitting Board of Directors, four of whom the Board of Directors may choose to appoint based on the non-binding advisory vote of the Members as further described in the Membership Qualifications and Rules. At the Annual Meeting of the Board of Directors in 2011, Class 1 shall be elected to a term of three years, Class 2 shall be elected to a term of two years and Class 3 shall be elected to a term of one year. Upon the expiration of the initial term of each such class, each class shall be elected to serve terms of three years.

3. Physician board members will be selected with attention to the diversity of the Board including, but not limited to, race, age, gender, sexual orientation, geographic location, practice type and specialty. Non-physician board members shall be selected with attention to particular skill sets or subject matter expertise required by the board at the time of appointment.

4. The Internal Policy Committee shall determine the eligibility of prospective appointees to serve on the Board of Directors, including prospective appointees selected by the Members as a result of its non-binding advisory vote.

5. Appointed members to the Board of Directors will assume office at the time of the Annual Meeting of the Board of Directors. No director shall serve more than three full consecutive terms. All members of the Board of Directors shall serve until their successors are qualified.

6. Regular meetings of the Board of Directors shall be held not less frequently than semi-annually at a time and place to be specified by the President. The Board of Directors shall establish a mechanism to provide continuing and prompt attention to such issues as may arise. A quorum at any meeting shall consist of a majority of voting members of the Board of Directors.

7. Special meetings of the Board of Directors may be called by the President or by five members of the Board of Directors stating the reasons for calling a special meeting of the Board of Directors. The President shall choose the place and time of any such special meeting.

8. Vacancies on the Board of Directors arising through death, resignation, removal or an increase in the number of directors constituting the Board of Directors shall be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, for the unexpired term.

9. The Board of Directors shall be the policy-making body for the NPAF, shall oversee the work of the Executive Director of the NPAF, and shall exercise general supervision over the affairs of the NPAF. The Board of Directors shall have authority to take such actions as are necessary for the conduct of the NPAF's affairs in accordance with these Bylaws.

10. The Board of Directors, from time to time, shall poll the Members on issues of importance to the policy directions of the NPAF. Such polls are advisory to, and not binding on, the Board of Directors.

11. Any Director may be removed at any time for any reason or for no reason from office before the expiration of a term by a two-thirds vote of the Board of Directors.

12. A tie vote of the Board of Directors will result in failure of the vote in question. Other procedural issues relating to meetings of the Board of Directors shall be decided by a committee comprised of the President, the President-elect and the Executive Director.

13. The Executive Committee may determine that a matter is appropriate for consideration and vote by the Board of Directors without the need for a meeting. In such circumstances, the Executive Director, at the direction of the Executive Committee, shall cause to be delivered to each Director a written discussion of the issue and a ballot. Directors shall then have until a date specified in the ballot to submit their vote to the Executive Director. Directors shall have at least one week to consider the issue before being required to vote. Ballots may be delivered to the Executive Director by such means as approved in advance by the Executive Committee including, but not limited to, U.S. Mail, over-night mail, facsimile and/or electronic mail. The Executive Director shall inform the Directors of the result of the vote within five days of the calculation of the results.

14. Directors may participate in meetings by telephone, electronically or other means approved by the Board of Directors. Directors participating by telephone may vote orally, electronically or by such other means as may be approved by the Board of Directors.

15. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all the members of the Board of Directors consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

#### Article IV — Officers

1. The officers of the NPAF shall be as follows: President, President-elect, Immediate Past President, Treasurer, Secretary, Vice President of Membership, Vice President of Development, Vice President of Educational Programming, Vice President of External Policy, Vice President of Communications and the Executive Director. All officers shall hold office until their successors are elected and qualified, or until such officer's earlier death, resignation or removal. Any officer appointed by the Board of Directors may be removed at any time for any reason or for no reason by a two-thirds vote of the Board of Directors. Any vacancy occurring in any office of the NPAF shall be filled by the Board of Directors.

2. The President-elect shall be a physician currently serving on the Board of Directors and shall be appointed by the Board of Directors at the pre-convention meeting of the Board of Directors. At the time the President-elect takes the office of President, he/she shall resign from his/her position on the Board of Directors.

3. The President shall be a member of the Board of Directors who has just completed a term as President-elect. The President shall serve as presiding officer of the NPAF and the Board of Directors. The President shall perform such other duties as are prescribed in these Bylaws, as are incident to the office, or as may properly be required of the President by vote of the Board of

Directors. The President shall serve ex officio on all committees. The President shall serve a one-year term.

4. The President-elect shall take office at the close of the annual meeting of the Board of Directors. During the term of office, the President-elect shall serve as presiding officer of the NPAF and the Board of Directors in the absence of the President. The President-elect shall chair the Internal Policy Committee. She/he shall have the responsibility of overseeing the revision of the bylaws, creation of internal policy, elections and other internal policy needs.

5. In the event of the President's death, resignation or removal from office, the President-elect shall succeed to the unexpired remainder thereof and continue through his/her own term.

6. In the event that both the President and the President-elect shall be unable to serve, the Board of Directors shall appoint a Board member to serve as presiding officer of the NPAF and the Board of Directors until the vacated term expires.

7. The Immediate Past President shall be the most recently retired President. The Immediate Past President shall not be eligible to serve as the President-elect.

8. The Treasurer shall be a member of the Board of Directors. He or she shall have responsibility for overseeing the writing of the budget of the NPAF, and, under the direction of the Board of Directors, shall oversee the expenditures of the NPAF; serve as the primary liaison between the Board of Directors and the Executive Director of the NPAF with regard to financial affairs; and oversee the preparation of an annual financial report for the membership. The Treasurer shall be appointed from within the Board of Directors and serve a two-year term.

9. The Secretary shall be a member of the Board of Directors and shall promote the goals of the NPAF by ensuring that accurate and sufficient documentation exists to meet legal requirements and to enable authorized persons to determine when, how and by whom the board's business was conducted. While certain duties of the Secretary may be delegated to the Executive Director, Board members, and/or committees as appropriate, the accountability for them remains with the Secretary. The Secretary shall be appointed from within the Board of Directors and serve a two-year term.

10. The Vice President of Membership shall be a member of the Board of Directors and shall chair the Membership Committee. She/he shall have the responsibility of overseeing membership recruitment, retention and local network development. The Vice President of Membership shall be appointed from within the Board of Directors and serve a two-year term.

11. The Vice President of Development shall be a member of the Board of Directors and shall chair the Development Committee. She/he shall have the responsibility of overseeing fundraising efforts. The Vice President of Development shall be appointed from within the Board of Directors and serve a two-year term.

12. The Vice President of Educational Programming shall be a member of the Board of Directors and shall chair the Educational Programming Committee. She/he shall have the responsibility of overseeing the development of the educational program for the Annual Meeting

of the NPAF and board meetings. The Vice President of Educational Programming shall be appointed from within the Board of Directors and serve a two-year term.

13. The Vice President of External Policy shall be a member of the Board of Directors and shall chair the External Policy Committee. She/he shall have the responsibility of overseeing development of external policy positions for the NPAF. The Vice President of External Policy shall be appointed from within the Board of Directors and serve a two-year term.

14. The Vice President of Communications shall be a member of the Board of Directors and shall chair the Communications Committee. She/he shall have the responsibility of overseeing the communication needs of the NPAF. The Vice President of Communications shall be appointed from within the Board of Directors and serve a two-year term.

15. The Executive Director shall be the administrative officer of the NPAF. The Executive Director shall be responsible for hiring, training, monitoring performance of, and terminating staff. The Executive Director shall perform such duties as may be assigned by the Board of Directors or as may be prescribed in these Bylaws.

16. Unless otherwise specified in these Bylaws, all officers shall be elected from current members of the Board of Directors by a majority vote of the Board of Directors at the post-convention meeting of the Board of Directors.

17. The officers of the NPAF shall be bonded by an amount fixed by the Board of Directors.

18. The NPAF may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board of Directors. The NPAF may pay compensation in reasonable amounts to agents and employees for services rendered, such amounts to be fixed by the Board of Directors, or if the Board of Directors delegates power to any officer or officers, then by such officer or officers.

#### Article V — Executive Committee

1. The Executive Committee shall consist of the President, President-elect, Immediate Past President, Treasurer, Secretary, Vice President of Development, one member of the Board appointed annually by the Board, and the Executive Director (ex officio without a vote).

2. Subject to the authority of the Board of Directors, the Executive Committee shall have the power and authority in the management of the NPAF consistent with the policies of the Board of Directors. The members appointed by the Board shall have oversight responsibility for assuring that the full Board of Directors is apprised of decisions made by the Executive Committee between Board meetings in a timely manner.

3. The Executive Committee shall meet at the call of the President. The Executive Committee may conduct its business by meeting in person, by telephone conference or by Internet conference.

## Article VI — Committees

1. The committees of the NPAF shall consist of the committees provided by these Bylaws. Members of committees, except those serving as ex officio or as otherwise stated in these Bylaws, shall be appointed by the Board of Directors for staggered terms. Committee size, unless otherwise contained in these Bylaws is at the discretion of the Board of Directors. Except as otherwise provided in these Bylaws, committee Chairs will be appointed by the Board of Directors. Committees shall meet not less often than quarterly at the call of their Chair. They may meet in person, by telephone conference or by Internet conference. They shall report annually in writing to the Board of Directors. Notwithstanding anything to the contrary herein, at least two members of the Board of Directors shall sit on each Committee.

2. The Membership Committee shall be composed of no fewer than three Members of the NPAF, appointed for staggered terms of three years. The Committee shall be chaired by the Vice President of Membership and have responsibility for the oversight of membership recruitment, benefits and retention activities for the NPAF.

Additionally, the Membership Committee shall have the power to receive, initiate, and investigate complaints of unethical conduct of Members; to report on types of cases investigated with specific description of difficult or recalcitrant cases; to recommend action to the Board of Directors on ethical cases investigated; to resolve cases by agreement where appropriate.

3. The Development Committee shall consist of no fewer than three members of the Board of Directors, appointed for staggered terms of three years. It shall be the duty of the Development Committee to direct fundraising activities. The Vice President of Development shall serve as the Chair.

4. The Educational Programming Committee shall consist of not fewer than three Members of the NPAF, appointed to staggered three-year terms. It shall be the responsibility of this committee, in coordination with NPAF staff, to arrange for programs of general and specific interest at the time of the Annual Meeting of the NPAF or other meetings as deemed necessary for the management or mission of the NPAF. The Vice President of Educational Programming shall chair this committee.

5. The Internal Affairs Committee shall consist of not fewer than three Members appointed to staggered three-year terms. The Internal Policy Committee shall be responsible for the development of internal organizational policies, management of these Bylaws, and elections of the NPAF. It shall determine the results of elections, shall investigate complaints about elections, and shall certify the outcome of elections to the Board of Directors. This committee shall be chaired by the President-Elect and shall include the Secretary.

6. The Policy Committee shall consist of not fewer than three Members appointed to staggered three-year terms. The External Policy Committee shall develop policies on issues affecting or likely to affect the NPAF that are consistent with the NPAF mission and guiding principles. All such positions shall be presented to the Board of Directors for approval and adoption. This committee shall be chaired by the Vice President of External Policy.

7. The Board of Directors may, from time to time, establish such other Committees as it deems necessary for the orderly conduct of NPAF business.

8. Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting, if all the members of such committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of such committee.

#### Article VII — Local Action Networks

1. There shall be Local Action Networks (“LANs”) as determined by interested Members according to geography. The purpose of LANs is to further the NPAF mission at the local level. LAN activities include but are not limited to education and advocacy for local and national issues related to health and health care, issues related to physician professionalism, media training for physicians, educating legislators and building relationships with community groups to improve the health of the community.

2. LANs governance shall be flexible to meet the needs of their members, but should maintain a focus on education and civic engagement on behalf of patients, and particularly on behalf of those marginalized by our current health care system.

3. The Board of Directors shall determine the requirements necessary to create a LAN. All LAN structures, governance and activities shall be consistent with guidance issued by the Internal Revenue Services regarding group exemptions.

#### Article VIII — Friends of the NPAF

1. Friends of the NPAF are non-physicians who assert their support for the mission and principles of the NPAF by expressing their wish to be counted as Friends of the NPA and/or by contributing any dollar amount to the NPAF.

2. Friends of the NPAF receive the NPAF electronic newsletters and will be invited to participate in periodic surveys designed to help the Council of Consumers guide NPAF policy.

#### Article IX — Council of Consumers

1. The Council of Consumers will serve as an advisory group to the NPAF. Its purpose shall be to represent patients and consumers to the External Policy Committee and the Board of Directors and advise the NPAF on policy decisions as they relate to the consumers of health care services.

2. The Council of Consumers shall be comprised of individuals or representatives from consumer groups selected by the Board of Directors.

3. The External Policy Committee and the Board of Directors shall consult the Council on those policy decisions related to the consumers of health care services.

4. If 40% of the members of the Council of Consumers disagrees with a policy decision of the Board of Directors, such decision will be returned to the Board for re-consideration. The Board of Directors shall report back to the Council of Consumers the basis for its final decision.

5. The Council of Consumers shall elect two representatives to serve as voting members of the Board of Directors and they shall serve staggered two-year terms.

#### Article X — Council of Trustees

1. There shall be five Trustees of the NPAF. Trustees shall be accomplished individuals with particular experience and insights relevant to the goals and purposes of the NPAF.

2. Five Trustees shall be appointed by the first Board of Directors of the NPAF and the Trustees shall serve staggered 10 year terms. Open Trustees positions shall be filled by appointment by the Council of Trustees. Trustees shall not be current members of the Board of Directors or Committees of the NPAF.

3. The Council of Trustees shall meet annually in a manner determined by the Council to discuss the affairs of the NPAF. By 80% vote of the Trustees, a decision of the Board of Directors may be overruled if, solely in the judgment of the Trustees, it is contrary to the founding mission and/or guiding principles of the NPAF.

4. If the Council of Trustees overrules a decision of the Board of Directors, the Board of Directors may reverse the decision of the Council of Trustees by an 80% vote.

#### Article XI — Registered Office; Central Office

1. The registered office of NPAF shall be in the City of Mechanicsville, Hanover County, Commonwealth of Virginia.

2. The NPAF shall maintain a central office for the promotion of the objectives of the NPAF. The central office shall be established at such a place and with such facilities and functions as Board of Directors may direct. The Executive Director shall be the Director of the central office. He/She shall report annually on the operations of the central office to the Board of Directors.

#### Article XII — Publications

1. Such records, reports, proceedings, journals, and other documents shall be published as are authorized by these Bylaws or by vote of the Board of Directors. The NPAF shall maintain an official web site and publish a periodic electronic newsletter.

### Article XIII — Annual Meeting

1. There shall be an annual meeting of the NPAF for the purpose of furthering the agenda of the NPAF. The time and place of such Annual Meeting is to be determined by the Board of Directors. Joint meetings with related societies shall be subject to the approval of the Board of Directors.

### Article XIV — Amendments

1. The NPAF may adopt such Bylaws or amendments to Bylaws as are consistent with the NPAF's Articles of Incorporation, the Act and are deemed necessary for the management of the affairs of the NPAF. For the first two years after adoption of these Bylaws, such amendments will require a majority vote of the Board of Directors for passage. After two years have elapsed, such amendments will require a two-thirds vote of the Board of Directors for passage.

2. Amendments may be proposed by the Board of Directors or by Committees of the NPAF.

### Article XV — Indemnification

1. The NPAF shall indemnify each of its directors, officers, former directors and former officers of the NPAF to the fullest extent permitted by law for duties performed in the capacity of director of or officer of the NPAF. The NPAF shall not indemnify any director or officer to the extent that the need for such indemnification was occasioned by fraud, deceit, or willful misconduct on the part of such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled under these Bylaws, any agreement, vote of the Board of Directors or otherwise.

### Article XVI — Insurance

1. Upon resolution passed by the Board of Directors, the NPAF may purchase and maintain insurance on behalf of any person who is or was a Director, officer, Committee member, employee or agent of the NPAF, or is or was serving at the request of the NPAF as a Director, officer, Committee member, employee or agent of another association, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the association would have the power to indemnify him/her against such liability under the provisions of this Article.

### Article XVII — Dispute Resolution

1. All disputes between and among the NPAF, its members, Directors and officers relating to the management of the association and the application of these Bylaws not able to be resolved internally within the current organizational structure shall be resolved exclusively by arbitration according to the dispute resolution rules of the JAMS then in effect. The arbitrator may award attorneys' fees and costs to the prevailing party in any such arbitration.

Article XVIII — Liability for Breach of Duty

1. A Director (or Committee member who is not a director) shall not be personally liable to the NPAF for monetary damages for a breach of the Director's/Committee member's fiduciary duty, except that this Article shall not eliminate or limit the liability of a Director for any of the following:

- (a) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- (b) An act or omission that is grossly negligent.
- (c) Acts for which liability may not be limited pursuant to State law.

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*These Amended and Restated Bylaws were adopted by resolution of the Board of Directors and became effective March 31, 2011.*

*Revised mission and renaming of internal policy committee to internal affairs committee and renaming of external policy committee to policy committee were approved by resolution of the Board of Directors and became effective June 12, 2011.*

*Addition of Secretary to Internal Affairs Committee was approved by resolution of the Board of Directors and became effective September 30, 2011.*