

BYLAWS

of the

College of Urgent Care Medicine, Inc.

ARTICLE I

NAME, REGISTERED OFFICE AND AGENT, OBJECTIVES, POWERS, PURPOSES, AND LOCATION

Section 1.01 Name. College of Urgent Care Medicine, Inc. (CUCM).

Section 1.02 Registered Office and Agent

The registered office of the CUCM and the address of its registered agent shall be at such a location as the Board of Directors shall from time to time determine. The Board of Directors may establish offices from time to time at such places it may deem advisable.

Section 1.03. Purposes. The College of Urgent Care Medicine (CUCM) is a nonprofit 501(c)(6) Corporation incorporated in the State of Illinois and organized to provide education, recognition, and best practices in collaborative clinical delivery rendered by physicians and advanced practice clinicians, while also advocating on behalf of patients, staff and clinicians providing urgent care.

Section 1.04. Powers and Limitations.

- (a) The CUCM has such powers as are now or may hereafter be granted by the Illinois General Not-for-Profit Corporation Act. No part of the net earnings of the CUCM shall inure to the benefit of any director, officer, or other individual, provided that the CUCM may pay reasonable compensation for services rendered and reimbursement for expenses incurred.

ARTICLE II

MEMBERSHIP

Section 2.01 Qualifications of Members: Membership may be granted to any qualified licensed physician, physician assistant or nurse practitioner who supports the mission and purposes of CUCM and who are members of the Urgent Care Association (UCA) or a physician, physician assistant or nurse practitioner who pays annual dues as set by the Board of Directors. The Board of Directors may establish additional requirements for membership. Physician assistants may also be recognized as physician associates in certain jurisdictions and may also be granted membership under that designation. Members shall have the right to elect Directors. Members shall belong to one or more of the following categories:

1. Physicians graduating from an accredited osteopathic or allopathic medical school in the United States, Canada or equivalent.
2. Physician Assistants/Associates holding an active license to practice medicine in the United States or its territories or be actively serving as Physician Assistants in the United States Armed Forces.

3. Advance Practice Nurses holding an active license to practice medicine in the United States or its territories, Canada, or equivalent or be actively serving as advanced practice nurses in the United States Armed Forces.
4. Retired physicians, physician assistants and nurse practitioners who are no longer actively practicing and/or have voluntarily allowed their medical licenses to lapse, who have been active Members of CUCM in the past may continue to hold active Membership in the organization.

CUCM shall not discriminate in membership on the basis of race, religion, national origin, sex, sexual orientation or handicap.

Section 2.02. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds vote at a meeting of the Board of Directors or by affirmative electronic or written vote of all Directors, may suspend or expel a Member whenever, in the Board's judgment, the best interests of the corporation will be served thereby. By a majority vote of those present at any regularly constituted meeting of the Board of Directors, the Membership of any Member who becomes ineligible for Membership may be terminated. Any Member in default in the payment of dues is automatically terminated. Any Member at risk of termination, for reason(s) other than not paying dues, shall be given at least 30 days-notice of the Board's intent for such termination and be allowed to present written rebuttal or defense to the board, during this time, prior to a vote.

Section 2.03 Resignation of Membership. Any Member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the Member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.04. Dues. Member dues for physicians, physician assistants and nurse practitioners who are non-members of the Urgent Care Association (UCA) shall be established by the Board of Directors.

Section 2.05. Member Meetings. The Annual Membership Meeting shall be held during each calendar year and such Membership Meeting shall not require any written notice other than a notation in the convention agenda. Terms of Directors, if scheduled to begin and terminate in any given year, will do so on the date of the Annual Membership Meeting for that year, subject to the automatic extension provision as specified in Section 3.02. Meetings may be called by the President, by a majority of the Board of Directors, or at the submission of a written petition containing signatures of at least 10% of the Members, by notice mailed to each Member not less than thirty (30) days before such meeting.

Section 2.06. Voting by Members. Members shall vote via a voting system chosen by the Board of Directors. Votes may be cast by designated members in good standing as of the day the election opens. The period of voting shall be announced at least 60 days in advance of the opening of the election. Individual members shall have one vote.

The Board of Directors shall have the authority to examine the eligibility of any voter.

The UCA chief executive officer and the CUCM board secretary shall certify the results of the elections.

The candidates receiving the most votes for a contested directorship shall be elected. The Board of Directors shall hold a run-off election within thirty (30) days to resolve all ties.

ARTICLE III
AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body for CUCM and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Eligibility, Selection, and Tenure. The Board of Directors shall consist of not fewer than nine (9) and no more than twelve (12) Directors. Directors must be active Members in good standing of CUCM and actively participate in the practice, administration, or teaching of Urgent Care Medicine. At the time of appointment or election, the Director shall not be retired from the practice of Urgent Care Medicine. Any Director or Officer who does retire from practice while serving as Director or Officer shall be permitted to complete the term of Director or Officer, whichever term runs to a later date. The first Board will be appointed by the incorporators and will include Directors with one and two-year terms to begin staggered terms. As the terms of the first Directors end, new Directors shall be elected by majority vote of the CUCM Members at an annual meeting. Within two election cycles and from that time forward, no less than 30%, but no more than 50% of CUCM voting Directors shall be advanced practice clinicians. Prior to the election, each Member in attendance shall receive a short self-authored biography of each candidate and a disclosure of all businesses in which the candidate owns at least a 5% interest. The Board shall state, prior to any election of Directors, the exact number of positions that are available for that election. Years of service are not strict 12-month periods but shall be counted from the date of each annual meeting, and terms of Directors will begin and terminate in the appropriate year on the date of the Annual Membership Meeting. Each elected Director shall hold office for a term of three (3) years, with the maximum number of full consecutive three-year terms being two (2). Any Director who has served two full (three year) consecutive terms must take leave of the Board for at least one year. However, if a Director is also an officer the Board may, at its discretion, waive this requirement or may make any other changes to the term. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of the term shall be filled by a majority vote of the remaining Directors. In the event of a tie vote, the President shall choose the succeeding Director. If for unforeseen reasons the membership meeting or election is unavoidably delayed, all directors and officer positions may be extended up to a maximum of one year by 2/3 vote of the board of directors. All directors and officer positions shall be extended for the same extended time. This extended time shall be in addition to the term limits described in this section.

One Directorship shall be reserved for appointment by the President of the Board of Directors of UCA. Those who are so appointed must be an active Member of CUCM. The President of UCA, if a licensed physician, physician assistant or nurse practitioner, is encouraged, but not required, to appoint themselves to the Directorship. If the UCA President does not meet qualifications for CUCM membership as set forth in section 2.01, the UCA President will appoint a member from the UCA Board who does meet these requirements to serve in the UCA President's stead. In the event that no eligible individuals are available, this Directorship position will remain vacant. This Directors shall serve at the will of the President of UCA and shall not serve specific terms. No Director appointed by the President of UCA shall serve for more than six (6) consecutive years without taking a one-year leave of absence from the Board of Directors. A Director appointed by the President of UCA, who has served four (4) or more years without a leave of absence of at least one (1) year from

the Board of Directors, shall not be eligible to stand for election to the Board of Directors.

The Nominating Committee shall strive, prior to any election of Directors, to present a slate of candidates such that election by the Members will maintain balanced representation on the Board. Such balance should be with respect to the regional distribution of Members and their status as academic, hospital, or private practice.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.04. Removal. A Director may be removed with or without cause by a 2/3 vote of the remaining Directors at a meeting, or by action in writing of all other Directors (not including the Director in question) pursuant to Section 3.09, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Director at risk of removal shall be given at least 30-days-notice of the Board's intent for such removal and will be allowed to present written rebuttal or defense to the board during this time, prior to a vote.

Section 3.05. Regular Meetings. The Board of Directors shall hold at least four (4) regular meetings per calendar year. Meetings shall be at such dates, times, and places as the Board shall determine. In the event any Director shall miss any two (2) regular meetings, the Board of Directors shall automatically review that Director's continued Directorship. It shall be the responsibility of the CUCM President to contact said Director prior to any removal decision being final so as to determine the desire of or appropriateness of that Director to continue the position.

Section 3.06. Special Meetings. Special meetings shall be at such dates, times, and places as the Board shall determine.

Section 3.07 Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

Section 3.08 Notice. Meetings may be called by the President or at the request of any three (3) Directors by written notice sent to each Director at the most recent address given to the College by the Director. For the purpose of this Section 3.07, such notice in writing requirement shall be deemed to have been met if said notice is sent either by First Class United States Mail or by electronic means at least seven (7) days prior to the meeting. If a Director is present at a meeting, this is *de facto* evidence of adequate notice having been given to that Director.

Section 3.09. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions (unless otherwise stated in these Bylaws) will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting on occasion without further notice.

Section 3.10. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or committee may be taken without a meeting if all the members of the Board or committee consent in writing to take the action without a meeting and to approving the

specific action. For the purpose of this Section 3.09, such consent in writing may be by paper or electronic means. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.11. Participation in Meeting by Conference Telephone. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. If any Director gives the President at least 48 hours-notice that said Director will not attend in person, adequate provision for teleconferencing of any Director not able to attend in person must be made if such provision is requested by the Director not able to attend.

Section 3.12. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the Corporation as employees or independent contractors may receive reasonable and appropriate compensation.

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, a Vice-President, Secretary, Treasurer, an Immediate Past President, and such other officers as the Board of Directors may designate. No two (2) or more offices may be held by the same person without unanimous consent by Board members present at a scheduled meeting. The offices of President and Treasurer may not be held by persons who each own at least a 10% interest in the same business enterprise. Only Directors elected to the Board by the CUCM Membership are eligible to hold an officer position; Directors appointed to the Board by the UCA President are not so eligible.

Section 4.02. Election of Officers; Terms of Office. The officers of the Corporation shall be elected, from those eligible, by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office are two (2) years, and no officers shall serve in the same office for more than two consecutive terms. Officers shall hold office until the next regularly scheduled Board of Directors meeting following the second two (2) year term, or until a successor is duly elected and qualified, whichever occurs sooner. If for unforeseen reasons the membership meeting or election is unavoidably delayed all directors and officer positions may be extended up to a maximum of one year by 2/3 vote of the board of directors. All directors and officer positions shall be extended for the same extended time. This extended time shall be in addition to the term limits described in this section.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. Removal. An officer may be removed with or without cause by a majority vote of the Board of Directors at a meeting of the Board of Directors, or by action in writing of all other Directors pursuant to Section 3.09, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. President. The President shall be a physician Director of the Corporation and will preside at all meetings of the Board of Directors. The President shall be a member ex-officio of all Committees of the Corporation. The President shall perform all duties attendant to that office,

subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.06. Vice-President. The Vice-President shall be a physician, physician assistant or nurse practitioner Director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall be the chair of the Nominating Committee and perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 4.07. Secretary. The Secretary shall be a Director or other individual appointed by the Board of Directors and shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director.

Section 4.08. Treasurer. The Treasurer shall be a physician, physician assistant or nurse practitioner Director of the Corporation and shall report to the Board of Directors at each regular meeting on the status of the Corporation's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.09 Immediate Past President. The Immediate Past President shall serve as an active member of the Board with full voting rights and provide guidance and support to the Board of Directors until the completion of the second annual membership meeting following his or her term as President. The Immediate Past President shall serve on the Executive and Nominating Committee.

Section 4.10. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE V INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation will be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding to which the Director may become involved by reason of being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or willful misconduct in the performance of duties and as permitted by Illinois law. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition, and not exclusive, of all other rights which such member of the Board, officer, or employee is entitled.

ARTICLE VI CONFLICT OF INTEREST

In the event a Director has a direct or significant financial or personal interest in any matter or arrangement coming before the Board of Directors, said Director shall fully disclose the nature of

the interest and, if deemed appropriate by a majority of the Board of Directors present, this Director shall withdraw from discussion, lobbying, or voting on the matter or arrangement.

ARTICLE VII BOOKS AND RECORDS

Section 7.01 Maintenance and Inspection of Articles and Bylaws. Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors. The Corporation shall also keep on its website a copy of the Bylaws as amended to date, and a copy of the Certificate of Incorporation. These web pages shall be available for inspection by any Member of CUCM at all times.

Section 7.02. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney, subject to said agent or attorney being approved by the CUCM President, which approval shall not be unreasonably withheld. The right of inspection includes the right to copy and make extracts of documents. However, this right to copy and make extracts of documents shall not extend to documents considered to be of a proprietary corporate nature such as Membership mailing lists and vendor mailing lists, or of a confidential personnel nature such as employee personnel records.

Section 7.03. Annual Statement of Certain Transactions. The Corporation shall comply with appropriate laws respecting the filing, when and if applicable, of an annual statement as required, reporting on any loans, guarantees, indemnifications or advances by the Corporation for the benefit of its officers and Directors.

Section 7.04. Public Inspection and Disclosure. The Corporation shall have available for public inspection at its principal office a copy of its three (3) most recent annual exempt Corporation information returns and a copy of its application for recognition of exemption and determination letter. In addition, in the event that the Corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the Corporation.

ARTICLE VIII AMENDMENT OF BYLAWS

Section 8.01 Amendments. Amendments to these Bylaws may be proposed in writing by any member of the Board of Directors. Such proposals shall be referred to the Secretary who shall advise on and report the proposals to the Board of Directors.

Section 8.02 Approval. These Bylaws may be repealed, modified, altered, or amended upon the affirmative vote of 2/3 of the votes cast at a meeting of the Board of Directors and the approval of the UCA Board of Directors. Such amendment must be presented at least (7) days prior to the meeting, unless all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.09.

The above and foregoing Bylaws of the **COLLEGE OF URGENT CARE MEDICINE** was adopted

_____ by vote of the CUCM Board of Directors and approval of the UCA Board of Directors.