

**AMENDED AND RESTATED BYLAWS
OF THE
AMERICAN BOARD OF FAMILY MEDICINE, INC.**

The following Amended and Restated Bylaws of the American Board of Family Medicine, Inc. were adopted by the Board of Directors at a meeting held on September 12, 2022, effective September 12, 2022.

1. OFFICES.

1.1. *Principal Office.* The principal office of the American Board of Family Medicine, Inc. (the “Corporation” or “ABFM”) shall be located in the City of Lexington, in the Commonwealth of Kentucky. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the Board of Directors of the Corporation may deem advisable from time to time.

1.2. *Registered Office.* The registered office of the Corporation in the Commonwealth of Kentucky may be, but need not be, identical with its principal office in the Commonwealth of Kentucky. The address of the registered office of the Corporation in the State of Missouri or the Commonwealth of Kentucky may be changed from time to time by the Board of Directors.

2. MISSION AND PURPOSES. The mission of the ABFM and the purposes which the Corporation possesses shall be those consistent with the purposes specified in its Articles of Incorporation, and shall include the following:

(a) The mission of the ABFM is to improve the health of the public through: (i) Certification, by certifying family physicians who are highly skilled and effective at improving the health of their patients, their families, and their communities, and by assisting Diplomates in maintaining high professional standards through professional development and lifelong learning; (ii) Training Standards, by setting standards for the training that prepares Family Medicine residents for board certification; (iii) Research, by funding, conducting, and publishing research that is devoted to creating, evaluating, and maintaining cutting-edge certification methods, and to advancing the scientific basis of Family Medicine; (iv) Leadership Development, by cultivating leaders in Family Medicine to expand the specialty’s contribution to the health of the public; and (v) Collaboration, by collaborating with other specialty boards and organizations to promote better health care, drive better outcomes, and manage health care resources responsibly;

(b) To maintain a registry of those certified by the ABFM as a service to the public, physicians, hospitals, and medical schools;

(c) To participate directly or through a supporting organization such as the ABFM Foundation, Inc. in the funding and conduct of research activities, and in the printing, publishing, and distribution of journals, periodicals, or other literature, devoted primarily to Family Medicine;

(d) To participate in the publication, distribution, and dissemination of information, research, or other materials benefiting the ABFM, its Diplomates, or the discipline of Family Medicine;

(e) To participate, through financial contribution, the maintenance of supporting organizations such as the Pisacano Leadership Foundation, Inc., or other means, in the education, training, or assimilation of individuals for the purpose of the development of leadership in the discipline of Family Medicine;

(f) To coordinate and cooperate with other appropriate medical specialty boards and other related or similar organizations to facilitate or enhance the discipline and body of Family Medicine;

(g) To undertake any and all activities necessary and appropriate to participate and serve as a member board of the American Board of Medical Specialties (“ABMS”), including participation in the corporate governance of ABMS;

(h) To do any and all things necessary or desirable for the attainment of the purposes stated in this Section 2; and

(i) To cooperate with the ABMS or other appropriate entities in the expansion of the knowledge, training and skills necessary for family physicians to provide high quality care to their patients in foreign countries.

The Board of Directors shall adopt programs, policies, and procedures which will further these purposes.

3. CAPITAL SHARES.

3.1. No Capital Shares. The Corporation shall have no capital shares or shareholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit, or property inure to the incorporators thereof, nor to any officer or director thereof, except as otherwise provided in the Corporation’s Articles of Incorporation with respect to compensation for services rendered, but the entire gain, profit, net earnings, and property of the Corporation shall be devoted exclusively to the charitable and other uses and purposes set out in its Articles of Incorporation.

4. MEMBERS. There shall be no Members of the Corporation.

5. DIRECTORS.

5.1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

5.2. Number, Tenure and Qualifications.

(a) Subject to the adjustment required pursuant to Section 5.2(e), the number of Directors shall be not less than sixteen (16) and not more than eighteen (18), plus the President

and one (1) or more Executive or Senior Vice Presidents of the Corporation, as designated by the President, who, when so designated and authorized by the President shall serve as *ex officio* members of the Board of Directors without a vote. At any time that an individual is elected to serve, pursuant to section 6.12, as the Member Board Empowered Representative (“MBER”) to the ABMS Board of Directors, and the MBER is neither the Corporation’s President nor a member of the Corporation’s Board of Directors, such serving MBER shall also serve as a non-voting *ex officio* member of the Corporation’s Board of Directors.

(b) The term of office of an elected Director, except for the Immediate Past Chair, shall be five (5) years, the term to begin immediately following adjournment of the meeting at which the election occurred, and to continue until a successor is elected. The term of the Immediate Past Chair shall be one (1) year following the expiration of their original five (5) year term. The Directors shall be divided into four (4) classes, Class A, B, C and an optional Class D (as periodically determined in the discretion of the Board of Directors), with five (5) Directors serving in each Class A, B and C and, if filled by the Board of Directors, up to two (2) Directors serving in Class D. The terms of the Directors in Class A, B and C shall be staggered to provide for the election of one (1) Director in each class each year. The first class of Directors, Class A, consisting of five (5) family physician Directors, shall be considered for election from nominees so solicited by the Corporation and submitted by the American Academy of Family Physicians who shall be members of the American Academy of Family Physicians, or in the event the American Academy of Family Physicians fails to nominate the minimum number of candidates required pursuant to Section 5.3(b) the Class A Director shall be selected from the combined slate of candidates nominated by the American Academy of Family Physicians and the candidates nominated for Class B Directors. The second class of Directors, Class B, consisting of five (5) family physician Directors, shall be considered for election from nominees solicited by or submitted to the Corporation by appropriate organizations, including but not limited to, the American Medical Association, Society of Teachers of Family Medicine, Association of Departments of Family Medicine, Association of Family Medicine Residency Directors, and by the Directors themselves. The third class of Directors, Class C, consisting of five (5) Directors, shall be considered for election, one (1) each from physicians whose names are solicited by or submitted to the Corporation, which nominees are Diplomates of an American Board of Medical Specialties (ABMS) medical specialty board other than ABFM, specified in Section 5.3(b) and who either are nominated pursuant to Section 5.3(b) by the Board of Directors of such medical specialty board or are nominated by the petition of any five (5) members of the Board of Directors of the Corporation. The fourth class of Directors, Class D, may consist of not more than two (2) Directors who if such position(s) are filled, shall be considered as a Public Member, and shall be considered for election based upon being presented to the Board of Directors by the Chair and President, as described in Sections 6.4 and 6.5. All Directors in Class A, B and C, must be Diplomates of the ABFM or be board certified by the appropriate member board of the American Board of Medical Specialties for the duration of their term of office on the Board of Directors. Directors in Class D (if such positions are filled by the Board of Directors) will be considered from the candidates presented to the Board of Directors by the Chair and the President based upon (1) their ability to assist the ABFM in accomplishing its mission; (2) active experience and performance in their field; (3) knowledge of health policy or a health related field; (4) whose employment or other relationship would not represent an apparent or inherent conflict of interest with the ABFM and would permit them to be in compliance with the ABFM policy on Industry Support. Class D Directors must not be physicians.

(c) A Director who has served for three (3) or more full years shall not be eligible for succession to the Board of Directors upon expiration of the individual's elected term. Individuals who have served three or more full years as a member of the Board of Directors shall, however, be eligible to fill the unexpired term of a Director who has been removed, resigns or ceases serving as a Director.

(d) Any person filling an unexpired term of an elected Director, which unexpired term constitutes less than three (3) years, shall be eligible for reelection to a full five-year term.

(e) In the event that the position of Chair of the Board of Directors (Section 6.4) is filled by a Director who, at the conclusion of the Chair's term of office, has a year or more remaining on the Director's elected five-year term of office as a Director, then during such interim period (1) the position of Immediate Past Chair shall not be filled, and (2) the number of Directors (Section 5.2(a)) serving the Corporation shall be temporarily reduced from 16 to 15.

5.3. *Regular and Special Election of Directors.*

(a) The Directors shall be elected by the Board of Directors at the Annual meeting from the slate of nominees submitted to the Board of Directors.

(b) Annually, at least ninety (90) days prior to the Annual meeting of the Board of Directors, the Secretary of the Corporation shall cause to be issued in writing through the United States mails an invitation to each nominating organization to submit to the Corporation the names of nominees for the position of a Class A, B or C Director. Each nominating organizations for Class C Directors may submit the names of no fewer than three (3) but no more than five (5) nominees. The nominating organization for Class B Directors may submit the name of a single nominee, or the names of not more than three (3) nominees. The American Academy of Family Physicians, the nominating organization for Class A Directors, may submit no fewer than five (5) candidates for election as a Class A Director, or the slate of candidates for Class A Directors shall be filled in accordance with the provisions of Section 5.2(b). Invitations shall be issued to the invited organization on an annual rotating basis allowing the submission of Director nominees by the invited organization. The invited organizations permitted to submit Class C Director nominees on an annual rotating basis include:

- (1) the American Board of Internal Medicine,
- (2) the American Board of Obstetrics and Gynecology,
- (3) the American Board of Pediatrics,
- (4) the American Board of Psychiatry and Neurology,
- (5) the American Board of Surgery,

(6) or, at the discretion of the Board of Directors, one or more ABMS medical specialty boards other than the ABFM.

Each nominee in Class A, B or C must be a current Diplomate of the ABFM or the ABMS medical specialty board which submits the nomination and remain certified throughout his or her term on the ABFM Board of Directors, including participation in the Continuous Certification, Maintenance of Certification, or similar program of the applicable medical specialty board.

(c) In the event an organization entitled to submit nominations fails for any reason to designate the appropriate number of nominees within sixty (60) days after receipt of the invitation, then the Corporation may select no more than three (3) nominees from that organization. If the Corporation receives the nominations after the expiration of the sixty (60) day period, the Corporation may, at its election, retain the names of the nominees for consideration at the election of Directors for the following year.

(d) Vacancies occurring on the Board of Directors shall be filled at the earliest possible meeting by the Board of Directors. A vacancy may be filled without seeking nominations from other organizations.

5.4. Removal and Resignations. At a meeting of the Board of Directors of the Corporation called expressly for that purpose, any Director may be removed either with cause by a vote of the majority of the full Board of Directors then entitled to vote, or without cause by a vote of at least two-thirds (2/3) of the members of the Board of Directors then entitled to vote. Any member of the Board of Directors may resign from the Board of Directors at any time by giving written notice to the Chair of the Board of Directors or President of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director missing two (2) consecutive meetings without an excuse acceptable to the Executive Committee will automatically be considered for replacement. The Board of Directors may declare a vacancy to exist when it determines that illness or other incapacity has rendered any Director to be unable to perform and carry out the Director's duties.

5.5. Annual and Interim Meetings. The Board of Directors shall meet three (3) times per calendar year, with an Annual meeting and two (2) interim meetings. The Annual meeting shall be held in the spring of each calendar year and the interim meetings at appropriate intervals.

5.6. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors or by the President, on the Chair's or the President's own motion, or by the President upon written request of not less than three (3) Directors. If a special meeting is called by the Chair or by the President, the President shall fix the time and place of the special meeting.

5.7. Notice. Notice of any meeting of the Board of Directors shall state the time, place and purpose of the meeting and in the case of a regular meeting shall be given not less than thirty (30) days prior to the meeting. Notice of a special meeting shall be given not less than five (5) days prior to the meeting. Whenever, under the provisions of these Bylaws, notice is required to be given to any Director, such notice shall be in writing, and shall be hand-delivered or sent by United States mail with postage thereon pre-paid. Notice to any Director may also be transmitted by telephonic facsimile transmission, electronic mail or sent by a nationally recognized overnight courier service, in each case addressed to the Director at the Director's address as it appears on the

records of the Corporation. Such notice shall be deemed to be given on the date of hand delivery or deposit with the United States mail or the overnight courier, or on the date of the facsimile transmission or electronic mail transmission. Notice to Directors may also be given orally, in person or by telephone, immediately followed and confirmed by a written notice, in the form authorized above. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meetings, 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 or convened. Any meeting shall be deemed to be validly called at which all Directors are present or excused absences validated.

5.8. *Quorum and Voting.* At least a two-thirds majority of the then acting Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors, provided that if at least a two-thirds majority is present at the start of any session of a meeting but less than at least a two-thirds majority of the Directors are present during the conduct of that session of the meeting, a majority of the Directors shall then represent a quorum and may act on any matter brought before the meeting, or may adjourn the meeting from time to time without further notice. Each Director is entitled to one (1) vote and unless otherwise provided in the Articles of Incorporation, in these Bylaws or by applicable law, all matters shall be decided by a simple majority vote of the Directors present at the meeting.

5.9. *Attendance.* A Director may participate in any regular or special meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in any meeting by this means is deemed to be present in person at the meeting.

5.10. *Compensation.* Directors, as such, shall receive no direct compensation for their services. However, they may be paid a reasonable allowance and travel expense reimbursement for attendance at any meeting of the Board of Directors, and Directors may be paid a reasonable per diem and be reimbursed for travel expenses while pursuing designated business of the Board of Directors.

5.11. *Action by Written Consent.* Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the action. Any action taken by written consent in accordance with this Section 5.11: (i) shall be effective when the last Director signs the consent, unless the consent specifies a different effective date; and (ii) shall have the effect of a meeting vote and may be described as such in any document. The abstention of any Director from the action shall be noted in the consent.

5.12. *Examiners.* The Board of Directors shall be responsible for the examination of candidates for Family Medicine Certification by the ABFM, and may provide assistance and services in the Family Medicine Certification process. The Board of Directors may from time to time, as may be necessary for the proper conduct of such examination, appoint examiners or employ other qualified agencies to design, conduct, and evaluate examinations.

6. OFFICERS.

6.1. Classes. The officers of the Corporation shall be a Chair of the Board of Directors, a Chair-Elect, a President, a Secretary, a Treasurer, and such subordinate officers as the Board of Directors may from time to time determine. All officers, other than the President and Secretary, shall be Directors from Class A, B or C of the Corporation. The President shall serve as the Secretary.

6.2. Election and Term of Office. The office of President and Secretary shall be held by the person serving as a full-time employee of ABFM charged with the operation and day-to-day management of the ABFM. The officers other than President and Secretary shall be elected for terms of one (1) year by the Board of Directors at its Annual meeting and shall take office immediately following adjournment of that meeting. The Chair and Chair-Elect shall not serve in their office for more than two (2) consecutive terms. The President and, if so appointed and designated by the President, one (1) or more Executive or Senior Vice Presidents shall serve as *ex officio* members of the Board of Directors without a vote. The MBER, as defined in Section 5.2(a), shall serve as an *ex officio*, non-voting member of the Board of Directors. A vacancy in any office may be filled for the unexpired term at any meeting of the Board of Directors.

6.3. Removal and Resignations. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any officer of the Corporation may resign at any time by giving written notice to the Chair and the President of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.4. Chair of the Board of Directors. The position of the Chair of the Board of Directors shall be held by a Director who is a Family Physician. In accordance with Section 6.6 of the Bylaws the Chair Elect shall, upon the affirmative vote of the Board of Directors, assume the position of Chair. In the event that the Chair Elect does not receive the approval of the Board of Directors (as required in Section 6.6), or elects not to serve or resigns as the Chair, then the Chair shall be elected by the Board of Directors. The Chair shall preside at all meetings of Board of Directors. Other than to vote for nominees to other organizations and new appointments to the Board of Directors, the Chair shall only vote in order to make or break a deadlock. The Chair and the President shall be responsible for the development of a process to solicit and review nominees to serve as Class D Directors and, with the President, shall perform such necessary due diligence to determine the qualifications of said nominees before being considered for election to the Board of Directors.

6.5. President. The President shall be appointed by the Board of Directors, shall be a full-time employee of the Corporation, and shall be the Chief Executive Officer of the Corporation managing the day-to-day operations of the Corporation. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent

of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President and the Chair shall be responsible for the development of a process to solicit and review nominees to serve as Class D Directors and, with the Chair, shall perform such necessary due diligence to determine the qualifications of said nominees before being considered for election to the Board of Directors. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend, act and vote in person or by proxy at any meetings of shareholders of any corporation in which the Corporation may hold stock, and at any such meeting shall hold and may exercise all rights incident to the ownership of such stock which the Corporation, as owner, would have had and exercised if present. The Board of Directors may confer like powers on any other person or persons. The President shall submit at each meeting of the Board of Directors a written report of the business and affairs of the Corporation. All employees, agents and consultants engaged by the ABFM and performing services for or on behalf of the ABFM, shall report to the President. The President will, with the advice and consent of the Board of Directors, employ one (1) or more individuals to serve as an Executive or Senior Vice President. The President will, with the advice and consent of the Board of Directors, employ such additional administrative personnel as are needed. The positions of President and at least one (1) Executive or Senior Vice President shall be filled by individuals who are Family Physicians, and who are currently certified as Diplomates of the ABFM. The President, Executive Vice President or Senior Vice President and other family physician employees of the Corporation shall have the opportunity to sit for any ABFM examination or participate in any component designed to measure cognitive expertise in the Family Medicine Certification process provided that the employee sitting for the examination or participating in such component shall meet the requirements in place at that time and has not participated in the preparation of any materials on which the individual is being examined or will be assessed. Any other physician employed by the Corporation must be certified by their respective ABMS medical specialty board and must be currently participating in their ABMS medical specialty board Continuous Certification, Maintenance of Certification, or similar program of the applicable medical specialty board. Administrative positions held by executive staff of the Corporation, by way of example, may be designated by the title of Chief Operating Officer, Vice-President or Chief Financial Officer, as determined by the President, in the President's sole and absolute discretion after consultation with the Chair of the Board of Directors. The President shall serve as the Secretary.

6.6. *Chair-Elect.* The office of Chair-Elect shall be filled by an individual who is a Family Physician and who has at least two (2) years remaining on their term on the Board of Directors. The position will only be held for one (1) term and the individual will, upon the affirmative vote of approval by the Board of Directors, automatically assume the office of the Chair of the Board of Directors the following year. In the absence of the Chair of the Board of Directors, or in the event of the Chair of the Board of Directors' inability or refusal to act, the Chair-Elect shall perform the duties of the Chair of the Board of Directors and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair of the Board of Directors. The Chair-Elect shall perform such other duties as from time to time may be assigned to the Chair-Elect by the Chair of the Board of Directors or by the Board of Directors.

6.7. *Treasurer.* The Treasurer shall be responsible for reporting to the Board of Directors regarding the funds and securities of the Corporation, and perform all the duties incident

to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair of the Board of Directors or the Board of Directors. The office of Treasurer shall be filled by an individual who is a Family Physician. During the term of office of the Treasurer the Treasurer shall not hold any other officer positions with the ABFM.

6.8. Secretary. The Secretary shall: (a) designate a person to keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal, if any, of the Corporation; (d) be responsible for authenticating records of the Corporation; (e) keep a register of the mailing address of each member of the Board of Directors; (f) sign any and all documents which the Chair of the Board of Directors may be permitted to sign; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair of the Board of Directors or by the Board of Directors.

6.9. Bonding and Audit. If required by the Board of Directors, an officer or employee of the Corporation shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. The surety required for any bond mandated by the Board of Directors shall be at the sole expense of the Corporation. The Board of Directors shall select an audit firm each year to conduct an audit of the financial transactions of the Corporation. The Auditors will present their report to the Board of Directors of the Corporation each year regarding the results of the annual audit.

6.10. Delegates to Committees of the American Board of Medical Specialties. Delegates from the Corporation who will be nominated to serve on committees of the American Board of Medical Specialties shall be selected annually by the President in consultation with the Chair of the Board of Directors. Such delegates to the ABMS must be current or past Directors of the Corporation.

6.11. Nominees to Residency Review Committee. Nominees from the Corporation to the Residency Review Committee on Family Medicine of the Accreditation Council for Graduate Medical Education (“RRC”) shall be selected by the President in consultation with the Chair of the Board of Directors. One appointment shall be made annually for a three (3) year term. Nominees to the RRC need not be current or former Directors of the ABFM.

6.12. Delegate to ABMS Board of Directors.

(a) The Board of Directors shall select one (1) or more Delegates (as permitted pursuant to the ABMS Bylaws) from the Corporation to serve as the MBER (as defined in Section 5.2(a)) to the American Board of Medical Specialties Board of Directors. The MBER shall be elected by resolution of the ABFM Board of Directors and shall serve for a term designated by the ABFM Board of Directors, but not to exceed the term permitted pursuant to the ABMS Bylaws.

(b) The Delegate to the ABMS Board of Directors must report to the ABFM Board of Directors in writing.

(c) The MBER must meet the qualifications periodically established by the ABMS in its Bylaws or as otherwise established pursuant to the letter of commitment process established and by the ABMS.

(d) The MBER must either be the current President of the Corporation, or must have ready access to the ABFM President and the Chair of the ABFM Board of Directors.

(e) The MBER must be able to obtain direction from the ABFM, the ABFM President, Executive Committee or the ABFM Board of Directors as to the ABFM's official position within 72 hours if an emergency vote is needed or an urgent issue needs to be addressed by the ABMS Board of Directors.

6.13. Immediate Past Chair.

(a) Once his/her term as Chair of the Board of Directors has expired, the individual serving in that former capacity shall assume the role of Immediate Past Chair and shall serve in such capacity for one year. The role of the Immediate Past Chair will primarily be to provide leadership continuity to, and provide institutional memory for the Board of Directors; to assist in the transition of the Chair-Elect to the position of Chair; to attend meetings on behalf of the Chair, President or Chair-Elect; and to serve on the Board of Directors until their term has expired. The Immediate Past Chair shall be a voting member of the Board of Directors.

(b) In the event the person eligible to serve as the Immediate Past Chair is unable or unwilling to serve as the Immediate Past Chair, the Executive Committee may, in its discretion, appoint the Corporation's immediate past Treasurer to serve in the capacity of Immediate Past Chair.

7. CONTRACTS, LOANS, CHECKS, DEPOSITS AND DEBTS.

7.1. Contracts. The Board of Directors may authorize any one or more officers or agents to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

7.2. Loans. The Corporation may acquire long term or short-term debt for the conduct of the business and affairs of the Corporation. No loans or debt in excess of \$250,000 in aggregate shall be contracted on behalf of the Corporation, and no evidences of such indebtedness shall be issued in the Corporation's name, unless authorized by the Audit/Finance Committee or authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances. This section does not limit the incurrence of indebtedness as approved in the budget.

7.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by one or more officers or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

7.4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may

approve; provided, however, that the President shall have the authority to select the checking accounts for use by the Corporation. The person or persons authorized to sign on such checking accounts must be given approval by the President or Secretary.

7.5. *Gifts and Grants.* The President may accept on behalf of the Corporation, in cash or in kind, any grants, contributions, gifts, bequests or devises for the general purpose or for any special purpose of the Corporation.

8. EXECUTIVE AND OTHER COMMITTEES.

8.1. *Executive Committee.*

(a) Number and Composition. The Executive Committee of the Board of Directors shall remain as a standing committee of the Board of Directors and shall consist of five (5) Directors. Members of the Executive Committee shall include the Chair of the Board of Directors, the Chair-Elect, the Treasurer, the Immediate Past Chair and one (1) other member of the Board of Directors elected annually by the Board of Directors. The President and one (1) or more Executive or Senior Vice Presidents, as designated and authorized by the President shall be non-voting *ex officio* members of the Executive Committee. The Executive Committee shall act between regularly scheduled meetings for the Board of Directors of the Corporation. The Executive Committee shall conduct all business of the Board of Directors and act in its behalf between Board of Directors' meetings, subject to the limitations set forth in Section 8.1(b) below. Such actions of the Executive Committee are subject to approval or disapproval of the Board of Directors.

(b) Authority. When the Board of Directors is not in session, the Executive Committee shall have and may exercise the authority of the Board of Directors, except to the extent, if any, that such authority shall be limited by a resolution of the Board of Directors and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws, appointing or removing any member of the Executive Committee or any officer of the Corporation, amending the Articles of Incorporation, restating the Articles of Incorporation, adopting a plan of merger or consolidation with another corporation, authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation, authorizing the voluntary dissolution of the Corporation or a revoking proceedings therefore, adopting a plan for the distribution of the assets of the Corporation upon dissolution, or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee. The actions of the Executive Committee are subject to the approval or disapproval of the Board of Directors.

(c) Meetings. Regular meetings of the Executive Committee may be held without prior written notice at such times and places as the Executive Committee may fix from time to time by resolution, or upon ten (10) days written notice. Special meetings of the Executive Committee may be called by the Chair of the Board of Directors or by the President upon not less than one (1) days' notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail, postage prepaid, and addressed to the Executive Committee member at such Executive

Committee member's designated preferred address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any Executive Committee member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting. Executive Committee meetings may be held via conference call.

(d) Quorum. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. Action of the Executive Committee must be authorized by an affirmative vote of a majority of the Executive Committee members present at a meeting at which a quorum is present.

(e) Action Without a Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee.

(f) Resignations and Removal. Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the full Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the Chair of the Board of Directors or the President of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(g) Vacancies. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

8.2. *Additional Standing Committees*. Within thirty (30) days following the Chair taking office, the Chair of the Board of Directors shall appoint the following standing committees:

(a) Audit/Finance Committee. The Audit/Finance Committee shall be responsible for working with the President in formulating budgets for the Corporation and for the investment of monies by the Board of Directors. The Audit/Finance committee, comprised of members of the Executive Committee, will also be responsible for establishing the contractual terms of employment for the President and Chief Executive Officer and will be responsible for compensation issues related to that contractual relationship. The Treasurer shall chair the Audit/Finance Committee. All members of the Audit/Finance Committee must be Directors.

(b) Professionalism Committee. The Professionalism Committee shall be appointed to carry out the duties set forth in Section 11.1. All members of the Professionalism Committee must be Directors.

8.3. *Other Committees*. There shall be such other committees as designated by the Executive Committee or by the Board of Directors, the Chair of which and all members of which shall be appointed by the Chair of the Board of Directors unless otherwise directed by the Board of Directors and shall be members of the Board of Directors. The Executive Committee or Board of Directors shall designate such committee and shall provide the purposes, powers and number of members. The actions of a committee shall be subject to approval of the Board of Directors. Examples of other committees could include: Bylaws Committee, Communications/Publications

Committee, Examination Committee, Certification Committee, Operations Committee, and Research and Development Committee.

8.4. *Ex Officio.* The Chair of the Board of Directors, the Immediate Past Chair, the President and one (1) or more of the Executive or Senior Vice Presidents, if selected and so authorized by the President, shall be *ex officio* members of all committees established by the Board of Directors. The Chair shall only vote as an *ex officio* member of a committee to create or break a dead-locked vote.

9. CERTIFICATION OF CANDIDATES.

9.1. *Method of Making Application.* Applications for examinations, Family Medicine Certification, Certificates of Added Qualifications, and Designation of Focused Practice shall be made to the ABFM in accordance with established policies and procedures. Each application shall be associated with a fee in such sum as the Board of Directors may fix from time to time. If the applicant is deficient in any of the requirements, the candidate will be considered ineligible for examination.

9.2. *Eligibility.* Each candidate for Family Medicine Certification, Certificates of Added Qualifications, and Designation of Focused Practice must satisfy standards and conditions of eligibility as established by the ABFM. The policies, procedures, rules and standards issued by the ABFM regarding eligibility shall be established by the Board of Directors. The right to make the final determination as to eligibility of any applicant shall vest solely in the Board of Directors, subject to the right of the Board of Directors to delegate that authority to the Professionalism Committee.

9.3. *Examination of and Completion of Materials by Applicants.* Each applicant shall be examined in such manner, and shall complete the components of Family Medicine Certification, under such rules as the Board of Directors may prescribe and must achieve a completion standard acceptable to the Board of Directors before receiving or maintaining the Certification of the Corporation. In all such matters, the decision of the Board of Directors shall be final.

9.4. *Diplomates.* After successful completion of the initial Family Medicine Certification process, a candidate shall be issued a certificate which designates the candidate a Diplomate of the ABFM. The individual shall continue to be designated a Diplomate so long as the individual holds a current and valid Certificate and continues to satisfy the provisions of the policies, procedures, rules and standards established by the ABFM.

9.5. *CAQ and Designation of Focused Practice.* The Board of Directors shall determine the examination and other requirements which a Diplomate must successfully complete in order to receive and maintain a Certificate of Added Qualifications or a Designation of Focused Practice. The Board of Directors shall also prescribe rules and procedures related to eligibility and application for Certificates of Added Qualifications and Designation of Focused Practice. In all such matters, the decision of the Board of Directors shall be final. In order to receive and maintain a Certificate of Added Qualifications or a Designation of Focused Practice, a physician must maintain their primary Certification with the ABFM.

9.6. Continuous Certification. Primary Certificates in Family Medicine issued by the ABFM shall be for a term established by the Board of Directors and may continue to be valid, subject to conditions established by and in a manner to be determined by the Board of Directors. ABFM Certificates of Added Qualifications shall be for a term established by the Board of Directors and may be reissued by the Board of Directors for a like period subject to conditions established by and in a manner to be determined by the Board of Directors. Diplomates holding a Certificate of Added Qualifications must maintain their primary certification with the ABFM.

10. CERTIFICATES.

10.1. Issuance of Certificates. Certificates issued by the ABFM shall be in such form as to comply with the Articles of Incorporation, shall bear the signature of the Chair of the Board of Directors and the President of the ABFM, and shall have placed upon them the emblem of the ABFM and shall state that the holder thereof satisfactorily has met the requirements for Family Medicine Certification or the requirements for a Certificate of Added Qualifications as determined by the ABFM.

10.2. Revocation. Each Certificate issued by the Board of Directors shall be subject to revocation in the event that:

(a) The issuance of such Certificate or its receipt by the person so certified shall have been contrary to, or in violation of, any provisions of the policies, procedures, rules or standards established by the ABFM; or

(b) The person certified shall not have been eligible to receive such certificate, irrespective of whether or not the facts constituting the person so ineligible were known to, or could have been ascertained by the Directors of the ABFM at the time of the issuance of such Certificate; or

(c) The person so certified shall have made any misstatement of fact in the individual's application for such Certificate or in any other statement or representation to the ABFM or its representatives; or

(d) The person so certified shall at any time have failed to abide by or satisfy any of the provisions of the policies, procedures, rules or standards established by the ABFM; or

(e) The person so certified fails to timely provide information or data requested by the ABFM, or the person provides false or misleading information to the ABFM or duly authorized representatives of the ABFM.

The Board of Directors of the ABFM shall have the sole and exclusive power and authority to determine whether or not the evidence or information before it is sufficient to constitute grounds for revocation of any Certificate issued by the ABFM, subject to the authority of the Board of Directors to delegate such authority to the Professionalism Committee.

10.3. Rules and Regulations. The Board of Directors may adopt such further rules and regulations governing examinations and issuance of Certificates and revocation of certificates and designations of focused practice, as from time to time it deems necessary.

11. PROFESSIONALISM COMMITTEE.

11.1. *Establishment of Professionalism Committee.*

(a) Appointment. The Chair of the Board of Directors shall appoint, from among the members of the Board of Directors of the Corporation, a Professionalism Committee consisting of five (5) or more members, who serve at the pleasure of the Board of Directors.

(b) Ex Officio Members. The Chair of the Board of Directors, the Immediate Past Chair, the President and one (1) or more Executive or Senior Vice Presidents, as selected and authorized by the President, shall be *ex officio* members of the Professionalism Committee. The President and Executive or Senior Vice President(s) shall be non-voting members, and the Chair of the Board of Directors shall only vote in order to create or break a deadlock.

(c) Committee Chair. One member of the Professionalism Committee, who shall be a Director from Class A, B or C, shall be appointed by the Chair of the Board of Directors as the Chair of the Committee, who shall preside over any proceedings of the Professionalism Committee. In the absence of the Chair, the Chair of the Board of Directors shall preside over any proceedings.

(d) Authority. The Professionalism Committee shall interpret, monitor and review grievances relative to the establishment and enforcement of policies and procedures of the Corporation governing medical education and residency training, the Family Medicine Certification process, and other qualifications for eligibility to sit for the Family Medicine Certification Examination, Certificate of Added Qualifications Examinations or Designation of Focused Practice Examinations; review grievances relative to any applicant's eligibility to take any of the above noted examinations, or to participate in the Family Medicine Certification process; review grievances relative to the status of any Diplomate whose Family Medicine and/or Certificate of Added Qualifications Certification, or Designation of Focused Practice is in jeopardy; review grievances relative to matters regarding staff interpretations and actions under the Americans with Disabilities Act; and any other areas of authority which may properly be delegated to the Professionalism Committee by the Board of Directors. The Board of Directors delegates its full authority to the Professionalism Committee to interpret its policies and procedures outlined in this Section 11.1(d) and to make determinations related to physician grievances. Further approval or ratification by the full Board of Directors shall not be required to give effect to the decisions of the Professionalism Committee. The Board may, upon the affirmative vote of not less than a majority of the Board, revoke the delegation of authority to the Professionalism Committee for such period of time as determined by the Board. In addition, the Professionalism Committee shall draft recommendations to highlight professionalism of the Diplomates and report to the Board of Directors periodically. The Professionalism Committee shall also make an annual review of the policies and procedures related to its purpose and make recommendations regarding any proposed changes to the policies to the Board of Directors.

(e) Tenure and Qualifications. Each member of the Professionalism Committee shall serve until the next Annual meeting of the Board of Directors following such member's designation and until such member's successor shall be duly designated and qualified.

(f) Meetings. The Professionalism Committee may hold regular or special meetings at such times and at such locations determined by the Professionalism Committee. The Professionalism Committee shall not permit any members of the Board of Directors, other than designated and *ex officio* members of the Professionalism Committee, to participate in a regular or special meeting. Meetings may be conducted through the use of any means of communication by which all individuals participating may simultaneously hear each other during the meeting. An individual participating in a meeting by this means shall be deemed to be present in person at the meeting.

(g) Special Meetings. Special meetings of the Professionalism Committee may be called by, or at the request of, the Chair of the Professionalism Committee, the President or the Chair of the Board of Directors. All special meetings of the Professionalism Committee shall be held at the principal office of the Corporation, or such other place as may be specified in the notice of the meeting, or by conference call.

(h) Notice of Meeting. Regular or special meetings of the Professionalism Committee may be held upon not less than ten (10) days' notice of the date, time, and place of the meeting. The notice shall not be required to describe the purpose of a meeting.

(i) Waiver of Notice. A member of the Professionalism Committee may waive any notice required by these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, signed by the member entitled to the notice, and filed with the minutes of the meeting. A member's attendance at, or participation in, a meeting shall waive any required notice to such member of the meeting.

(j) Quorum and Voting. A majority of the number of members appointed by the Chair of the Board of Directors shall constitute a quorum of the Professionalism Committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of the members present casting a vote, excluding those members abstaining from voting, shall be the act of the Professionalism Committee. A member who is present at a meeting of the Professionalism Committee when action is taken shall be deemed to have assented to the action taken unless such member dissents or abstains from voting on the action, and the member's dissent or abstention is entered in the minutes of the meeting.

(k) Annual Report. The Professionalism Committee shall report to the Board of Directors no less frequently than annually regarding the type and number of actions taken by the Professionalism Committee.

(l) Vacancies. Any vacancy on the Professionalism Committee shall be appointed by the Chair of the Board of Directors.

11.2. *Initial Notice and Right to Review.*

(a) Notice of Adverse Action. If a determination is made by the ABFM regarding any item referenced in Section 11.1(d) (an applicant seeking a review of any action by the ABFM is hereinafter referred to as the "Affected Party"), the Affected Party shall be notified in writing of the proposed action to be taken by the ABFM and shall be afforded the opportunity of a review of the matter by the Professionalism Committee.

(b) When Written Notice Not Required. If the proposed action to be taken by the ABFM relates to an examination and results from an impropriety by an Affected Party on the date of the examination or within ten (10) business days prior to an examination, the Affected Party may be notified verbally by the ABFM of its action.

(c) Initial Request for Review of Action. Upon the Affected Party's receipt of notice of the proposed action by the ABFM, the Affected Party may, within twenty (20) days of receipt of such notice by the Affected Party, make a written request for a review of the proposed action by the Professionalism Committee. If the Affected Party does not make a written request for review of the proposed action in a timely manner, the action shall become final and binding.

11.3. *Actions of Committee.*

(a) Periodic Meeting. The Professionalism Committee shall meet periodically to review matters properly brought before the Committee.

(b) Presentation of Material. An Affected Party may present written materials to the Professionalism Committee in support of the request of the Affected Party. The written materials must be submitted to the offices of the ABFM not less than twenty (20) business days prior to the meeting. The Affected Party shall not have the right to be present in person or to have a representative present at the meeting of the Professionalism Committee.

(c) Decisions and Notice of Committee.

(1) Decisions Favorable to Affected Party. The Affected Party shall be notified in writing within twenty (20) days following the review of the Professionalism Committee regarding a decision by the Professionalism Committee favorable to the Affected Party. If the decision of the Committee is favorable to the Affected Party, no further action need be considered.

(2) Decisions Unfavorable to Affected Party.

(A) The Affected Party shall be notified in writing within twenty (20) days following the review of the Professionalism Committee regarding a decision by the Professionalism Committee unfavorable to the Affected Party.

(B) The decision of the Professionalism Committee shall be final, conclusive and binding upon the Affected Party, and shall be uncontestable by the Affected Party. The Affected Party shall have no further appeal from the final determination of the Professionalism Committee.

11.4. *Status During Reviews.*

(a) ABFM shall not withdraw the certificate of any Affected Party during the pendency of an appeal unless that physician does not have any active license to practice medicine in any jurisdiction in the United States or Canada. Except in the event of an appeal subject to Section (b), upon the receipt of a timely filed and proper written request for review of a matter by the Professionalism Committee (filed pursuant to Section 11.2(c)), the status of the Affected Party

shall be restored to the level existing immediately prior to the ABFM action that led to the request for review by the Professionalism Committee.

(b) In the event that an Affected Party does not hold a valid medical license in any jurisdiction recognized by ABFM, the status of the Affected Party shall not be restored to the level existing immediately prior to the ABFM action and they will be designated as Not Certified through the appeal process.

(c) Upon completion of the review procedures afforded under these Bylaws, the Affected Party shall be afforded the status determined by the Professionalism Committee.

11.5. Pursuit of Reviews. Requests for reviews by the ABFM shall be brought directly by the Affected Party or by an individual with standing to act for and on behalf of the Affected Party. Family Medicine Residency Directors for Residency Programs involved in the review of an action shall be deemed to have standing to seek reviews on behalf of an Affected Party.

12. EMERGENCY BYLAWS.

12.1. Adoption of Emergency By-Laws. The provisions of Section 12.2 hereof shall be operative during any emergency in the conduct of the business of the Corporation resulting from an attack on the United States; on a locality in which the Corporation conducts its business or customarily holds meetings of its Board of Directors; during any nuclear disaster; during the existence of any catastrophe or other similar emergency condition, as a result of which a quorum of the Board of Directors cannot readily be convened for action, notwithstanding any different provision of these By-laws, the Articles of Incorporation of the Corporation, or Missouri law. To the extent not inconsistent with the provisions of this Section 12, the By-Laws provided in the other Sections hereof shall remain in effect during such emergency and upon its termination, the Emergency By-Laws shall cease to be operative.

12.2. Provisions of Emergency By-Laws.

(a) A meeting of the Board of Directors of the Corporation may be called by any officer of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Directors, as may be applicable, as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

(b) The Director or Directors in attendance at the meeting shall constitute a quorum.

(c) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency, any or all officers or agents of the Corporation shall, for any reason, be rendered incapable of discharging their duties.

(d) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers to do so.

(e) No officer, Director or employee acting in accordance with these Emergency By-Laws shall be liable for such action, except for willful misconduct. No officer, Director or employee shall be liable for any action taken by such person in good faith in such an emergency in furtherance of the ordinary business affairs of the Corporation, even though not authorized by the By-Laws then in effect.

12.3. Changes in Emergency By-Laws. These Emergency By-Laws shall be subject to repeal or change by further action of the Board of Directors, but no such repeal or change shall modify the provisions of Section 12.2 hereof with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency By-Laws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

13. AMENDMENTS TO BY-LAWS. These Bylaws may be amended at any meeting by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors, provided written notice of the intent to amend the Bylaws shall have been submitted to the Directors at least ten (10) days in advance of such meeting and provided a quorum is present.

14. DISSOLUTION. Dissolution of the Corporation shall require the affirmative vote of at least three-fourths (3/4) of the entire Board of Directors. Any dissolution of the Corporation shall be conducted by the Board of Directors in accordance with the provisions of the Missouri Nonprofit Corporation Act. Upon the dissolution of the Corporation for any reason, the remaining net assets of the Corporation, after payment or provision for payment of all debts and liabilities, shall be distributed equally between the ABFM Foundation, Inc. and the Pisacano Leadership Foundation, Inc. In the event that the ABFM Foundation, Inc. or the Pisacano Leadership Foundation, Inc., is not in existence as an organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision thereof, then the assets shall be distributed to the other identified Foundation or to any other not-for-profit organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision thereof, as the Directors, in their absolute discretion, may determine in accordance with the Corporation's Articles of Incorporation.

15. INDEMNIFICATION.

15.1. Right to Indemnification. Subject to Section 15.2 below, each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, formal or informal (hereinafter a "Proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a Director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, volunteer or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee, volunteer or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Missouri Nonprofit Corporation Act (the "Act"), as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment), against all

expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes under the Employee Retirement Income Security Act of 1974, as in effect from time to time ("ERISA"), penalties and amounts to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. The Corporation may, by action of its Board of Directors, provide indemnification to other employees or agents of the Corporation with the same scope and effect as the indemnification of directors and officers pursuant to this section.

15.2. Procedure for Indemnification. Any indemnification under this Section 15 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Missouri Nonprofit Corporation Act, as the same exists or hereafter may be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment). Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding (the "Disinterested Directors"), or (ii) if such a quorum of Disinterested Directors is not obtainable, or, even if obtainable, a quorum of Disinterested Directors so directs, by independent legal counsel and a written opinion. The majority of Disinterested Directors may, as they deem appropriate, elect to have the Corporation indemnify any other employee, volunteer, agent or other person acting for or on behalf of the Corporation.

15.3. Expenses. Advances for expenses, costs, and charges (including attorneys' fees) incurred by a Director, officer, employee, volunteer, agent of the Corporation, or such other person acting on behalf of the Corporation as determined in accordance with Section 15.2, in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer or other person to repay all amounts so advanced in the event that it shall ultimately be determined that such director, officer, employee, volunteer, agent or other person is not entitled to be indemnified by the Corporation as authorized in this Section 15 or otherwise.

15.4. Other Rights; Continuation of Right to Indemnification. The indemnification and advancement of expenses provided by this Section 15 shall not be deemed exclusive of any other rights to which a claimant may be entitled under any law (common or statutory), Bylaw, agreement, or decision of Disinterested Directors or otherwise, both as to action in his or her official capacity and as to any action in another capacity while holding office or while employed by or acting as agent for the Corporation, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Section 15 shall be deemed to be a contract between the Corporation and each director, officer, employee or agent of the Corporation who serves or served in such capacity at any time while this Section 15 is in effect. Any repeal or modification of this Section 15 or any repeal or modification of relevant provisions of the Missouri Nonprofit Corporation Act or any other applicable law shall not in any way diminish any rights to indemnification of such director, officer, employee or agent, or the obligations of the Corporation arising hereunder with respect to any action, suit or proceeding arising out of, or relating to, any actions, transactions or facts occurring prior to the final adoption of such modification or repeal. For the purposes of this Section 15, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting

or surviving corporation, so that any person who is or was a director, officer, employee, volunteer or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Section 15, with respect to the resulting or surviving corporation, as such person would if such person had served the resulting or surviving corporation in the same capacity.

15.5. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee, volunteer or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Missouri Nonprofit Corporation Act.

16. MISCELLANEOUS.

16.1. Parliamentary Authority. The current edition of *Sturgis Standard Code for Parliamentary Procedure* governs the Corporation in all parliamentary situations that are not provided for in applicable law or in its Articles of Incorporation, these Bylaws, or adopted rules.

16.2. Fiscal Year. The Board of Directors shall have the power to establish, and from time to time change, the fiscal year of the Corporation.

16.3. Seal. The Board of Directors shall provide a corporate seal. This corporate seal shall be used as required by law. The Board of Directors shall also provide an emblem which shall be used on Certificates issued by it, and for such other purposes as the Board of Directors may determine.

16.4. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Missouri Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

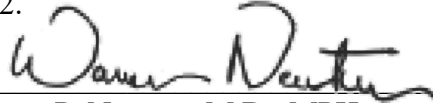
16.5. Construction. Unless the context specifically requires otherwise, any reference in these By-Laws to any gender shall include all other genders, any reference to the singular shall include the plural, and any reference to the plural shall include the singular.

16.6. Severability. If any provision of these By-Laws or its application to any person or circumstances shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or application of these By-Laws that can be given effect without the invalid provision or application, and, to this end, the provisions of these By-Laws are severable.

16.7. Limitations. Notwithstanding any other provision hereof, including, but not limited to, any provision of any Emergency By-Laws, the Corporation shall take no action contrary to the provisions of the Corporation's Articles of Incorporation, and if at any time the Corporation is a private foundation or private operating foundation as such terms are defined in the Internal Revenue Code of 1986, as amended (the "Code"), then the Corporation shall only act as permitted

under the Code without subjecting the Corporation to additional taxes imposed under Subchapter A, Chapter 42, Subtitle D of the Code.

The above By-Laws of this Corporation were adopted by the Board of Directors as of September 12, 2022, effective September 12, 2022.

A handwritten signature in black ink, appearing to read "Warren Newton", written over a horizontal line.

Warren P. Newton, M.D., MPH, Secretary