

BYLAWS
NORTHEAST REGIONAL URGENT CARE ASSOCIATION, INC

ARTICLE I
NAME AND PURPOSE

Section 1. Northeast Regional Urgent Care Association, Inc. (hereinafter "NERUCA"), S incorporated by the Laws of the State of New Jersey as evident by a Certificate of Incorporation duly filed in the office of the Secretary of State in New Jersey.

Section 2. NERUCA shall have its principal place of business in the states of New York and New Jersey as designated from time to time by the Board.

Section 3. NERUCA was formed for the purpose of promoting the common interests of urgent care medicine as an affordable accessible, high quality and accountable acute health care service within the spectrum of acceptable medical practice and to promote the professional interest of urgent care medicine in the Northeast United States which include New Jersey, New York, Pennsylvania, Connecticut, Rhode Island, Massachusetts, New Hampshire, Vermont, Maine, and other states as voted on by the Board.

ARTICLE 2
MEMBERSHIP, VOTING RIGHTS, DUES

Section 1. Membership Categories: There shall be two categories of membership as follows:

- A. Active Membership: Membership in this category is open to any person or business entity actively involved in the practices or business of urgent care medicine.
- B. Associate Membership: Membership in this category is open to any person, business or entity that supports the purpose of NERUCA as set forth in Article 1. Associate Membership shall be approved by the Board.

Section 2. Voting Rights

- A. Only Active Members in good standing shall have the right to vote and hold office. For purposes of this section, good standing requires that an active member's dues be current at least sixty (60) days preceding a vote.
- B. Active Members shall have one vote.
- C. Sponsor Members are non voting members.

- D. Voting may take place by email vote after the membership has been given sufficient notice of the vote.
- E. Membership should be given thirty (30) day notice of a vote.
- F. Motion will be carried if a majority of votes received are yes.

Section 3. Fees and Dues

- A. The Board may, from time to time, fix the amounts to be paid by the members as entry fees and annual dues and may designate various classes of membership in return for such fees and dues. Membership may be terminated for failure to make timely payment of such fees and dues.
- B. No member shall have voting privileges or hold office in the corporation unless all dues have been fully paid. Membership shall be effective from the date of payment for one year.
- C. Annual dues for members shall be due and payable within thirty (30) days following notification to each member of the amount of the current annual dues.

ARTICLE 3 OFFICERS AND THEIR DUTIES

Section 1. Officers: The officers of the Corporation shall be appointed by the Board and shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may in its discretion elect. These officers shall comprise the executive committee.

Section 2. Terms of Office: All officers will be appointed to a one year term or until such time as their successors are elected or appointed. No member shall hold more than one elective office at a time. The President will be elected by the current board. The Vice President, Secretary and Treasurer shall be selected by the President and presented to the Board for approval. Unless a shorter term is provided in the resolution of the Board electing such officer or as provided in these Bylaws, the term of office of each officer shall extend from the first day of the new calendar year until the last day of the calendar year or until a successor is elected or appointed and qualified. The officers shall be chosen and elected from among the current Board members.

Section 3. Removal: Any officer may be removed by the Board with or without cause at any time by majority vote of the board.

Section 4. Resignation: Any officer may resign at any time by giving 30 day written notice to the Board or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or if no time is specified, then by receipt of written notice.

Section 5. Vacancies: A vacancy in an office shall be filled by the Executive Committee at their discretion or until the next election sequence occurs.

Section 6. President: The President shall serve as the chief executive officer of NERUCA. The President shall preside over all meetings of the members and of the Executive Board at which he or she is present. The President

shall also perform such other duties as may be assigned to him or her from time to time by the Executive Board. The President shall also be a non-voting ex-officio member of all committees and the Board except when there is a tie vote. The immediate past president will serve as an ex-officio member of the Board with no voting rights.

Section 7. Vice President: In the absence or inability to act of the President or if the office of President be vacant, the Vice President shall preside at all meeting and he or she shall perform the duties and exercise the power of the President subject to the right of the Board from time to time to extend or limit such powers and duties or to assign them to others. The Vice-President shall have such other powers as may be assigned to him or her by the Board or President.

Section 8. Secretary: The Secretary shall keep a written record of all meetings and events and shall keep and file all records, correspondence, membership rolls, mailing list and bylaws. The Secretary shall be responsible for the planning of the Annual Meeting and Elections.

Section 9. Treasurer: The Treasurer is responsible for all NERUCA financial transactions and records. All account transactions greater than \$2,000.00 shall require signatures by any two (2) members of the Executive Committee, except when pre approved by Board majority vote.

Section 10. Other duties affecting all Officers:

- A. Each of the Officers shall accept different and additional duties as directed by the Board.
- B. The Officers shall collectively prepare and submit a written report to the Membership at the Annual Business Meeting.
- C. All records generated by officers of NERUCA are the property of NERUCA.
- D. All Officers shall be responsible for the funds of the Corporation.

ARTICLE 4 BOARD

Section 1. Power of Board: The Corporation shall be managed by a Board elected by its membership at the Annual Meeting. The Board shall have the authority to conduct the business of the Corporation between Annual Meetings.

Section 2. Number and Term of Office: The Board shall consist of up to thirteen members. Persons serving on the Board shall be Active Members in good standing. The Board may elect a member in good standing to a vacant seat on the Board temporarily until a vote by the membership can be held. **Each business entity, corporation, and hospital organization is limited to one board member/seat on The Board simultaneously. There cannot be more than two representatives of any whole owned hospital organization at any one time on the Board.**

Each state should have at least one member on the Board if there are active members from that state who are interested and are members in good standing. The makeup of the Board should be at least 33 percent of owner/operators with less than 10 centers. Each Board member shall be elected to a three-year term with the maximum number of full consecutive three-year terms being three (3). Any Board Member who has served three consecutive terms must take leave of the Board for at least one year. In order to be on the Board a member should be on a committee for at least one (1) year.

Section 3. Election of At-Large Board Members: An annual election shall be held to fill any vacant board positions. Voting can be in person and / or by electronically. Each Board Member shall be elected by receiving a simple majority of the votes cast by the membership for the position at the Annual or Special election.

Section 4. The Board is the policy making body of the NERUCA and shall have the following powers:

- A. Fix dates and agenda for all meetings of the Corporation.
- B. Adopt standing and special rules of order.
- C. Propose an annual budget and fees/dues structure.
- D. Authorize expenditures.
- E. Have oversight on committee activities and reports.
- F. Perform other duties as they become necessary.
- G. Appoint Officers and fill vacated Officer positions.
- H. Adopt, amend, suspend rules and policies for its conduct consistent with these bylaws

Section 5. Regular Board Meetings: Regular meetings of the Board shall be held at such times and places as the Board shall determine.

Section 6. Special Board Meetings: Special board meetings of the Board may be held upon the call of the President or at the request of any three (3) voting members of the Board

Section 7. Quorum: A quorum of the Board shall consist of fifty percent (50%) plus one (1) of the voting Board members.

Section 8. Action by the Board: An election of the Board may be overturned by a three-fourths (3/4) vote of members attending the Annual or Special Meeting.

Section 9. The Board shall hold at least two (2) regular meetings per calendar year, one of which shall be in person at the Annual Meeting. Board Members may attend meetings by conference call as long as 48 hour notice is given by the President. Meetings shall be at such dates, times, and place as the Board shall determine. In the event any Board Member shall miss two (2) regular meetings per quarter, the Executive Committee shall automatically review that Board Members' continued appointment.

ARTICLE 5 MEMBERSHIP MEETINGS

Section 1. Annual Meetings:

- A. The Board shall call an annual meeting of the Corporation at such place and time as is determined by the Board.
- B. The voting members present at the Annual Meeting shall constitute a quorum.

Section 2. Special Membership Meetings: A Special Meeting may be called by any of the following:

- A. The President
- B. Three (3) members of the Board
- C. By written petition signed by one-third (1/3) of the voting members of NERUCA.
- D. Special membership meetings must have at least 48hrs notice

ARTICLE 6 COMMITTEES

Section 1. Committees: The following are the standing committees for the Corporation: Membership; Bylaws; Education; Government Affairs; Payor Relations; Strategic Partners; Executive Committee; Finance; **Nominating Committee**; and any others as decided by the board.

Section 2. Standing Committees:

- A. A standing committee is a Committee with a long term objective so interwoven with the mission and development of NERUCA, that it should have an ongoing life.
- B. A standing committee may be established or discontinued and its functions defined by either the Board or by assembly at the Annual Meeting or Special Meeting.
- C. Chair: The Executive Committee shall appoint the chair of a standing committee for a term of one (1) year.
 - The Chair should be a Board Member.
 - The Chair of the Finance Committee should be the current Treasurer.
 - **The Chair of the Nominating Committee should be the Immediate Past President.**
- D. Quorum: A quorum shall consist of a simple majority of the members of the committee.
- E. Reports: The chair of each standing committee shall report its activity to the Board at each Board

Meeting.

F. Membership: Membership to a committee shall be open to any NERUCA member or sponsor in good standing.

Section 3. Ad Hoc Committees: i.e. Conference; Pediatric; Communication.

A. An ad hoc committee is a committee appointed to pursue a designated project or specific goal within a specific time period. The life of the committee ends at the end of the time period or at the conclusion of the project.

B. Establishment and Function: An ad hoc committee is established and its function defined by the Board or Executive Committee.

C. Chair: The Chair of an ad hoc committee should be a Board Member.

D. Membership: The membership of each ad hoc committee shall be determined or delegated by the Board or Executive Committee.

E. Quorum: A quorum shall consist of a simple majority of members of the committee.

F. Reports: The chair of the ad hoc committee shall provide reports to the Board.

ARTICLE 7 AMENDMENTS

Section 1. Amendments: The Certifications of Incorporation and the Bylaws of the Corporation may be amended or repealed either by resolution of the Board, or written petition to the Board by at least twenty percent (20%) of the voting membership of NERUCA.

Section 2. Amendment Procedure:

A. The Board shall submit a proposed amendment to a vote of the membership. This vote may be held at any meeting where Active Members have voting power or by email. The proposed amendment shall be published and submitted to the membership at least thirty (30) days before the meeting at which the amendment is considered.

B. A proposed amendment shall become effective after a majority vote of the voting membership present at a meeting or a vote done by email. Ratification of an amendment shall cause the Secretary to revise the Bylaws accordingly.

C. The newly ratified amendments shall be published and distributed to the membership. These Bylaws may not be temporarily suspended at any meeting of NERUCA.

ARTICLE 8
RECORDS AND THEIR DISPOSITION

Section 1. Fees: Dues shall be determined as stated in Article 2 Section 3. The membership year will correspond to the calendar year. Additional fees shall be budgeted by the Board to cover any anticipated expenses for additional NERUCA events

Section 2. Budget: The Finance Committee should prepare a Budget to be adopted by the Board for each forthcoming fiscal year to cover the income and disbursements of NERUCA.

Section 3. Fiscal Year: The fiscal year of NERUCA shall correspond with the calendar year.

Section 4. Disbursement: The following guidelines shall be used for reimbursement:

A. Funds accumulating from dues and other revenue sources shall be disbursed and accounted for by the Treasurer.

B. No Officer or Board Member of NERUCA shall disburse or obligate NERUCA for a greater sum than the anticipated income for the budget year.

C. Checks drawn on NERUCA's accounts greater than \$2,000.00 require the approval of the Executive Committee or the Board.

Section 5. Tax-Exempt Status: NERUCA is formed as a non-profit tax exempt membership organization under the provision of Section 501(c)(6) of the Internal Revenue Code (or corresponding provision of any future US revenue law).

Section 6. Services and Reimbursements for Goods and Services: Officers and Board Members of NERUCA shall serve without pay. Necessary and ordinary expenses incurred by NERUCA officials and members in the performance of their duties to NERUCA shall be considered for reimbursement by the Treasurer from NERUCA funds.

ARTICLE 9
PARLIAMENTARY AUTHORITY

Section 1. Meetings of NERUCA and its Board shall be conducted according to rules and procedures contained in a recent edition of Robert's Rules of Order except where inconsistent with these Bylaws in which case the Bylaws govern.

Section 2. Motions and resolutions at the Annual Meeting, Special Board Meetings, and Board Meetings of NERUCA shall be a simple majority, except where amended by these Bylaws.

ARTICLE 10
GENERAL

Section 1. Indemnification of Board and Officers: To the full extent authorized by law, the Corporation shall indemnify any person, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he, his testator or intestate is or was a Board Member or officer of the Corporation. The foregoing shall not obligate the Corporation to purchase Directors' and Officers' Liability Insurance, but should applicable law permit, the Corporation may purchase such insurance if authorized and approved by the Board.

Section 2. Adoption of Bylaws: The Bylaws shall be proposed for adoption at the first Annual Meeting of NERUCA and if adopted in whole or in an amended form by a majority of the assembly, shall enforce immediately, and NERUCA shall be formed and governed hereafter by them

By: _____ President Date

_____ Secretary Date