

BYLAWS OF THE EMERGENCY DEPARTMENT PRACTICE MANAGEMENT ASSOCIATION

Article I - Name and Principal Office

Section 1. Name -- The name of the association shall be the Emergency Department Practice Management Association (EDPMA), a non-profit corporation incorporated in the State of Virginia.

Section 2. Location -- The principal office of the association shall be at 8405 Greensboro Drive, Suite 800, McLean, Virginia, or at other offices as may be designated by the Board of Directors.

Section 3. Nonprofit Status -- The association shall be a nonprofit corporation and is not empowered to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from federal income taxation under section 501(c)(6) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the "Code"). All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

Article II – Purposes

EDPMA is the organization that advocates for emergency physician groups and their partners to enhance quality patient care through operational excellence and financial stability. To accomplish its mission, the EDPMA will:

Section 2. Serve as a spokesperson and advocate in working with policymakers at all levels of government to foster and promote the development of an enhanced understanding of the individual, organizational, and societal benefits delivered by emergency physician groups and their partners.

Section 3. Implement programs and services which foster national awareness of the individual, organizational, and societal benefits delivered by emergency physician groups and their partners.

Section 4. Serve as the authoritative resource for education and information on emergency physician groups.

Section 5. To cooperate, where possible and appropriate, with other groups and coalitions in the pursuit of the above goals.

Section 6. And in general, to conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

Article III – Classes of Members

Section 1. The following classes shall collectively constitute Active members of EDPMA:

- A. *Emergency department physician groups.* Any firm, corporation, group, partnership or organization engaged in the provision via contract of licensed emergency physicians and other health care personnel to hospitals and other health care institutions.
- B. *Billing organizations.* Any firm, corporation, group, partnership or organization engaged in the provision of billing services for emergency physician groups.

- C. *Supporting organizations.* Any firm, corporation, group, partnership or group, except for billing organizations, that partners with or serves emergency physician groups, for example, insurers, coding and charting companies, consultants, software companies and collection agencies.

In the case of organizations with business operations engaged in the provision of services covering multiple classes of membership, the organization must join in the class of membership that generates the highest dues yield to EDPMA. If a prospective member has wholly or partially owned subsidiary operations covering multiple member classes, that organization may join in multiple classes of membership if full dues payments are paid in each of the appropriate class of membership. Hereafter, "Active" member shall refer to those members given the right to vote under these bylaws.

Section 2. *Affiliate.* Affiliate membership is open to law firms, financial institutions and accounting firms, and other such organizations as may be approved by the Board of Directors. Affiliate members do not have the right to vote in EDPMA matters. Final determination of membership status is within the sole discretion of the Board of Directors.

Section 3. *Other Member Classes --* Subject to Board of Directors' approval, provision may be made for other classes of membership such as Subscribing, Honorary, etc. or other categories of Active or Affiliate membership as well as monetary requirements for such memberships.

Section 4. *Voting --* Each member shall certify to the Secretary of the association the individual who shall be its designated voter. Each Active member shall be entitled to one vote in all association affairs that call for a vote of the membership.

Section 5. *Notice and Attendance --* Each member shall certify to the Secretary of the association the name of the individual who shall be its primary representative to receive all notices and other communications. Nothing in this section shall be construed to restrict the number of attendees representing any member at any meeting of the association.

Section 6. *Duration of Membership and Resignation --* Membership in this association may terminate by voluntary withdrawal as herein provided or otherwise pursuant to these bylaws. All rights, privileges and interests of a member in or to the association shall cease on the termination of membership. Any member may, by giving written notice of such intention to the association's Chair, withdraw from membership. Withdrawals shall be effective upon fulfillment of all fiscal year obligations.

Section 7. *Suspension and Termination --* Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of these bylaws or any lawful rule or practice duly adopted by the association, or any other conduct prejudicial to the interests of the association. Suspension or termination shall be by two-thirds (2/3) vote of the Board of Directors, provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person to present any defense to such charges before action is taken thereon.

Section 8. *Action on Behalf of Association --* Only representatives authorized by the Board of Directors may take positions or express opinions on behalf of the association, and such positions or opinions shall be consistent with those previously approved by the Board.

Article IV - Dues and Assessments

Section 1. Dues -- The annual dues for each member of the association shall be determined by the Board of Directors. Full payment of a member's annual dues must be paid not more than sixty (60) days from the point of invoice, unless otherwise approved by the Board of Directors. If annual dues are not paid within the time limits set forth in this section, the member's membership in this association may be terminated automatically unless the association has received full payment of the dues owed by such member within ten (10) days after written notice to the member of the dues outstanding. For new members, dues may be pro-rated based upon procedures as determined by the Board of Directors. Provided that such pro-rated dues are received no later than any annual or special meeting of the association, newly admitted members shall be certified to vote at such meeting. No dues shall be refunded to any member.

Section 2. Assessments and Advocacy Fund -- The Board of Directors may, at its discretion, assess the Active membership in proportion to the current dues structure, where the financial condition or special projects of the association are deemed by the Board to require such action. In addition, the Board of Directors may, at its discretion, request voluntary payment of funds specifically earmarked for an Advocacy Fund, and such funds will be used exclusively for payment of advocacy-related expenses of the association.

Article V - Meetings

Section 1. Annual -- There shall be an annual meeting of the association during the first half of each fiscal year, unless otherwise ordered by the Board of Directors, for election of members of the Board of Directors, for receiving the annual reports and for the transaction of other business. The Annual Meeting shall be held either at the principal office of the Association or at such other place as may be designated by the Board of Directors. Notice of such meeting, shall be either mailed or sent electronically to each member at least thirty (30) days before the time appointed for the meeting. All such notices shall state the place, date, and the hour of such meeting, and shall state such matters, if any, as may be required by applicable Virginia state law governing nonprofit organizations.

Section 2. Special -- Special meetings of the Active membership of the association may be called by the Chair or the Board of Directors, or shall be called by the Chair upon written or electronic request of twenty percent (20%) of the Active membership or ten (10) Active members, whichever is lesser. Notice of any special meeting shall be either mailed or sent electronically to each Active member at least ten (10) days in advance, with a statement of time and place and information as to the subject or subjects to be considered. Items discussed at special meetings are limited to issues that are listed on the agenda at the time of the calling of the special meeting.

Section 3. Quorum -- The lesser of twenty percent (20%) of the total Active membership or twenty (20) Active members of the association shall constitute a quorum, and in case there is less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present. A majority of Active member attendees, where a quorum is present, shall be necessary to make a decision, except where some other number is required by law or by these bylaws. In the case of an absentee member wishing to be counted as part of the quorum, participation by proxy will be permitted only if that proxy is assigned either electronically or in writing, and such proxy can be verified to be from the Active member wishing to grant the proxy to another Active member.

Section 4. Process -- The order of business at meetings shall be as set forth in the agenda prepared by the Chair, except that when considering bylaws, such consideration shall be the first order of business.

Section 5. Exceptions -- The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in the most current edition of "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

Article VI - Board of Directors

Section 1. Scope -- The Board of Directors shall, as the elected representatives of the membership, have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the bylaws, shall actively execute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of powers granted, appoint such agents as it may consider necessary.

Section 2. Composition -- The number of directors that shall constitute the whole Board of Directors shall be not fewer than fifteen (15) and no more than nineteen (19). All seats shall be held on a member, and not an individual basis, such that the members' voting representative, pursuant to Article III, Section 4, shall serve on the Board of Directors. The number of directors may be changed by an amendment to this section duly adopted by the Active members in accordance with Article XV; however, no decrease in the number of authorized directors constituting the entire Board of Directors shall shorten the term of any incumbent director. Each director may designate an alternate director, subject to the approval of a majority of the Board of Directors then in office. Alternate directors shall be entitled to attend all regular and special meetings of the Board of Directors and shall be entitled to vote at any such meeting if the director is not present. Both directors and alternate directors must be employees, partners, or contractors of the member elected to the directorship. Any director shall be eligible for re-election.

Section 4. Election of Directors -- At the Annual Business Meeting, there shall be elected by secret ballot sufficient directors to fill all expiring terms, with these directors elected for a term of two (2) years. Directors shall, upon election, immediately enter into the performance of their duties and shall continue in office until their successors shall be duly elected, or unless they resign, are removed or are otherwise unable to fill an unexpired term. Any director shall be eligible for re-election. Members may vote only for Directors within their category of membership.

Section 5. Meetings -- The Board shall meet (in person or by telephone) at least twice annually upon call of the Chair at such times and places as he/she may designate and shall be called to meet upon demand of a majority of the directors. Notice of all meetings of the Board of Directors shall be sent electronically, facsimile or mail to each member of the Board at least five (5) days in advance of such meetings.

Section 6. Quorum -- A majority of the entire Board shall constitute a quorum at any meeting of the Board. Any lesser number may adjourn the meeting from time to time until a quorum is present.

Section 7. Voting -- Unless otherwise provided in these bylaws, whenever the Board of Directors is required to take any action or to signify its approval, such action may be taken or such approval given at a meeting (in person or by telephone) of the Board at which a quorum is present, by a majority vote, or by the individual members of the Board, acting separately, by unanimous consent in writing or via fax or email to the Chair of the Board.

Section 8. Absence -- Any member of the Board of Directors or designated alternate unable to attend a scheduled meeting shall, in an electronic, facsimile or letter addressed to the Chair or Secretary, state the

reason for the absence. If a board company is absent from two (2) consecutive meetings for reasons which the Board determines to be insufficient, a resignation may, in the discretion of the Board of Directors, be deemed to have been tendered and accepted.

Section 9. Compensation -- Directors shall not receive any compensation for their services as directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties.

Section 10. Resignation or Removal -- Any director may resign at any time by giving written notice to the Chair, the Secretary or the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the Chair of the Board. Any director may be removed for cause at a regular or special meeting called pursuant to Article V, Section 1 or 2 of these bylaws, at which a quorum is present, by a two-thirds (2/3) vote of the members present.

Section 11. Vacancies -- Any vacancies on the Board with respect to seats reserved for Active members may be filled by a member from the appropriate membership class by a majority vote of the existing members of the Board from that membership class. Director(s) elected to fill an unexpired term serve only for the remainder of the unexpired term.

Article VII - Officers, Management Firm, Auditing and Legal Services

Section 1. Officers -- The elected officers of this association shall be a Chair, Vice Chair, and Treasurer. These officers must be members of the Board of Directors and shall be elected annually by the Board of Directors. Elected officers shall serve on an individual and not a member basis.

Section 2. Election of Officers -- At each Annual Business Meeting an election will be held, in a manner to be prescribed by the Board of Directors, to select officers for the association. Each officer shall, upon election, immediately enter into the performance of their duties and shall serve for a term of one (1) year, or until their successor is duly elected or unless they resign, are removed or otherwise unable to fill their unexpired term. The Secretary of the Board shall be appointed as described in Article VII Section 6.

Section 3. Chair -- The Chair shall be the principal elected officer of the association, shall preside at meetings of the association, Board of Directors and the executive committee, and shall be a member ex-officio, with the right to vote, of all committees. The Chair shall also, at the annual meeting of the association and at such other times as deemed proper, communicate to the association or to the Board of Directors such matters and make such suggestions as may in the Chair's opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of Chair, or as may be prescribed by the Board of Directors. The Chair is not charged with executive or administrative responsibilities in the management and continuing conduct of the association's affairs.

Section 4. Vice Chair -- The Vice Chair shall perform all the duties of the Chair in the absence of the Chair and such other duties as may from time to time be assigned by the Chair or Board of Directors.

Section 5. Treasurer -- The Treasurer shall oversee the account of all monies received and expended for the use of the association and shall make disbursements authorized by the Board and approved by the Chair and such other officers as the Board may prescribe. All sums received shall be deposited in a bank

or banks, or trust company, approved by the Board of Directors. The Treasurer may appoint one (1) or more Assistant Treasurers, who may be a designated member of the management firm, to perform such duties as the Treasurer may delegate to him, her, or them. The funds, books and vouchers of the Association shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors.

Section 6. Management Firm -- At such time as the Board of Directors by vote shall direct, responsibility for the administration and day-to-day management of the association may be vested in a management firm, contracted by and responsible to the Board of Directors. A designee of the management firm shall serve as Secretary to the Board of Directors, subject to the approval of the Board of Directors, and assume the responsibilities described in Article VII, Section 7. The management firm shall be responsible for the management and direction of all operations, programs, activities and affairs of the association, functioning within the framework of the policy aims and programs as generally determined by the Board of Directors. The management firm shall have such other duties as may be prescribed by the Board and an appropriately titled designee of the Management Firm shall serve as a non-voting member of the Board of Directors.

Section 7. Secretary -- The Secretary shall give notice of and attend all meetings of the association, to keep a record of all proceedings, to attest documents and to perform such other duties as are usual for such official or as may be duly assigned to the Secretary.

Section 8. Audit -- Auditors may be retained by the association, as determined by the Board of Directors.

Section 9. Outside Counsel -- Legal counsel may be retained by the association at the discretion of the Board of Directors. Counsel shall attend association meetings, as directed by the Board of Directors, and advise the association on legal and policy matters.

Article VIII - Committees

Section 1. Process -- The Chair, subject to the approval of the Board of Directors, shall annually appoint such standing, or special committees or subcommittees as may be required by the bylaws or as he/she may find necessary.

Section 2. Executive Committee -- There may be elected annually by the Board of Directors members thereof who shall constitute the association's Executive Committee. The Executive Committee shall be comprised of the elected officers of the association, and a minimum of two additional Board members. All active member classes must have at least one member serving on the Executive Committee. The Executive Committee may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at its succeeding meeting any action taken. Nothing less than seventy-five percent (75%) participation by the executive committee shall constitute a quorum for the transaction of business. Meetings (whether in person or by telephone) may be called by the Chair or by a majority of the Executive Committee, and a majority vote of those in attendance, where a quorum is present, shall be necessary to take action.

Article IX - Hard Copy Vote

Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be

put to a vote of the Active membership and when the Board deems it inexpedient to call a special meeting for such purpose, the directors may, unless otherwise required by these bylaws, submit such a matter to the Active membership in writing by electronically, by mail or fax for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within three (3) weeks after such submission to the membership, provided that in each case votes of at least fifty percent (50%) of the total Active members shall be received. Any and all action taken in pursuance of such vote in each such case shall be binding upon the association in the same manner as would be action taken at a duly called meeting. Voting on any matter, including the election of directors or officers, may be conducted by electronic mail or fax.

Article X - Fiscal Year

The fiscal year shall commence on the 1st day of January and shall end on the 31st day of December.

Article XI - Books and Records

Section 1. The association shall keep adequate and correct records minutes of the proceedings of the voting members and the Board of Directors, and a record of the members giving their names and addresses and the class of membership held by each.

Section 2. Minutes shall be kept in written form or in any other form capable of being converted into written form, and shall be, at the association's expense, made available for inspection by any active member upon written or electronic request.

Article XII - Seal

The association shall have a seal and logo of such design as the Board of Directors may adopt.

Article XIII - Indemnification

Section 1. Scope -- The association may indemnify, as determined by the Board of Directors, in the manner and to the full extent permitted by law, any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completing action, suit or proceeding, whether or not by or in the right of the association, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director, officer, committee member, employee or agent of the association, or is or was serving at the request of the association as a director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust, association or other enterprise. When required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the director, officer, member, employee or agent is proper in the circumstances.

Section 2. Director and Officer Insurance -- The association may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability that may be asserted against him/her. To the full extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement; and, in the

manner provided by law, any such expenses may be paid by the association in advance of the final disposition of such action, suit or proceeding.

Section 3. Limitations -- The indemnification provided herein shall not be deemed to limit the right of the association, through action of its Board of Directors, to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the association may be entitled under any agreement, vote of members or disinterested directors or otherwise, whether as to action in his official capacity or as to action in another capacity while holding such office.

Article XIV - Dissolution

The association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to members of the association. Upon dissolution of the association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic, or other nonprofit organization to be selected by the Board of Directors.

Article XV - Amendments

Upon proposal by the Board of Directors these bylaws may be amended, repealed or altered, in whole or in part (a) by a majority vote at any meeting of the Active membership of the association, provided that notice in the form of a copy of any amendment proposed for consideration shall be sent electronically, or by mail or facsimile at least twenty-one (21) days prior to the date of the meeting; or (b) by approval of the Active members through vote in accordance with the provisions of Article IX.

Article XVI – Waiver of Notice

Any notice required to be given to the membership under these bylaws, including but not limited to Notice required under Articles V, IX, and XV, may be waived at a meeting of the membership if there exists a Quorum consistent with Article V Section 3 and at least 2/3 of the membership in attendance votes in favor of waiving the notice at issue. Any notice required to be given to the Board of Directors under these bylaws, including but not limited to notice required under Articles VI, VIII, and IX, may be waived at a meeting of the Board of Directors if there exists a Quorum consistent with Article VI Section 6 and at least 2/3 of the directors in attendance votes in favor of waiving the notice at issue.