

BYLAWS
NATIONAL MEDPEDS RESIDENTS' ASSOCIATION

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TABLE OF CONTENTS

ARTICLE I. OFFICES.....	1
A. Principal Office.....	1
B. Registered Office and Registered Agent.....	1
ARTICLE II. MEMBERS	1
A. Classes of Members.	1
B. Membership Admission and Membership Renewal.	1
C. Membership Fees and Dues.	1
D. Membership Certificates.	1
E. Voting Rights.	1
F. Resolution of Disputes.	2
G. Sanction, Suspension, or Termination of Members.	2
H. Resignation.....	2
I. Reinstatement.....	3
J. Transfer of Membership.....	3
K. Waiver of Interest in Corporation Property.....	3
ARTICLE III. MEETING OF MEMBERS	3
A. Annual Meeting.....	3
B. Special Meetings.	3
C. Place of Meeting.....	3
D. Notice of Meetings.	3
E. Quorum.....	4
F. Actions of Membership.....	4
G. Proxies.....	5
H. Voting by Mail.	5
ARTICLE IV. BOARD OF DIRECTORS.....	5
A. Management of the Corporation.	5
B. Number, Qualifications, and Tenure of Directors.....	5
C. Nomination of Directors.....	5
D. Election of Directors.	5
E. Vacancies.	6
F. Annual Meeting.....	6
G. Regular Meetings.	6
H. Special Meetings.	6
I. Notice.	6
J. Quorum.....	6
K. Duties of Directors.	7
L. Do Not Have Duties of Trustee.....	7
M. Duty to Avoid Improper Distributions.....	7
N. Delegation of Duties.....	8
O. Interested Directors.	8

ii	
P. Actions of Board of Directors.	8
Q. Proxies.....	9
R. Compensation.....	9
S. Removal of Directors.	9
ARTICLE V. OFFICERS	9
A. Officer Positions.....	9
B. Election and Term of Office.....	9
C. Removal.	9
D. Vacancies.	10
E. President.....	10
F. President-Elect.	10
G. Selection of President-Elect.	10
H. Immediate Past President.	10
I. Treasurer.....	10
J. Secretary.....	11
ARTICLE VI. ADVISORY BOARD	11
ARTICLE VII. NON-RESIDENT ADVISOR and other advisors	12
ARTICLE VIII. COMMITTEES.....	12
A. Establishment of Committees.....	12
B. Restrictions on Authority of Committee.	12
C. Authorization of Specific Committees.....	13
D. Term of Office.....	13
E. Chair and Vice-Chair.	13
F. Notice of Meetings.	13
G. Quorum.....	13
H. Actions of Committees.....	14
I. Proxies.....	14
J. Compensation.....	14
K. Rules.....	14
ARTICLE IX. TRANSACTION OF THE CORPORATION	14
A. Contracts.....	14
B. Deposits.....	14
C. Gifts.....	15
D. Potential Conflicts of Interest.....	15
E. Prohibited Acts.....	15
ARTICLE X. BOOKS AND RECORDS	16
A. Required Books and Records.	16
B. Inspection and Copying.....	16
C. Audits.	17
ARTICLE XI. FISCAL YEAR	17
iii	
ARTICLE XII. INDEMNIFICATION.....	17
A. When Indemnification is Required, Permitted, and Prohibited.	17
B. Procedures Relating to Indemnification Payments.	18
ARTICLE XIII. NOTICES.....	19
A. Notice by Mail or Telegram.....	19
B. Signed Waiver of Notice.	20
C. Waiver of Notice by Attendance.....	20
ARTICLE XIV. SPECIAL PROCEDURES CONCERNING MEETINGS	20
A. Meeting by Telephone.....	20

B. Decision Without Meeting.	20
C. Action by Non-Unanimous Written Consent.....	20
D. Voting by Proxy.	21
ARTICLE XV. AMENDMENTS TO BYLAWS	21
ARTICLE XVI. MISCELLANEOUS PROVISIONS.....	21
A. Legal Authorities Governing Construction of Bylaws.....	21
B. Legal Construction.	22
C. Headings.....	22
D. Gender.	22
E. Seal.....	22
F. Power of Attorney.	22
G. Parties Bound.	22
ARTICLE XVII. CERTIFICATE OF SECRETARY.....	22

1

BYLAWS

NATIONAL MEDPEDS RESIDENTS' ASSOCIATION

These Bylaws ("bylaws") govern the affairs of NATIONAL MEDPEDS RESIDENTS' ASSOCIATION, a nonprofit corporation ("Corporation") organized under the Texas Non-Profit Corporation Act ("Act").

ARTICLE I. OFFICES

A. Principal Office,

The Corporation's principal office in the State of Texas ("Texas") is located at 2401 South 31st Street, Temple, Texas. The Corporation may have other offices, either in Texas or elsewhere. The Board of Directors ("Board") may change and determine the location of any corporate office.

B. Registered Office and Registered Agent.

The Act requires that the Corporation maintain a registered office and registered agent in Texas. The registered office may be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as provided in the Act.

ARTICLE II. MEMBERS

A. Classes of Members.

The Corporation has several classes of members.

B. Membership Admission and Membership Renewal.

Persons who are physicians in Combined Internal Medicine and Pediatrics residency training programs, [fellows](#), or graduates of these programs interested in this career path may be admitted to membership in the Corporation by the Board or a committee designated by the Board to handle matters. Before being admitted, any applicant who meets the membership qualifications then in effect must pay required dues. A member may renew membership by paying all required fees and dues. [Medical students may also be admitted for student membership.](#)

C. Membership Fees and Dues.

The Board may set and change the initiation fee, if any, and the annual dues payable to the Corporation by members ([programs, individual members, and medical student members](#)). Dues are payable in advance on the first day of each fiscal year.

D. Voting Rights.

Each **resident and fellow** member may have one vote on each matter submitted to a vote of the members.

E. Resolution of Disputes.

In any dispute arises between members relating to corporate activities, all parties involved must cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they must cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in the Revised Civil Statutes Article 238-20 only if the parties have met together with a mediator. This paragraph additionally applies to a dispute involving the Corporation as a party relating to a member's sanctioning, suspension, or expulsion from the Corporation. The Board, in its discretion, may authorize using corporate funds for mediating or arbitrating a dispute.

F. Sanction, Suspension, or Termination of Members.

1. Good Cause. The Board may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing.

Good cause includes:

- a) defaulting on an obligation to the Corporation to pay fees or dues for 60 days following delivery of the default notice; or
- b) materially and seriously violating the law or the Corporation's articles of incorporation, bylaws, or rules.

2. Notice. The Board may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the Board, or take action on the Board's behalf. The Board or a committee designated by the Board for handling a matter involving sanctioning, suspension, or expulsion may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least 15 days before the hearing. Shorter notice may be deemed adequate, however, if the Board or the Board-designated committee determines that the need for a timely hearing outweighs the prejudice caused to the member and if the reason for needing a timely hearing is stated in the notice. If mailed, the notice must be sent by registered or certified mail, return receipt requested.

3. Hearing. A member has the right to be represented by counsel at and before the hearing. The Board or the Board-designated committee may impose sanctions, suspend a member, or expel a member by a majority vote of the Board or the Board-designated committee who are present and voting.

G. Resignation.

Any member may resign from the Corporation by submitting a written resignation to the Secretary **or membership coordinator**. The resignation need not be accepted by the Corporation to be effective. A member's resignation does not relieve the member of any obligations to pay any dues, assessments, or other charges that accrued and were unpaid prior to the resignation's effective date.

H. Reinstatement.

A former member may submit a written request for membership reinstatement. The Board or a committee designated by the Board to handle the matter may reinstate membership on any reasonable terms the Board or committee deems appropriate.

I. Transfer of Membership.

Membership in the Corporation is not transferable or assignable. Membership terminates

on the Corporation's dissolution or the member's death. Membership in the Corporation is not a property right that may be transferred after a member's death.

J. Waiver of Interest in Corporation Property.

All real and personal property, including all improvements located on the property, acquired by the Corporation is owned by the Corporation. A member has no interest in specific corporate property. Each member expressly waives the right to require partitioning all or part of the Corporation's property.

ARTICLE III. MEETING OF MEMBERS

A. Annual Meeting.

There will be one annual meeting of the members per year. The main annual business meeting will Annual National NMPRA Meeting. At the main business annual meeting, the members may elect directors and transact any other business that may come before the meeting.

B. Special Meetings.

Special meetings of the members may be called by the president, the Board, or not less than one-tenth of the voting members. Meetings may be held on teleconferences, video-conference, or on the internet in the form of web conferencing.

C. Place of Meeting.

The Board may designate any place as the meeting place for any special meeting called by the Board. If the Board does not designate the meeting place, the meeting will be held at the Corporation's registered office in Texas.

D. Notice of Meetings.

1. Manner of Giving Notice. Written notice of any meeting of members, not including the annual meetings, must be delivered to each member entitled to vote at the meeting not less than 10 nor more than 60 days before the meeting date. If the Corporation has more than 1,000 members at the time the meeting is scheduled, notice may be given by publication in any newsletter, email via list-serv, or website. The notice must state the meeting place, day, and time; who called the meeting; and the general purpose for which the meeting is called. Notice is given by the Corporation's president or secretary, or the officers or persons calling the meeting. If all the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

2. Fixing Record Date. The record date for determining the members entitled to vote at a meeting is established in accordance with Article 1396--2.11A of the Revised Civil Statutes. After a record date is fixed for the notice of a meeting, an alphabetical list of members entitled to receive notice, including their addresses and number of votes each is entitled to cast, will be prepared by the current secretary or executive coordinator. The list must contain a listing of members who are entitled to vote at the meeting, although not entitled to receive notice. The list must be available by request, as specified in the notice, during the period from five business days after notice is given until the meeting is held. Any member entitled to vote at the meeting is entitled to access to the list for the purpose of communicating with other members. The member or the member's agent or attorney is entitled to make the inspection on written demand and copy the list at a reasonable time at the member's expense.

E. Quorum.

Fifty-one percent of members present at the beginning of a meeting in person or by proxy constitute a quorum at that meeting. The members present at an authorized meeting at

which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. No action may be approved, however, without at least a majority vote of the number of members required to constitute a quorum. If no quorum is present during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

F. Actions of Membership.

The membership must try to act by consensus. The majority vote of voting members in good standing, present, and entitled vote at a meeting at which a quorum is present, is sufficient, however, to constitute the act of the membership unless the vote of a greater number is required by law or the bylaws. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of notice for the meeting. Voting may be by ballot (electronic or paper) or voice, except that any election of directors will be by ballot if demanded by any voting member at the meeting before the voting begins.

G. Proxies.

A member entitled to vote may vote by proxy executed by email by the member. No proxy is valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

H. Voting by Mail/Email.

The Board may authorize members to vote by mail or by email or via our website on any matter that may be voted on by the members, including electing directors or officers. Each resident or fellow member shall have one vote each.

ARTICLE IV. BOARD OF DIRECTORS

A. Management of the Corporation.

The Corporation's affairs are managed by the Board.

B. Number, Qualifications, and Tenure of Directors.

The number of Directors is a number determined by the Board that is not less than five. Directors must be members of the Corporation and be in good standing with their affiliated programs. **Each director will serve for 1 year. The Board of Directors will be made up of the President, President-Elect, Secretary, Treasurer, and Immediate Past President.**

Nomination of Directors.

At any meeting at which a director is elected, a voting member in good standing may nominate a person with the second of any other voting member in good standing. In addition to nominations made at meetings, nominations for each election of directors may be made by application by the interested party. The president will include the names nominated by the membership or by application and submit their nominations to the membership for elections.

C. Election of Directors.

A person who meets the qualification requirements to be a director and who has been duly elected may serve as a director. Directors are elected by vote of the Corporation's membership. Directors are elected every June via electronic vote. Only resident and members and members in fellowship programs may submit their one vote for the election of Directors. In electing directors, members are not permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. Each director will hold office until a successor is elected and qualified and must assist in transitioning the newly elected directors. A director may be elected to succeed himself or herself as director, except in the case of president-elect.

D. Vacancies.

Any vacancy occurring in the Board and any director position to be filled due to an increase in the number of directors will be filled by the Board. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board, or if it is a sole remaining director. A director elected to fill a vacancy will serve for the predecessor's unexpired term.

E. Annual Meeting.

The Board's annual meeting may be held without notice other than these bylaws. The Board's annual meeting will be held during and at the same place as the members' annual meeting.

F. Regular Meetings.

The Board may provide for regular meetings by resolution stating the meeting time and date. No notice of regular Board meetings is required other than a Board resolution stating the meeting time and place.

G. Special Meetings.

Special Board meetings may be called by the president or any three directors. A person authorized to call special Board meetings may fix any place for holding a special meeting. The person calling a special meeting must give the secretary the information required to be included in the meeting notice. The secretary must give notice to the directors as required in the bylaws.

H. Notice.

Written notice of any special Board meeting must be delivered to each director not less than 5 nor more than 60 days before the meeting date. The notice must state the meeting place, day, and time; who called the meeting; and the purpose for the meeting.

I. Quorum.

A Majority of the directors then in office constitute a quorum for transacting business at any Board meeting. Each voting member of the board of directors may have one vote each. The directors present at an authorized meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. No action may be approved, however, without at least a majority vote of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

J. Duties of Directors.

Directors may discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including the Corporation's officers and employees, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if the director had knowledge concerning a matter in question that renders reliance unwarranted.

K. Do Not Have Duties of Trustee.

Directors do not have the duties of trustees of a trust with respect to the Corporation or any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

L. Duty to Avoid Improper Distributions.

1. **Liable.** Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that the Corporation's debts, obligations, and liabilities are not paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the corporation insolvent is an improper distribution. A distribution made during liquidation before paying and discharging or providing for all known debts, obligations, and liabilities is also improper. Directors present at a board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary before adjournment or mailed to the secretary by registered mail immediately after adjournment.

2. **Not Liable.** A director is not liable if, in voting for or assenting to a distribution, the director:

a) Relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the corporation; attorneys, accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a Board-designated committee of which the director is not a member;

b) While acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value;

c) In determining whether the corporation made adequate provision for paying, satisfying, or discharging all its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all these liabilities or obligations;
or

d) In the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

3. **Entitled to Contributions.** Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

M. Delegation of Duties.

Directors may select advisors and delegate duties and responsibilities to them, including full power and authority to:

1. Purchase or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf when agreed to by vote of the Board; and

2. Sell, transfer, or otherwise dispose of the Corporation's assets and properties at a

time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor, with or without cause.

N. Interested Directors.

Contracts or transactions between members, directors, or officers who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the member, director, officer is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. The material facts must, however, be disclosed to or known by the Board or other group authorizing the transaction, and adequate approval from disinterested parties must be obtained.

O. Actions of Board of Directors.

The Board must try to act by consensus. The majority vote of directors present and voting at a meeting at which a quorum is present is, however, sufficient to constitute the act of the Board unless the act of a greater number is required by law or the bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for determining the Board's decision. For determining the Board's decision, a director who is represented by proxy in a vote is considered present.

P. Proxies.

A director may vote by proxy executed in writing by the director. No proxy is valid after three (3) months from the date of its execution.

Q. Compensation.

Directors may not receive salaries for their services. The Board may adopt a resolution providing for payment to directors of a fixed sum and expenses, if any, for attending each Board meeting. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director must be commensurate with the services performed and reasonable in amount.

R. Removal of Directors.

The members may vote to remove a director at any time, without good cause. A meeting to consider removing a director may be called and noticed following the procedures provided in these bylaws. The meeting notice must state that the possible removal of the director will be on the agenda. The director has the right to present evidence at the meeting as to why he or she should not be removed, and the director has the right to be represented by an attorney at and before the meeting. At the meeting, the Corporation must consider possible resolutions of the problems that are in the Corporation's and director's mutual interest. A director may be removed by the affirmative vote of 51% percent of the Members.

ARTICLE V. OFFICERS

A. Officer Positions.

The Corporation has a President, a President-Elect, the Immediate Past President, a Secretary, and a Treasurer for officers. The Board may create additional officer positions, define each additional position's authority and duties, and elect persons to fill the positions. Any two or more offices may be held by the same person, except president and secretary.

B. Election and Term of Office.

The officers are elected annually by the members every June via electronic vote. If officers are not elected by June, the election must be held as soon after this meeting as conveniently possible. Each officer holds office until a successor is selected and qualified and transition period occurs for one month after the new officer is elected. An officer may be elected to succeed himself or herself in the same office, except for President-Elect. **Each out-going officer is responsible for transfer of current active projects or business and for the transitioning and training of the officer-elect.**

Provision in the Event of Tie.

Additionally, in the event of a tie for any of the positions, the board will conduct another electronic vote between the two officers who are tied. If this does not break the tie, the board of directors will be responsible for reviewing the applications of both officers and may also conduct interviews of both candidates to determine the best candidate and have a vote by the board.

C. Removal.

Any officer elected by the Board may be removed by the Board without good cause. The removal of an officer will be without prejudice to the officer's contract rights, if any.

D. Vacancies.

A vacancy in any office may be filled by the Board for the unexpired portion of the predecessor.

E. President.

The president is the Corporation's chief executive officer. The president supervises and controls all the Corporation's business and affairs. The president presides at all meetings of the Board and members and an ex-officio member of all committees. The president may execute any deeds, mortgages, bonds, contracts, or other instruments the Board authorizes. The president may not, however, execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent by the Board, the bylaws, or statute. The president performs other duties prescribed by the Board and all duties incident to the office of president. **After a one-year term as President, the President will serve one year as the Immediate Past President.**

F. President-Elect.

When the President is absent, is unable to act, or refuses to act, the President-Elect performs the President's duties. When the President-Elect acts in the President's place, the President-Elect has all the President's powers and is subject to all the restrictions upon the President. The President-Elect performs other duties as assigned by the President or Board. **The President-Elect shall sever a one-year term, and then serve the following year as President and then serve as Immediate Past President after his or her term as President.**

G. Selection of President-Elect.

.The selection of President-Elect shall be by election by the membership in June. The President-Elect will serve as President upon the completion of the President's term and then as Immediate Past President once his or her term is completed as President.

H. Immediate Past President.

When the President and the President-Elect is absent, is unable to act, or refuses to act, the Immediate Past President performs the President's duties. When the Immediate Past President acts in the President's place, the Immediate Past President has all the President's

powers and is subject to all the restrictions upon the President. The Immediate Past President will serve on the Advisory Board. The Immediate Past President performs other duties as assigned by the President or Board.

I. Treasurer.

The treasurer:

1. has charge and custody of and is responsible for all the Corporation's funds and securities;
2. receives and gives receipts for moneys due and payable to the Corporation from any source;
3. deposits all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board or president;
4. writes checks and disburses funds to discharge the Corporation's obligations;
5. maintains the Corporation's financial books and records;
6. prepares financial reports at least annually and prepare an annual budget within one month of being elected that will detail in particular costs of the annual meeting (August of each fiscal year);
7. performs other duties assigned by the president or the Board;
8. if required by the Board, gives a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board; and
9. has charge of fund-raising and acquire corporate sponsorships for the annual meeting and other NMPRA meetings as;
10. performs all the duties incident to the office of treasurer.

J. Secretary.

The Secretary:

1. gives all notices as provided in the bylaws or as required by law;
2. takes minutes of the meetings of the Board and members and keeps the minutes as part of the corporate records and archives the minutes and records on our website;
3. maintains custody of the corporate records and seal, if required;
4. affixes the corporate seal to all documents authorized if a seal is required;
5. keeps a register of the mailing address of each corporate member, director, officer, and employee;
6. performs duties assigned by the president or by the Board; and
7. is responsible for editing, publishing, and submission of NMPRA's newsletters;
8. performs all duties incident to the office of secretary.

ARTICLE VI. ADVISORY BOARD

The Advisory Group will consist of all previous Past Presidents and Non-Resident Advisors and MPPDA liaison as appointed by the Board of Directors. The duties of the Advisory Group will be to advise the Board of Directors on all issues, make formal recommendations to the Board of Directors, maintain an open line of communication between other organizations, have and maintain an email address, maintain internet access for internet meetings via a private chat room or conference call, attend official gatherings when able, and to initiate publishable quality work for the Corporation's newsletter. These advisors shall have no voting rights on Board issues.

ARTICLE VII. NON-RESIDENT ADVISOR AND OTHER ADVISORS

A.Non-Resident Advisor and Liaison from MPPDA.

The Board may also select a Non-Resident Advisor(s) to serve a one-year, renewable terms. He or she will be informed of all matters pertinent to the Corporation and will be allowed a voice on the Board of Directors. A liaison from the MPPDA (Med-Peds Program Directors' Association) will also be appointed by the Board

of Directors to a non-voting position on the Board of Directors to serve in a capacity identical to the Non-Resident Advisor. Other advisors may be appointed by the Board of Directors as necessary. The Non-Resident Advisor will serve in a non-voting role within the Board of Directors. The duties of the Non-Resident Advisor will be to advise the Board of Directors on all issues, make formal recommendations to the Board of Directors, maintain an open line of communication between their organization's representatives and the other representatives, have and maintain an e-mail address, maintain internet access for internet meetings via a private chat room or conference call, attend official gatherings when able, and to initiate publishable quality work for the Corporation's newsletter.

B. Website Advisor

The Board will appoint a member to update, design new pages, and provide technical support to the Board under the direction and approval of the Board. The website advisor will upload new information, applications, and links in a timely fashion, as well as respond to queries to webmaster@medpeds.org. This advisor will be a non-voting position on the Board of Directors to serve a one-year, renewable term. This advisor should have the technical capabilities and knowledge required to fulfill this position and may be subject to interview or an application process from the Board.

ARTICLE VIII. COMMITTEES

A. Establishment of Committees.

The Board may adopt a resolution establishing one or more other committees delegating specified authority to a committee and appointing or removing members of a committee. A committee must have at least one directors and may include persons who are not directors. If the Board delegates any of its authority to a committee, the majority of the committee must consist of directors. The Board may establish qualifications for membership on a committee. The Board may delegate to the president its power to appoint and remove members of a committee that has not been delegated any authority of the Board. Establishing a committee or delegating authority to it does not relieve the Board, or any individual director, of any responsibility imposed by the bylaws or by law.

B. Restrictions on Authority of Committee.

No committee has Board authority to:

1. Amend the articles of incorporation;
2. Adopt a plan of merger or consolidation with another corporation;
3. Authorize the sale, lease, exchange, or mortgage of all or substantially all the Corporation's property and assets;
4. Authorize the Corporation's voluntary dissolution;
5. Revoke proceedings for the Corporation's voluntary dissolution;
6. Adopt a plan for the distributing the Corporation's assets;
7. Amend, alter, or repeal the bylaws;
8. Elect, appoint, or remove a committee member, director, or officer of the Corporation;
9. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined below;
10. Take any action outside the scope of authority delegated to it by the Board;
11. Publicize on behalf of the Corporation without the approval of the Board
12. Take final action on a matter that requires the approval of the members.

C. Authorization of Specific Committees.

The Board will define the activities and scope of authority of each committee by resolution.

D. Term of Office.

Each committee member will continue to serve on the committee until the next main business semi-annual meeting of the directors of the Corporation or until a successor is appointed. A committee member's term may terminate earlier, however, if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the predecessor's term.

E. Chair and Vice-Chair.

One member of each committee will be designated as the chair and another member of each committee will be designated as the vice-chair. The chair and vice-chair are appointed by the president. The chair calls and presides at all the committee meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair performs the chair's duties. When a vice-chair acts in the chair's place, the vice-chair has all the chair's powers and is subject to all the restrictions upon the chair.

F. Notice of Meetings.

Written notice of a committee meeting must be delivered to each committee member not less than 10 nor more than 60 days before the meeting date. The notice must state the meeting place, day, and time and the purpose for which the meeting is called.

G. Quorum.

One-half of the members of a committee constitutes a quorum for transacting business at any committee meeting. The committee members present at an authorized meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. No action may be approved, however, without at least a majority vote of the committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

H. Actions of Committees.

Committees must try to take action by consensus. A majority vote of the committee members present and voting at a meeting at which a quorum is present is sufficient, however, to constitute the act of the committee unless the act of a greater number is required by law or the bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for determining the act of the committee.

I. Proxies.

A committee member may vote by proxy executed via email by the committee member. A proxy is not valid after three months from the date of its execution.

J. Compensation.

Committee members may not receive salaries for their services. The Board may adopt a resolution providing for payment to committee members of a fixed sum and expenses, if any, for attending each committee meeting. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member must be commensurate with the services performed and reasonable in amount.

K. Rules.

Each committee may adopt rules for its own operation as long as they are within the bylaws or with rules adopted by the Board.

ARTICLE IX. TRANSACTION OF THE CORPORATION

A. Contracts.

The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

B. Deposits.

All corporate funds must be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

C. Gifts.

The Board may accept on the Corporation's behalf any contribution for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

D. Potential Conflicts of Interest.

The Corporation may not make any loan to a director or officer of the Corporation. A member, director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the bylaws, articles of incorporation, and all applicable laws. A person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from or otherwise transact business with a member, director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from or otherwise transact business with a member, director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

E. Prohibited Acts.

As long as the Corporation is in existence, and except with the Board's or the members' prior approval, no member, director, officer, or committee member of the Corporation may:

1. Violate the bylaws or any binding obligation of the Corporation;
2. Intentionally harm the Corporation or any of its operations;
3. Make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business;
4. Receive an improper personal benefit from the operation of the Corporation;
5. Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business;
6. Wrongfully transfer or dispose of the Corporation's property, including intangible property such as good will;
7. Use the Corporation's name (or any substantially similar name) or any trademark

or trade name adopted by the Corporation, except on the Corporation's behalf in the ordinary course of the Corporation's business; and

8. Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE X. BOOKS AND RECORDS

A. Required Books and Records.

The Corporation must keep correct and complete books and records of account. The Corporation's books and records must include:

1. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including the articles of incorporation and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent;
2. A copy of the bylaws and any amendments to the bylaws;
3. Minutes of the proceedings of the members, Board, and committees having any of the Board's authority;
4. A list of the names and addresses of the members, directors, officers, and any committee members;
5. A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the five most recent fiscal years;
6. A financial statement showing the Corporation's income and expenses for the five most recent fiscal years;
7. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and
8. The Corporation's federal, state, and local information or income tax returns for each of the Corporation's five most recent tax years.

B. Inspection and Copying.

Any member, director, officer, or committee member of the Corporation may inspect and receive copies of all the Corporation's books and records required to be kept by the bylaws. They may inspect or receive copies if they have a proper purpose related to their interest in the Corporation and if they submit a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other authorized representative. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than 10 working days after the Corporation's receipt of a proper written request. The Board may establish reasonable fees for copying the Corporation's books and records. The fees may cover the cost of materials and labor, but may not exceed the average of 3 cost estimates by outside contractors selected by the Board per page. The Corporation will provide requested copies of books or records no later than seven working days after the Corporation receives a proper written request.

C. Audits.

Any member has the right to have the Corporation's books audited. The member requesting the audit will bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE XI. FISCAL YEAR

The Corporation's fiscal year will begin on the first day of July and end on the last day in

June in each year.

ARTICLE XII. INDEMNIFICATION.

A. When Indemnification is Required, Permitted, and Prohibited.

1. Who Will be Indemnified. The Corporation will indemnify a director, officer, committee member, employee, or agent of the corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation.

For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit.

A person is conclusively considered to be liable in relation to any claim, issue, or matter if the person is adjudged liable by a court of competent jurisdiction and all appeals are exhausted. In addition, the Corporation may indemnify a director, officer, member, committee member, employee, or agent of the Corporation to the extent permitted by law. The Corporation may not, however, indemnify any person in any situation in which indemnification is prohibited by these bylaws.

2. Termination of a Proceeding. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

3. Expenses.

a) Not Party to the Action. The Corporation will pay or reimburse expenses incurred by a director, officer, member, employee, or agent of the Corporation in connection with their appearance as a witness or other participation in a proceeding involving or affecting the Corporation when they are not a named defendant or respondent in the proceeding.

b) Party to the Action. Before a proceeding's final disposition, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. The Corporation may not, however, pay indemnification expenses to a person before a proceeding's final disposition if the person is a named defendant or respondent in any proceeding brought by the Corporation or one or more members or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

4. What a Person May be Indemnified Against. If the Corporation may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on the Corporation's behalf, the indemnification is limited to the person's reasonable expenses actually incurred in connection with the proceeding.

B. Procedures Relating to Indemnification Payments.

1. Procedures to Determine Whether Indemnification is Permissible. Before the Corporation may pay any indemnification expenses (including attorney's fees),

the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as may be otherwise provided in these bylaws. The Corporation may make these determinations and decisions by any one of the following procedures:

- a) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding;
- b) If a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding;
- c) Determination by special legal counsel selected by the Board by vote as provided above, or if a quorum cannot be obtained and a committee cannot be established, by a majority vote of all directors; and
- d) Majority vote of members, excluding directors who are named defendants or respondents in the proceeding.

2. Procedures to Authorize Indemnification and Determine if Expenses are Reasonable. The Corporation authorizes indemnification and determines that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made in the manner specified above, regarding governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws, or a resolution of the Board or the members that requires the indemnification specifically permitted by these bylaws constitutes sufficient authorization of indemnification, even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

3. Authorization of Payment. The Corporation may pay indemnification expenses before a proceeding's final disposition only after the Corporation determines the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under these bylaws. The person's written affirmation must state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking must provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking must be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

4. Report to the Members. Any indemnification or advance of expenses must be reported in writing to the members of the Corporation. The report must be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. The report must be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE XIII. NOTICES

A. Notice by Mail or Telegram.

Any notice required or permitted by the bylaws to be given to a member, director, officer, or committee member of the Corporation may be given by mail, email, or facsimile. If mailed, a notice is deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the Corporation's records, with postage prepaid. **If given by email, a notice is deemed to be delivered when sent to the person at his or her email address as it appears on the Corporation's records.** If given by facsimile, a notice is deemed to be delivered when confirmation is received that the facsimile has been transmitted to the number as it appears on the Corporation's records. A person may change his or her address or number for facsimiles by giving written notice to the Corporation's secretary.

B. Signed Waiver of Notice.

Whenever notice is required to be given under the Act or under the articles of incorporation or the bylaws, a waiver in writing signed by a person entitled to receive notice is deemed equivalent to the giving of the notice. A waiver of notice is effective whether signed before or after the time stated in the waived notice.

C. Waiver of Notice by Attendance.

A person's attendance at a meeting constitutes a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XIV. SPECIAL PROCEDURES CONCERNING MEETINGS

A. Meeting by Telephone.

The members, Board, and any committee of the Corporation may hold a meeting by telephone-conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. A person's participation in a conference-call meeting constitutes that person's presence at the meeting.

B. Decision Without Meeting.

Any decision required or permitted to be made at a meeting of the members, Board, or any of the Corporation's committees may be made without a meeting. A decision without a meeting may be made via email if voted upon by each voting member of the executive board. If it is objectable to make a decision via electronic voting, then the objecting party should provide prior notice to the president.

C. Action by Non-Unanimous Written Consent.

1. **Written Consent.** In accordance with the articles of incorporation, action may be taken by using signed, written consents by the number of members, directors, or committee members whose votes are necessary to take action at a meeting at which all entitled to vote were present and voted. Each written consent must bear the date of signature of the person signing it. A consent signed by less than all the members, directors, or committee members is not effective to take the intended action unless consents signed by the required number of persons are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, by certified or registered mail, return receipt requested, or by facsimile. The delivery may be

made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

2. Notice to Those Who do Not Consent. The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been followed.

3. Alternate Forms of Consent. A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, is regarded as being signed by the member, director, or committee member.

D. Voting by Proxy.

A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The person taking the minutes of the meeting must record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has executed a proxy personally attends a meeting, the proxy is not in effect for that meeting. A proxy filed with the secretary or other designated officer will remain in force until the first of the following occurs:

1. An instrument revoking the proxy is delivered to the secretary or other designated officer;
2. The proxy authority expires under the terms of the proxy; or
3. The proxy expires under the terms of the bylaws.

ARTICLE XV. AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed, and new bylaws may be adopted only by the **Quorum vote of the Board and then must be brought before the membership for vote and quorum must be reached.** The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted must include the text of the proposed bylaws provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE XVI. MISCELLANEOUS PROVISIONS

A. Legal Authorities Governing Construction of Bylaws.

The bylaws will be construed in accordance with the laws of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended.

B. Legal Construction.

If any bylaw provision is held to be invalid, illegal, or unenforceable, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

C. Headings.

The headings used in the bylaws are used for convenience and may not be considered in

construing the terms of the bylaws.

D. Gender.

Wherever the context requires, all words in the male gender include the female or neuter gender, all singular words include the plural, and all plural words include the singular.

E. Seal.

The Board may provide for a corporate seal. The seal would consist of two concentric circles containing the words "NATIONAL MED-PEDS RESIDENTS' ASSOCIATION",

F. Power of Attorney.

A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Corporation's secretary to be kept with the corporate records.

G. Parties Bound.

The bylaws are binding upon and inure to the benefit of the members, directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

ARTICLE XVII. CERTIFICATE OF SECRETARY

I certify that I am the elected and acting secretary of NATIONAL MEDPEDS RESIDENTS' ASSOCIATION and that the foregoing bylaws constitute the Corporation's bylaws. These bylaws were adopted at a Board meeting held on _____.

Dated: _____, 2009

NMPRA Secretary