



BYLAWS
OF
NAPCRG (North American Primary Care Research Group)

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ARTICLE I

OFFICES AND RECORDS

1. Principal Office. The principal office and location of the Corporation shall be at 11400 Tomahawk Creek Parkway, Suite 240 Leawood, KS 66211, or such place, as may be designated from time to time by the Board of Directors.

2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain a registered office and registered agent in the Commonwealth of Virginia. The location of the registered office and the name of the registered agent in the Commonwealth of Virginia shall be such as are stated in the Articles of Incorporation and as may be changed and determined from time to time by the Board of Directors pursuant to the applicable provisions of law.

3. Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and each committee having any of the authority of the Board of Directors. The Corporation shall keep at its registered office or principal office a record of the name and address of each director.

ARTICLE II

PURPOSES

The purposes of this Corporation shall be those not-for-profit purposes stated in the Articles of Incorporation.

ARTICLE III

MEMBERS

1. Membership Classes. NAPCRG shall have two classes of members: Active and Lifetime. Active members are persons who have paid the annual membership fee in an amount determined by the Board of Directors. Lifetime members are available for persons who are age 60 or older and pay a one-time membership fee. The Active classification may have sub-categories to accommodate individuals that identify as physicians, other primary care researchers, fellows, residents, students, patients/community members, etc.

2. Membership Fees. The annual membership fees shall be set not more frequently than annually by the Board of Directors.

3. Membership Rights and Privileges. Both Life and Active members shall be eligible to vote at membership meetings, hold office, serve on the Board of Directors and attend NAPCRG meetings at a discounted cost. Each Active member shall have one vote.

4. Membership Restrictions for Active Members. No Active member shall be entitled to cast a vote in any election or on any matter before the membership during such period as there remains unpaid by such member any fee assessed by the corporation.

5. Meetings of Members. The membership of the corporation shall meet at least once per year generally during the annual meeting.

6. Quorum for Meetings of Members. A quorum of the membership shall consist of 10% of the active members of NAPCRG, present and entitled to vote.

7. Meetings of Members, Chairing of. At meetings of the members, the Chair will be the President. In his/her absence, the Vice President or Immediate Past President shall be the Chair of the meeting.

8. Meetings of Members, Secretary of. At meetings of the members the Secretary-Treasurer shall be the secretary. In his/her absence, a designee of the Secretary-Treasurer shall be the secretary of the meeting.

9. Meetings of Members, Procedure at. The procedure at each meeting of the members shall be determined by the President, and the vote on all questions before any meeting shall be taken in such manner as the President prescribes.

10. Special Meetings of Members, Scheduling of. Special meetings of the membership shall be called in one of two ways as follows: One, by the President at the direction of the Board of Directors, and Two, by petition of one third of the Active members, such petition stating the purpose for which the special meeting is requested and being addressed to the President of the corporation. On such direction or petition, the President shall promptly create a notice stating the time, place, and purpose of the special meeting to be mailed to each member at least 30 days prior to the special meeting.

Article IV

DIRECTORS

1. Board of Directors. The Corporation shall have a self-perpetuating Board of Directors, which will serve as the governing and representative body of the membership and corporation.

2. Board of Directors, Powers. The property and affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The Board of Directors shall have and is invested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles of Incorporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the Board of Directors shall

not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a not for profit corporation organized under the laws of the State of Missouri, (b) none of the powers of the Corporation shall be exercised to carry on activities which are not in themselves in furtherance of the purposes of the Corporation, and (c) all income and property of the Corporation shall be applied exclusively for its not for profit purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence political activities. The Corporation shall not directly or indirectly participate in or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of the Corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of the Corporation.

3. Board of Directors, Size of. The Directors of the Corporation shall consist of between 12 (twelve) and 15 (fifteen) members. The number of Directors may be increased or decreased by amendment to the Bylaws, in accordance with the Articles of Incorporation and the applicable laws of the State of Virginia, but in no event shall there be less than three directors.

4. Board of Directors, Composition of. The structure of the Board shall be as follows:

Executive Committee: (voting members)

- Immediate Past President
- President
- Vice President
- Secretary-Treasurer
- Executive Director (ex-officio/non-voting member)

Committee Chairs: (voting members)

- Awards Committee Chair
- Committee on Advancing the Science of Family Medicine Chair
- Governance Committee Chair
- International Committee Chair
- Program Committee Chair
- Research Advocacy Committee Co-Chair
 - Voting position on the Board of Directors rotates annually between U.S. and International Research Advocacy Committee Co-Chair

Patient Representatives: (voting members)

- US Patient Representative
- Canadian Patient Representative

Clinical Representative (voting member)

- Clinician Representative

Member in Training (voting member)

- Trainee Committee - Chair

5. Board of Directors, Terms of Office. All elected positions on the NAPCRG Board of Directors are limited to two, two-year terms. This means a Board member is limited to four total years on the Board of Directors (unless otherwise specified by the By-laws and Policies).

6. Board of Directors, Nominations and Election. During or immediately following the NAPCRG Annual Meeting, the Governance Committee (with staff assistance) will conduct an open call to the NAPCRG membership for nominations to fill open positions to the NAPCRG Board of Directors. Communication methods for the nominations call will include emails, website announcements, social media communications, and newsletter announcements. A list of open positions, links to appropriate job descriptions, nominations forms, conflict-of-interest forms, and deadlines will be included in all communications. All nominees for the NAPCRG Board of Directors are required to do the following: 1. Complete a Nomination Form. 2. Complete a Conflict-of-Interest Disclosure Form. 3. Must be members in good standing. All nominations will go to the NAPCRG Governance Committee to screen, process, discuss, and prioritize, and when necessary, solicit, nominations based on their qualifications that fit with the Job Description and current needs of the organization. The Governance Committee Chair will present a nominee(s) for each open position to the NAPCRG Board of Directors for discussion and approval. The NAPCRG Board of Directors will review nominee(s) for each open position. The Board of Directors will confirm (yay or nay) the nominees for open positions when one nominee is presented for consideration. When more than one candidate for open positions is sent forward from the Governance Committee the Board will vote to elect the best candidate. Whichever candidate receives the majority vote of the Board of Directors will be elected to the Board. The duly elected Board of Directors will be communicated to the NAPCRG membership through all communications channels once the election is concluded.

7. Board of Directors, Orientation of. All incoming Board of Director members will receive a formal on-line and in person Board Orientation prior to the start of their first term.

8. Board of Directors, Self-Assessment of. The Governance Committee will conduct a formal self-assessment of the Board, every 12 months, or as part of a Board improvement process.

9. Vacancies. Vacancies among the Directors resulting from the death, resignation, removal, incapacity or disqualification of a director, or by reason of an increase, in the number of Directors or the failure of an elected director to accept the office of director, may be filled by a majority vote of the remaining members of the Board of Directors at any regular meeting or at a special meeting called for that purpose. A director elected to fill a vacancy shall meet any qualifications set forth in these Bylaws and shall serve for the unexpired term of the director's predecessor and until a successor has been duly elected and has commenced that director's term of office.

10. Removal of Officers or Board Members. Any Officer or member of the Board of Directors of the Corporation may be removed, either with or without cause, by a resolution that

declares such removal to be in the best interest of the corporation and that is adopted at any regular or special meetings of the Board of Directors by a majority of the Board of Directors then in office.

11. Resignation. Any director may resign from the Board of Directors. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board of Directors as such resignation may provide.

12. Compensation. No director shall receive compensation from the Corporation for any service rendered to it as a director. A director may be reimbursed, however, for actual expenses reasonably incurred in attending meetings and in rendering service to the Corporation in the administration of its affairs (NAPCRG does not typically reimburse directors for travel to or from the Annual Meeting).

13. Description of Board Members, Non-Officers or Committee Chairs. The following Board positions are not defined in Article VI (Officers and Executive Director) or Article VII (Committees):

- a. U.S. Patient Representative and Canadian Patient Representative. The U.S. Patient Representative and Canadian Patient Representative are two voting members on the Corporation's Board of Directors. Both patient representatives to the Board shall be members of the Community of Friends of PaCE and must be NAPCRG members in good standing.

PaCE Committee Co-chair. One of the patient representatives on the NAPCRG Board of Directors may serve as the Co-chair of the PaCE Committee (See Article VII, Section eleven (11), Sub-section g below.)

The Role of the Patient Representatives on the Board of Directors. The role of the patient representative is to infuse the patient voice in all levels of NAPCRG. The role of patient representative (one from the US and one from Canada) to the NAPCRG Board is to bring the patient perspective and voice to the conversation, to the work and the decisions of the Board in order to elevate and support patient engagement in primary care research. Their first priority is to bring that external voice to this primary care research organization. While physicians and academic researchers may occasionally be patients, their role is to bring expertise in healthcare delivery, research, and policy. The patient voice on the Board is an explicit reminder of the central purpose of NAPCRG, to improve the lives of patients.

Selection of Patient Representatives. The U.S. Patient Representative and Canadian Patient Representative shall be nominated by the PaCE Committee to the Governance Committee and then confirmed by the Corporation's Board of Directors during the normal open call for nominations.

Staggered Terms. The two patient terms on the Board of Directors will be staggered to ensure that both patient representatives do not expire simultaneously.

Funding to Attend Board Meetings. NAPCRG will fund all travel expenses for the U.S. Patient Representative and Canadian Patient Representative to attend NAPCRG's Spring and Fall Board meetings (this includes travel reimbursement for travel to and from the Annual Meeting).

- b. Clinician Representative. The Clinician Representative is a voting member on the Corporation's Board of Directors. The Clinician Representative must be a NAPCRG member in good standing. The Clinician Representative should be a physician, nurse practitioner or a physician assistant who spends at least 50 percent of their time engaged in direct patient care.

The Role of the Clinician Representative on the Board of Directors. The Clinician Representative is expected to bring community clinician voices to inform about issues and trends relevant to practicing clinicians and add community clinician perspectives in formulating the primary care research agenda. The Clinician Representative describes their primary role as "clinical practice" (if they also engage in teaching and research, these roles should be described as secondary).

Selection of Clinician Representative. Nominees are part of the open call for nominations process. Nominees are reviewed by the Governance Committee and confirmed by the Board of Directors.

14. Gallery. The NAPCRG Gallery is an assembly of nonvoting representatives that attend NAPCRG meetings. Many Gallery members act as a link to assist ongoing communication or cooperation between other organizations and the NAPCRG Board of Directors. Other members are co-chairs of committees or vice chairs who are encouraged to attend NAPCRG meetings. Gallery members are non-voting members of the Board. Gallery Members will be allotted time during each meeting of the NAPCRG Board of Directors to address the Board (if desired). The organizations represented on the NAPCRG Gallery will cover the expenses of their representatives to attend NAPCRG Board meetings. NAPCRG will reimburse the Vice Chair of the Trainee Committee for their travel expenses to the Board meetings.

Composition of the NAPCRG Gallery (non-voting members)

- American Board of Family Medicine Research Division Representative
- Canadian College of Family Physicians Section of Researchers Representative
- DARTNet Institute Representative
- NAPCRG's Center for the History of Family Medicine Representative
- NAPCRG's CERA Representative
- Program Committee Vice-Chair
- Patient and Clinician Engagement Advisor
- Research Advocacy Committee Co-Chair
- Robert Graham Center Representative
- Society of Teachers of Family Medicine Representative
- Trainee Committee Vice-Chair\
- WONCA North America Representative

ARTICLE V

MEETINGS

1. Regular Meetings, Frequency of. The Board of Directors shall meet at least twice per year. An in-person meeting of the Board of Directors shall be held immediately before, during or after each Annual Meeting of the members, usually held in the fall. A second in-person/virtual meeting of the Board of Directors will be held each spring.

2. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately before, during or after each Annual Meeting of the members (usually in the fall).

3. Notice of Regular Meetings. Regular meetings of the Board of Directors may be held with ample notice at such time and place as the Board of Directors may designate. Electronic, written or printed notice of each meeting of the Board, stating the place, day and hour (including time zone) of the meeting and the purpose or purposes thereof, shall be electronically conveyed and or mailed to each director at least thirty days (30) before the day on which the meeting is to be held. If given by e-mail, such notice shall be deemed to be delivered when it is received by the director at the e-mail address provided by such director to the Corporation. If no e-mail address is delivered to the Corporation by a director, then notice to such director may not be made via e-mail. The notice may be given by any officer having authority to call the meeting or by any director. "Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

4. Other Regular Meetings. In addition to the annual meeting and spring meeting, the Board of Directors may hold additional regular meetings at such time and place as may be determined from time to time by resolution of the Board. Notice of a regular meeting should follow the provisions laid out in Article V, section 3 above. Any business may be transacted at a regular meeting.

5. Special Meetings. Special meetings of the Board of Directors may be held at any time and for any purpose or purposes. Special meetings may be called by the president, immediate past president, the vice president or the secretary-treasurer, of the Board of Directors, or by two or more Directors by notice duly signed by the officer or Director calling the same and given in the manner hereinafter provided.

6. Notice of Special Meetings. Electronic, written or printed notice of each special meeting of the Board, stating the place, day and hour (including time zone) of the meeting and the purpose or purposes thereof, shall be electronically conveyed and or mailed to each director at least thirty days (30) before the day on which the meeting is to be held. If given by e-mail, such notice shall be deemed to be delivered when it is received by the director at the e-mail address provided by such director to the Corporation. If no e-mail address is delivered to the Corporation by a director, then notice to such director may not be made via e-mail. The notice may be given by any officer having authority to call the meeting or by any director. "Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

7. Chairing of Board Meetings. All meetings of the NAPCRG Board of Directors will be chaired or officiated by the President. In his/her absence, the Vice President or Immediate Past shall serve as Chair of the Board meeting.

8. Written Board Packets. Unless meetings of the Board of Directors are called within the thirty-day time frame (or on short notice), regular or special meetings will include a packet that will be electronically or physically mailed to board members. Typical board packets will include a written agenda, written minutes, relevant written financial reports, staff, officer, or committee written reports, written background materials on agenda items (such as nomination information for nominated members to the Board of Directors) and any other documents necessary for members of the Board of Directors to conduct business. The Board packet shall be conveyed (emailed or mailed) to Board members at least one-week prior to Board meetings.

9. Consent Agenda. NAPCRG meetings shall use a Consent Agenda (items designated for information only) at its Board meetings. The intent is to provide more time for discussion of strategic issues of highest priority for the organization.

10. Quorum. Unless otherwise required by law, the presence of a majority of the whole Board shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors except in those specific instances in which a larger vote may be required by law, by the Articles of Incorporation or these Bylaws.

11. Adjournment. If a quorum shall not be present at any such meeting, the Directors present shall have power successively to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

12. Voting. Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

13. Meetings by Conference Telephone, Video Conferencing or Similar Communications Equipment. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors of the Corporation, or any committee designated by the board, may participate in a meeting of the Board or committee by means of conference telephone, video conferencing or similar communications equipment by means of which all persons participating in the meeting can hear/view each other, and participation in a meeting in such manner shall constitute presence in person at the meeting. A written record shall be made of the actions taken at such meetings.

14. Action without a Meeting. Any action which is required to be or may be taken at a meeting of the Directors, or of the executive committee or any other committee of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the board or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The secretary shall

file such consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

ARTICLE VI

OFFICERS AND EXECUTIVE DIRECTOR

1. General. The Officers of NAPCRG shall consist of the Secretary-Treasurer, Vice President, President, and Immediate Past President. The Officers shall have such authority and shall perform such duties as generally pertain to their offices and as may be lawfully provided by the Bylaws or by resolution of the Board not inconsistent with the Bylaws. Officer positions must be held by separate individuals as no individual can hold more than two positions at the same time.

An Officer shall be deemed qualified when she enters upon the duties of the office to which she has been elected or appointed and furnishes any bond required by the board or these Bylaws; but the board may also require his written acceptance and promise faithfully to discharge the duties of such office.

2. Nomination of Officers. The Governance Committee shall hold an open call for nominations for the position of Vice President, President, and Immediate Past President annually and then recommend candidate(s) for the position for the Board of Directors' approval. Whichever candidate receives the majority vote of the Board of Directors will be elected to the Board. (See Article IV, Section 6 above.)

Nominations for the NAPCRG Board of Directors' position of Vice President, President, Immediate Past President will be limited to NAPCRG members who have either served previously or currently serve on the NAPCRG Board of Directors and/or have actively participated on a NAPCRG Committee.

The Vice President, President, Immediate Past President shall hold office until his or her successor has been duly chosen, or until his or her death, resignation, or removal.

3. Officers, Rotation of. The Vice President shall serve one year, then shall automatically assume the office of President for a one-year term, followed by a one-year term as Immediate Past President. Thus, the person elected to serve as Vice President, President, and Immediate Past President is in office for three (3) years.

4. Officers, Nation of Origin. When possible, the Corporation will alternate the positions of Vice President, President, and Immediate Past President/Board Chair between U.S. and Canadian members. There shall be no limitation on the national origin of the Vice President, President, and Immediate Past President/Board Chair. Explicitly, someone from outside of the U.S. or Canada may serve in the role of Vice President, President and Immediate Past President/Board Chair, but there is not an expectation that they be part of the rotation.

5. Removal. Any Officer of the Corporation may be removed, either with or without cause, by a resolution that declares such removal to be in the best interest of the Corporation and that is adopted at any regular or special meetings of the Board of Directors by a majority of the Board of Directors then in office.

6. Compensation. No Officer of the Board of Directors shall receive any salary or compensation for serving as such. Each Officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of the Corporation.

7. Vacancies. Vacancies caused by the death, resignation, incapacity, removal or disqualification of an Officer of the Corporation shall be filled by the Board of Directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the board, and until a successor is duly elected and qualified.

8. Delegation of Authority. The Board of Directors may delegate any of the functions, powers, duties and responsibilities of any Officer to any other Officer or to any agent or employee of the Corporation or other responsible person provided that a majority of the whole board concurs. In the event of such delegation, the Officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

9. Duties of Immediate Past President. The Board of Directors may delegate such other authority and assign such additional duties to the Immediate Past President, other than those conferred by law exclusively upon the President, as it may from time to time determine.

10. Duties of the President. Unless the Board otherwise provides, the President shall be the principal Officer of the Corporation and shall have such general executive powers and duties of supervision and management of the Executive Director and shall ensure that the strategic plan, all directions, motions and resolutions of the Board of Directors are carried out. The President shall preside at all meetings of the Board of Directors and shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws.

The President shall ensure that an annual performance evaluation be conducted of the Executive Director. This evaluation shall include input from all directors, and staff reporting to the Executive Director. The evaluation shall include annual, mutually agreed upon goals of the Executive Director. The annual performance evaluation and goals of the Executive Director shall be presented to the Board of Directors at the spring meeting of the Board of Directors.

Unless otherwise specifically provided by the Board of Directors, the President shall have the right to attend any meeting of any committee of the Board of Directors and to express an opinion and make reports at such meeting; provided, however, that unless specifically appointed to any committee the President shall not be considered to be a committee member or have the right to vote or be counted for the purpose of determining a quorum at any such meeting.

The President may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the Corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of the Corporation.

The President shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws or by the Board of Directors.

11. Duties of the Vice President. The Vice President shall work in cooperation with the President and shall perform such duties as the Board of Directors may assign. In the event of the death or during the absence, incapacity, inability or refusal to act of the President, the Vice President shall be vested with all the powers and perform all the duties of the office of President until the board otherwise provides, and shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

12. The Secretary-Treasurer. The Governance Committee shall hold an open call for nominations for the position of Secretary-Treasurer every two years and then recommend candidate(s) for the position for Board approval. The Secretary-Treasurer nominees are not required to have previously served on the NAPCRG Board of Directors or on a committee, although previous service to either or both is preferable.

The Secretary-Treasurer shall attend the meetings of the Board of Directors and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of the Corporation to be kept for that purpose. The Secretary-Treasurer shall perform similar duties for any standing or special committee when requested by any such committee, and shall be the custodian of all the books, papers and records of the Corporation. The Secretary-Treasurer shall at such reasonable times as may be requested permit an inspection of such books, papers and records by any director of the Corporation and shall upon reasonable demand furnish a full, true and correct copy of any book, paper or record in the secretary's possession. The Secretary-Treasurer shall be the administrative and clerical officer of the Corporation under the supervision of the President and Board of Directors.

The Secretary-Treasurer shall keep in safe custody the seal of the Corporation and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal by signing the same.

The Secretary-Treasurer shall have the principal responsibility to give or cause to be given notice of the meetings of the Board of Directors, but this shall not lessen the authority of others to give such notice as provided in these Bylaws.

The Secretary-Treasurer shall have the general duties, powers and responsibilities of a secretary of a corporation and shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

The Secretary-Treasurer shall have supervision and custody of all moneys, funds and credits of the Corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of the Corporation in books belonging to it. The Secretary-Treasurer shall keep or

cause to be kept all other books of account and accounting records of the Corporation as shall be necessary and shall cause all moneys and credits to be deposited in the name and to the credit of the Corporation in such accounts and depositories as may be designated by the Board of Directors. The Secretary-Treasurer shall disburse or permit the disbursement of funds of the Corporation in accordance with the authority granted by the Board of Directors, taking proper vouchers, thereof. The Secretary-Treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the Board of Directors to the custody of any other person or corporation, or the supervision of which is delegated by the board to any other officer, agent or employee.

The Secretary-Treasurer shall render to the president or the Board of Directors, whenever requested by any of them, an account of all transactions as Secretary-Treasurer and of those under the Secretary-Treasurer's jurisdiction and the financial condition of the Corporation.

The Secretary-Treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of the Corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board of Directors.

13. Executive Director. An Executive Director shall be retained by the Board of Directors at a salary set by current market rates, expectations, and qualifications of the candidate for the position. The President of the Board of Directors shall be the primary supervising Officer of the Executive Director. The Executive Director position may be part or full time.

The Executive Director shall serve as an ex officio, non-voting member of the Board of Directors.

The Executive Director shall be the Chief Executive Officer of the corporation and shall be responsible for the general supervision of the business of the corporation, implementation of the strategic plan, and ensure that directions, motions and resolutions of the Board of Directors are carried out subject, however, to the control of the Board of Directors and of any duly authorized committee of Directors. Such duties of the Executive Director shall include executing contracts, signing of formal reports, and other such duties as may be otherwise set forth in these Bylaws or otherwise consigned by the Board of Directors.

Unless otherwise specifically provided by the Board of Directors, the Executive Director shall have the right to attend any meeting of the Board of Directors and any committee meetings of the Board of Directors. He or she may express an opinion and make reports at such meetings; however, shall not have the right to vote or be counted for the purpose of determining a quorum at any such meeting.

An annual performance evaluation shall be conducted of the Executive Director. This evaluation shall include input from all Directors, and staff reporting to the Executive Director. The evaluation shall include annual, mutually agreed upon goals of the Executive Director. The annual performance evaluation and goals of the Executive Director shall be presented to the Board of Directors at the spring meeting of the Board of Directors by the President.

The Executive Director shall have the authority to retain or terminate employees, agents, contractors or consultants in the furtherance of the Corporation's goals, so long as funding is available for these purposes. The Executive Director may invite employees, agents, contractors or consultants to meetings or committee meetings of the Board of Directors as non-voting members. The Executive Director shall be responsible for annual evaluations of the employees, agents and or contractors.

ARTICLE VII

COMMITTEES

1. Standing Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of one or more Directors and shall have and exercise the authority of the Board in the management of the Corporation to the extent provided in the designating resolution; provided, however, that the designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law. Committee chairs may or may not be members of the Board of Directors.

Other committees not having the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board of Directors.

2. Minutes of Committee Meetings. All committees so appointed shall, unless otherwise provided by the Board of Directors in the case of committees not having the authority of the Board of Directors, keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation and shall report the same to the Board of Directors at or prior to its next meeting. The Secretary-Treasurer or designee of the Corporation may act as secretary of any such committee if the committee so requests.

3. Quorum. Fifty (50) percent plus one (1) of the total voting members of a standing committee shall constitute a quorum for the transaction of business at a committee meeting.

4. Termination of Committees. Any committee of the Board of Directors may be dissolved, either with or without cause, by a resolution that declares such dissolution to be in the best interest of the Corporation and that is adopted at any regular or special meetings of the Board of Directors by a majority of the Board of Directors then in office.

5. Committee Member Limits. There is no limit on the number of members a committee may have, with the exception of the Executive Committee, which has four members and the Finance Committee, which has five members.

6. Nomination and Election of Committee Chairs. NAPCRG's standing committees are chaired by members elected to the Board of Directors for the purpose of chairing a respective committee. The nominations and election process for the Corporation's committee chairs is outlined in Article IV, section six (6) above. This does not preclude the Board of Directors from creating a standing committee that is chaired by a non-board member, but if this occurs consideration must be made for communication between the Board and the committee.

7. Nomination and Election of Committee Members.

- a. Eligibility. To be eligible for full committee membership as a voting member, candidates must be current, paid members of NAPCRG. Non-NAPCRG members are eligible to participate on committees as nonvoting members.
- b. Terms. Members of NAPCRG's Standing Committees will serve for a two-year term and will be limited to two terms each. Committee members' terms will begin and end on the last day of the NAPCRG Annual Meeting (usually held in October or November).
- c. Advertisement of Committee Membership. NAPCRG will maintain a year-round web page where information on each committee will be retained. Applications for joining a committee will be available on this web page for any member interested in joining a committee. The page will be monitored by staff and when applications are received, they will be forwarded to the respective Committee Chair (once the applicant has been screened to ensure they are an active member in good standing). All Committee Chairs will be required to follow-up with any member that expresses or applies for membership on their committee.
- d. Call for Nominations for Committee Members. Each year, (usually during the spring) when the call for nominations to the NAPCRG Board of Directors goes out, there will be a call for open positions on NAPCRG's Committees. Committee membership opportunities will be publicized during the regular call for nominations to the Board of Directors.
- e. Maintenance of Committee Rosters/Vacancies. The Governance Committee will be responsible for gathering (from committee chairs) vacancies that are available on each committee prior to the call for nominations.
- f. Nominations. An online application form for eligible committee members will be made available to complete and electronically submit when candidates want to serve on any NAPCRG committee.
- g. Candidate Screening. NAPCRG staff will screen each applicant to ensure they are a member in good standing of NAPCRG before the application is considered.
- h. Governance Committee Review. Once the committee membership nominations process closes and each candidate is screened to be sure they are a member in good standing, the Governance Committee will review the applicants to ensure they are a good fit for the committee they have applied. If candidates have nominated themselves for multiple committees, the Governance Committee will prioritize which committee the candidate will best fit. Once the Governance Committee has conducted its review, the

- Governance Committee Chair (with staff support) will forward the final applicants to the respective Committee Chairs.
- i. Committee Review and Acceptance. The respective committee chair (along with their existing committee members) will be responsible for reviewing the candidates and determining who shall be elected to their committee.
 - j. Communication to Applicants. Committee Chairs will be required to communicate with all applicants whether they are selected or not for committee membership to let them know of their selection to a committee.
 - k. Adding Committee Members Outside of Nominations Process. Committees/Committee Chairs can add members to their committees at any time during the year if vacancies occur and eligible members apply for service.
 - l. Diversity Statement. Each committee and committee chair will adhere strictly to the NAPCRG Diversity Statement when considering applications for committee membership. The Governance Committee can request an annual parameter report and/or roster and terms of service from Committee Chairs to ensure the committees are following the Diversity Statement and terms appropriately.
 - m. Suggesting Nominees. The NAPCRG Governance or Executive Committees can suggest members for service to a standing committee for consideration.
 - n. Compliance. The Governance Committee and Chair will monitor each Committee Chair to ensure they have each established a fair elections process for their committee, are following the NAPCRG Committee Membership policies, adhering to the diversity statement, and communicating with anyone that has expressed an interest or applied for membership on their committee.
8. Committee Meeting Attendance. Attendance at NAPCRG Committee meetings is mandatory for duly elected members. A Committee Chair has the discretion to remove a member of their committee due to lack of attendance or contribution to their committee. It is up to each Committee Chair to determine what is an unexcused absence from a committee meeting. This mandatory attendance policy will be communicated to new committee members at the time they become members.
 9. Rotation of Committee Member Terms. No more than a third of the members of each committee will rotate off each year to ensure that the majority of a committee's members don't expire at one time.
 10. Committee Membership Records. Each Committee Chair (or committee staff) will be responsible for keeping records of each member's term and length of service on the committee. They will be responsible for ensuring that committee members will be notified when their terms expire and will initiate the process to fill vacancies when necessary.
 11. Standing Committees, Committee Chairs and Vice Chairs. The Corporation has designated the following entities as standing committees of NAPCRG:

- a. Awards Committee. The Awards Committee develops and oversees NAPCRG's awards (i.e., Distinguished Research Mentor Award, Mid-Career Researcher Award, etc.) according to policies established by the Board of Directors and the Committee is responsible for the promotion of awards and selection of recipients.

Chair. The Awards Committee is chaired by the Awards Committee Chair. This position is a voting member of the Corporation's Board of Directors nominated and elected according to Article IV, Section 6 of the Bylaws.

Vice Chair. The Awards Committee shall nominate and elect one of its members in good standing to serve as the Vice Chair of the Awards Committee to assist the chair in the execution of duties.

- b. Committee on Advancing the Science of Family Medicine (CASFM). The mission of CASFM is to promote and actively contribute scholarship that advances the science of family medicine for the betterment of patients and their communities. It assures that the development, translation, and implementation of new knowledge rapidly becomes part of the fabric of family medicine through internally led writing initiatives such as white papers and manuscripts. CASFM has six work groups:

- Complexity Science (CS)
- Health Information Technology (HIT)
- Medical Education (ME)
- Participatory Health Research (PHR)
- Practice-Based Research Network (PBRN)
- Research Methods (RM)

Chair. CASFM is chaired by the CASFM Chair. This position is a voting member of the Corporation's Board of Directors nominated and elected according to Article IV, Section 6 of the Bylaws.

Work Group Co-Chairs. Each CASFM work group is co-chaired by two individuals who are elected as follows: when the final term of a co-chair ends, the co-chair who is exiting will work with the other co-chair (who is not exiting) of the workgroup and the CASFM Committee chair to identify potential candidates to fill their position. Once a suitable candidate(s) is (are) identified, an election will be held within the workgroup where it will take a majority of members to elect the new co-chair. Each co-chair serves up to two, two-year terms. One co-chair is U.S. based and one is non-U.S. or Canadian based. Duties of co-chairs are as follows: 1. Co-chairs organize and facilitate four meetings per year, one of which is at the NAPCRG Annual meeting; 2. They assure that the workgroup achieves the expectation of producing at least one joint product per year. This typically is a workshop but can also be another activity. Past products have included pre-conference workshops, publications, position pieces, and grant applications.

- c. Executive Committee. The Executive Committee shall consist of the Secretary-Treasurer, Vice President, President and Immediate Past President. The Executive Director shall serve on the Executive Committee as an ex

officio, non-voting member. The Executive Committee shall act on behalf of the full Board Directors between Board meetings and primarily review proposals before recommending them to the Board for approval. The Executive Committee may exercise all the authority of the Board of Directors, except authority to approve an amendment of the Articles of Incorporation; a plan of merger or consolidation; a sale, lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the corporation; the voluntary dissolution of the corporation; or revocation of voluntary dissolution proceedings. The Executive Committee will serve as the Board-level overseer of NAPCRG programs that do not have a separate direct Board representative. Examples of these programs (as of 2024) are: the Grant Generating Project; and Building Research Capacity initiative.

Chair. The Executive Committee shall be chaired by the President.

Vice Chair. The Executive Committee vice chair shall be the Vice President.

- d. Finance Committee. The Finance Committee shall be composed of the Secretary-Treasurer (Chair), Vice President, President, Immediate Past President, a Board Member at Large, and the Executive Director (ex-officio, without vote). The Finance Committee shall meet at least once each year and report to the Board of Directors. The Finance Committee shall report to the Board the financial status of the Corporation, budgetary information, financial guidance, investment updates, and the responsiveness to the fiscal needs of NAPCRG. The duties of the Finance Committee are as follows: 1. Oversee NAPCRG's financial planning; 2. Monitor that adequate funds are available for the organization's operations; 3. Safeguard organizational assets; 4. Draft organizational fiscal policies; 5. Anticipate financial problems and make recommendations for managing budget shortfalls; 6. Ensure the Board of Directors understands financial statements and the general financial situation of NAPCRG; 7. Ensure that national, state and local financial reports are submitted properly and on time; 8. Review all proposed policies, projects and initiatives with a fiscal impact greater than \$5,000 to ensure that adequate funds are available before such proposals are submitted to the full Board of Directors; 9. Review NAPCRG investment policies, procedures, and performance.

Chair. The Finance Committee shall be chaired by the Secretary-Treasurer.

Vice Chair. The Finance Committee vice chair shall be the Vice President.

- e. Governance Committee. The Governance Committee is responsible for nominations, elections, orientation, and training of NAPCRG Board of Director members and will conduct an Annual Assessment of the Board of Directors to ensure it is effective. The Governance Committee will conduct a review of the Bylaws on an annual basis. The Governance Committee will also draft revisions to the Bylaws or Policies pertaining to the Board of Directors or NAPCRG in general, as needed, and recommend them to the

Executive Committee and full Board of Directors for consideration and approval.

Nominations and Elections to the Board of Directors Procedures. The Committee (with staff assistance) will conduct an open call to the NAPCRG membership for nominations for open positions to the NAPCRG Board of Directors. Communication methods for the nominations call will include emails, website announcements, social media communications, and newsletter announcements. A list of open positions, links to appropriate job descriptions, nominations forms, conflict-of-interest disclosure, and deadlines will be included in all communications. 1. All nominees for the NAPCRG Board of Directors are required to complete a Nominations Form. 2. All nominees for the NAPCRG Board of Directors are required to complete a Conflict-of-Interest Disclosure Form. 3. All nominees for the NAPCRG Board of Directors must be members in good standing. All nominations will go to the NAPCRG Governance Committee to screen, process, discuss, and prioritize, and when necessary, solicit each nominee based on their qualifications that fit with the job description and current needs of the organization. The Governance Committee Chair will present a nominee(s) for each open position to the NAPCRG Board of Directors for discussion and approval. The NAPCRG Board of Directors will review nominee(s) for each open position. The Board of Directors will confirm (yay or nay) the nominee(s) for open positions with one nominee sent forward, and vote on the candidates where more than one nominee is sent forward from the Governance Committee. Whichever candidate receives the majority vote of the Board of Directors will be elected to the Board. The duly elected Board of Directors will be communicated to the NAPCRG membership through all communication channels. There is no limit on the number of members a committee may have, with the exception of the Executive Committee, which has four members and the Finance Committee, which has five members. Each committee operates under its own Terms of Reference however, each committee member may only serve two consecutive terms.

Nominations and Elections to Standing Committees. The Governance Committee is responsible for tracking vacancies on the Corporation's standing committees, reviewing and prioritizing applicants for each standing committee and recommending members for standing committees.

Chair. The Governance Committee is chaired by the Governance Committee Chair. This position is a voting member of the Corporation's Board of Directors nominated and elected according to Article IV, Section 6 of the Bylaws.

Vice Chair. The Governance Committee shall nominate and elect one of its members in good standing to serve as the Vice Chair of the Governance Committee to assist the chair in the execution of duties.

- f. International Committee. The International Committee facilitates outreach to countries outside the U.S. and Canada and oversees the International Awards selection and communication. The vision of the International Committee is

that research is a core component of primary care clinical practice in all nations. Governments and funding agencies in all nations prioritize primary care research. Primary care researchers from all nations have the opportunity to present new knowledge and research advances in primary care at the NAPCRG Annual Meeting and to engage in other NAPCRG activities. Since NAPCRG is one of the premier international organizations for primary care research, the mission of NAPCRG's International Committee is to collaborate with other international oriented primary care organizations to foster our international vision for primary care research. Activities should encourage researchers from all nations to present new knowledge and high-quality research advances in primary care at the NAPCRG annual meeting and to engage in other NAPCRG activities. Objectives are as follows: 1. Inform the NAPCRG board concerning approaches for non-North American primary care researchers to use NAPCRG as a forum to disseminate their research. 2. Identify key international primary care research initiatives, groups and meetings that require relationships with NAPCRG. 3. Identify committee members (and/or others) who can act in a liaison role between NAPCRG and these groups. 4. Clarify requirements and responsibilities for these relationships. 5. Be responsible for advising on and supporting the international primary care research and capacity building components of the agenda of the NAPCRG annual conference. Committee Specific Guidelines include: 1. The AAAPC, Dutch College, and SAPC representatives are encouraged to attend (in person) the NAPCRG International Committee meeting during the NAPCRG Annual Meeting. 2. All committee members are expected to fund their own attendance at the NAPCRG Annual Meeting.

Chair. The International Committee is chaired by the International Committee Chair. This position is a voting member of the Corporation's Board of Directors nominated and elected according to Article IV, Section 6 of the Bylaws.

Vice Chair. The International Committee shall nominate and elect one of its members in good standing to serve as the Vice Chair of the International Committee to assist the chair in the execution of duties.

- g. PaCE Committee. The vision of the PaCE Committee is that it will engage patients/individuals, clinicians and researchers in all aspects of the work undertaken. The PaCE Committee's mission is to develop and foster a robust community of patient-partners, researchers, and primary care providers with knowledge and understanding of the unique features of patient-centered/patient-oriented outcomes research related to primary care. The PaCE Committee has the following mandates: 1. To be eligible for Committee Membership, individuals must be current, paid members of NAPCRG and members of the Community of Friends of PaCE (patients/individuals, clinicians and researchers) 2. Members of the PaCE Committee (12-15 members) will serve for a two-year term renewable once with one exception being that if selected by the Committee to serve as one of Committee Co-Chairs, the length of time spent on the PaCE Committee may be longer. 3. Committee members' terms will begin and end on the last day

of the NAPCRG Annual Meeting (usually held in October or November). 4. The PaCE Committee and each Committee member will adhere strictly to the NAPCRG Diversity Statement. 5. The Patient Representatives to the Board will be members of the Community of Friends of PaCE and selected by the PaCE Committee - one American and one Canadian. 6. The Committee Co-chairs will communicate PaCE membership opportunities and activities to NAPCRG staff so they will be regularly promoted and or communicated to the full NAPCRG membership through the membership e-mails, NAPCRG Connect and during the Annual Meeting. 7. The PaCE Committee will:

- Nurture, mentor and support the Patient Representatives on the Board.
- Provide a link between members of NAPCRG and a robust patient and community engagement team.
- Advocate for ongoing patient engagement within primary care research and NAPCRG.
- Provide guidance and mentorship for new patient members joining NAPCRG.
- Enhance the diversity in NAPCRG Membership.
- Co-create and/or support a Pre-Conference at the Annual Meeting.
- Propose and submit abstracts for posters, oral presentations, workshops and forums at the NAPCRG Annual Meeting through the usual processes at NAPCRG.
- Support PaCE members in the submission of posters and oral presentations at NAPCRG's Annual Meeting and elsewhere.
- Be a resource for the Program Committee to ensure relevance for patients, communities and practicing clinicians at the Annual Meeting and other NAPCRG Conferences and educational opportunities.
- Provide support as needed to the Program Committees for reviewing abstract submissions to judge level of engagement.

Co-Chairs. The PaCE Committee shall be co-chaired by one patient partner and one clinician/primary care provider selected by a majority vote of the PaCE Committee. The patient-partner that is a PaCE Committee Co-Chair may serve as the Patient Representative on the Board - one American and one Canadian will be selected by the Committee. The Patient Representatives will have staggered terms so that one Patient Representative provides continuity for the new incoming Patient Representative.

- h. Program Committee. The Program Committee will be responsible for maintaining continuity from year to year, the scientific program of NAPCRG's meetings. Their tasks will include reviewing manuscripts, ensuring that authors receive good feedback, evaluating issues of variability in reviewing, and striving for consistency in the review process from year to year.

The Program Committee Chair and Vice Chair. The Program Committee Chair is a full member of the Board of Directors, and the Vice

Chair is a member of the Gallery. Their terms will be staggered. To be eligible for a term as the Vice Chair, and eventually Chair of the Program Committee, the candidate must have served at least one, two-year (2) term as a member of the Program Committee. The Chair of the Program Committee will serve for one (1), four-year term (4). The Chair must have served for at least one (1), two-year term (2) as a member of the Program Committee and at least one, two-year term as the Vice Chair before automatically becoming the Chair. The Program Committee Chair and Vice Chair will host the NAPCRG Annual Meeting. The Chair and Vice Chair will support each other in the successful planning and implementation of the Annual Meeting. The Program Committee Chair is the head of the committee and the Annual Meeting and serves primarily as the chief of the scientific aspects of the meeting. The Chair runs the peer review process, the podium during the Annual Meeting, interacts with the Board and other committees, works with the Executive Director and staff regarding the Annual Meeting budget and other details, locations, and future planning. The Program Committee Vice Chair is primarily responsible for meeting logistics and member experience. This includes the food and beverage, entertainment, themes (if applicable), timetabling, requests for changes, and pre-conferences. The Program Committee Vice Chair is responsible for assisting with the conference brochure, program, web site, sponsorships, and other marketing and promotions. Program Committee Vice Chair assists with providing background and other information on potential plenary speakers and can assist with hosting plenary speakers where necessary. The Vice Chair will work with staff to scout locations for future meetings and assist with site selection. After serving for at least one, two-year term as the Program Committee Vice Chair, they will automatically become the Chair of the Program Committee for one, four-year term. Therefore, the Vice Chair could serve up to eight (8) years in total (as Vice Chair and Chair). If the Vice Chair either was no longer interested in automatically becoming Chair or was not able to become Chair (for medical or other reasons) then the Governance Committee will conduct a special call for nominations from the Program Committee for the Chair position, review the applications and send a recommendation to the NAPCRG Board of Directors for final approval. Because of the rotation of these positions, the Vice Chair could serve up to two (2), two-year terms (2) before automatically becoming the Chair as the Chair position will only turn over every four (4) years.

- i. Research Advocacy Committee. The Research Advocacy Committee facilitates the exchange of advocacy best practices and experiences between nations to increase funding and support for public policy to improve primary care research across the globe. The committee will be comprised of two subcommittees: a U.S. subcommittee and an International subcommittee. The U.S. subcommittee will complement the Academic Family Medicine Advocacy Committee's (AFMAC) work. The International subcommittee will complement the Action Group for Advocacy in Research's (AGAR) work in Canada and similar efforts in

other nations. Committee meetings will allow time for the subcommittees to meet and for a meeting of the entire committee to share best practices between nations. The Research Advocacy Committee will be co-chaired by a U.S. and an International Member (which could include Canadians). The committee will be composed of sixteen NAPCRG members (including the Co-Chairs). The committee will be composed of eight U.S. members and eight international members (including Canadians).

Co-Chairs. The Research Advocacy Committee will be co-chaired by a U.S. and International Research Advocacy Committee Co-Chair. These positions will be nominated during the Corporation's open call for nominations, but the terms will be staggered so that one Research Advocacy Co-Chair provides continuity for the new incoming Co-Chair. Voting privileges on the NAPCRG Board of Directors will rotate between the committee's Co-Chairs, whereby one will have voting privileges for an entire year and these privileges will shift to the other co-chair the next year. The Co-Chair who is non-voting member will serve on the Gallery for this portion of their term.

- j. Trainee Committee. Committee membership includes medical students, residents, fellows, graduate students, and international students (6-10 members including chairs). Term length is two years with eligibility for renewal of an additional two-year term. Committee members must be a trainee at the start of their term. Selection Process: The Governance Committee will elect new members that are nominated through NAPCRG's open call process. Committee responsibilities include, but are not limited to, planning the Trainee Pre-Conference, evaluating trainee stipend applications, and engaging trainee NAPCRG members.

Chair and Vice Chair of Trainee Committee. Term is two years, the first year as Vice Chair and the second year as Chair. The Chair and Vice Chair will be selected by the Governance Committee. The Chair and Vice Chair will rotate between a Canadian and U.S. trainee representative. The Chair of the Trainee Committee serves as a voting member on the NAPCRG Board as the Trainee Representative. The Vice Chair attends NAPCRG Board Meetings as a Gallery, nonvoting member for the year preceding their appointment as Chair. The Chair will submit an Annual Trainee Report to the NAPCRG Board. NAPCRG will fund all travel expenses for the Chair and Vice Chair to attend NAPCRG's Spring and Fall Board meetings.

Definition of Trainees for Trainee Committee Vice Chair. To meet the definition of trainee, a nominee's primary appointment (and consuming at least 60% of their time) at the time of nomination and transition into the Vice Chair role must be in a formal training program conferring new skills related to medicine, health care, health policy, basic science, social science, advocacy or another field with clear applicability to the health and well-being of patients and their communities. If the nominee does not meet these criteria at both time points, a new nomination must be made. If someone who meets these criteria cannot be found, the Governance

Committee will prioritize nominations from individuals closer to training completion.

ARTICLE VIII

GENERAL PROVISIONS

1. Depositories and Checks. The moneys of the Corporation shall be deposited in such manner as the Board of Directors shall direct in such banks or trust companies as the Board of Directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors.

2. Official Document Signatures. All checks, drafts, notes, and orders for the payment of money issued by NAPCRG and contracts and other documents requiring the signature of NAPCRG shall be signed by the Executive Director or by such Officers of NAPCRG as the Board of Directors may designate from time to time. Any endorsement of such paper in the ordinary course of business shall be similarly made, except that any Officers, or employee/agent of NAPCRG may endorse checks, drafts,

3. Certain Loans Prohibited. The Corporation shall not make any loan to any Officer or Director of the Corporation.

4. Liability and Indemnification of Directors and Officers. All Officers and Directors of the Corporation shall receive the benefit of indemnification to the full extent allowed under Virginia law. Such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws or any agreement, vote of disinterested Directors, or otherwise.

With respect to an employee or agent, other than a Director or Officer of the Corporation, except as to such indemnification as is required under this ARTICLE, the Corporation may, as determined by the Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with the proceeding, to the extent permitted by and in accordance with Missouri law.

5. Liability Insurance for Directors Officers. A Directors' and Officers' Liability Insurance policy shall be purchased and renewed on an annual basis for the personal protection of the members of the Corporation's Board of Directors and its Officers.

6. Representatives to Other Organizations. The NAPCRG Board of Directors or Officers will occasionally appoint members to represent NAPCRG at other organizational meetings. Representatives do not have a seat on the Board of Directors and would subsequently have no voting rights, unless the individual is serving the Board in another capacity (Committee Chair, Officer, etc.). Representatives are appointed by the NAPCRG Board and reviewed on an annual basis at the Spring Board Meeting. These designated representatives may be eligible for reimbursement of travel costs. The representatives are expected to keep the NAPCRG Board of

Directors informed through written reports summarizing the business of the organizations they are participating in.

ARTICLE IX

AMENDMENTS

Except as otherwise specifically provided in these Bylaws, the Board of Directors of the Corporation shall have the power to make, alter, amend and repeal the Bylaws of the Corporation and to adopt new bylaws, which power may be exercised by a vote of a majority of the members of the full Board of Directors. The Corporation shall keep at its principal office a copy of the Bylaws, as amended, which shall be open to inspection by any board member at all reasonable times during office hours.

CERTIFICATE OF SECRETARY-TREASURER

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting Secretary-Treasurer of NAPCRG, a Virginia Nonprofit corporation; and
- (2) That the foregoing Bylaws, comprising twenty-five (25) pages, constitute the original Bylaws of said Corporation, adopted by unanimous consent of the Board of Directors effective as of the ____ day of _____, 2024.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this ____ day of _____, 2025.

Kelly Nottingham, PhD, MPH, Secretary-Treasurer