

**AMENDED AND RESTATED**

**BY-LAWS**

**OF**

**AMERICAN PROFESSIONAL PRACTICE ASSOCIATION, INC.**

THIS AMENDED AND RESTATED BY-LAWS made this 3<sup>rd</sup> day of September, 2014 to the By-Laws instituted on May 14, 1963 and then amended on February 27, 1982.

**ARTICLE I**

**Section 1.01** The purpose of the American Professional Practice Association, Inc. (the "Corporation") shall be as stated in the Articles of Incorporation, as amended, as well as any power as now may hereafter be added by the Board of Directors.

**ARTICLE II**

**Section 2.01** The Corporation may maintain one or more offices at such place or places within or without the state of Connecticut as may be determined by the Board of Directors.

**ARTICLE III**

**GENERAL AND ASSOCIATE MEMBERS**

**Section 3.01 Membership.** Membership in the Corporation shall be those persons resident in the United States of America, and its territories, commonwealths or possessions, who, at the time of making application for membership are professionally engaged or employed in the practice of medicine, psychiatry, dentistry or related fields, including science and research, any paramedical employees and assistants to physicians, psychiatrists, dentists. The amount of annual dues shall be determined by the Board of Directors. The Board of Directors shall have the right to structure different levels of dues as deemed appropriate. All members shall be entitled to participate in all benefits and programs, of whatever kind and nature, offered or sponsored by or through the Corporation, provided they meet the eligibility requirements of said benefits or program(s).

**Section 3.02 Associate Members.** Associate Members shall be those persons who are members of the American Physicians Insurance Division or other similar organizations, and who, at the time of making application for membership, are professionally engaged or employed in the practice of medicine, psychiatry, dentistry, or related fields, including science and research, any paramedical employees and assistants to physicians, psychiatrists and dentist. Associate Members shall have the right to participate in all benefits and programs offered or sponsored by or through the Corporation. Such level of participation shall be determined by the Board of Directors, unless the Board of Directors has delegated such responsibility to a third party under a formal agreement.

**Section 3.03 Termination of Membership.** Membership, as hereinbefore described, shall continue during the time the member remains in good standing by the payment of dues. Failure to meet said requirements shall serve as a basis for the Corporation to terminate such membership. Any member may terminate his or hers membership in the Corporation. Membership in the Corporation is neither transferable nor assignable.

**Section 3.04 Voting Rights.** Members and Associate Members shall be eligible to vote, as provided for in Section 4.05 herein. The business and management of the Corporation shall be under the direction of the Board of Directors. Voting by members may be in person or by proxy.

**Section 3.05 Expulsion.** Any Member, or Associate Members, may be promptly expelled by the Board of Directors from membership in the Corporation if such member (i) takes any action which may bring the Corporation into disrepute among persons in the medical or dental profession, (ii) incurs expenses in the Corporation's name without authorization by the Board of Directors, or (iii) takes any action which may impair the credit of the Corporation.

## **ARTICLE IV**

### **MEETINGS OF THE MEMBERS**

**Section 4.01 Annual Meetings of the Members.** The annual meeting of the Members of the Corporation shall be at a time and place as designated by the Board of Directors in the notice of such meeting. The purpose of the Annual meeting is to elect Directors and transacting other business.

(b) **Special Meetings of the Members.** In addition, special meetings of the Members of the Corporation may be called by the President at the discretion of the Board of Directors. Special meetings of the Members shall be held at the office of the Corporation or at such other place so designated by the Board of Directors and shall be designated in the notice of waiver or notice of any such meeting.

**Section 4.02 Notice.** Any notice of a meeting of the Members, including Associate Members, shall be in writing or done electronically in the name of the President or the Secretary and sent by mail addressed to the post office address of each Member as the same that appears on the Corporation's records, not less than 15 nor more than 50 days prior to the time of the meeting, or sent electronically to the email address listed for each of the Members and Associate Members. Notwithstanding the provisions of this Section, it shall be sufficient for each Member and Associate Member to receive a notice of the specific dates, time and place of the meetings in the publication distributed by mail or available electronically as set forth on the Corporation's website.

**Section 4.03 Quorum.** There must be 100 Members or Associate Members present at any regular or special meeting in person or by proxy in order to constitute a quorum.

**Section 4.04 Manner of Acting.** The Affirmative vote of the majority of the Members or Associate Members present (in person or by proxy) at any meeting shall constitute an act of the membership.

**Section 4.05 Voting.** At all meetings of the Members, each Member and Associate Member of record shall be entitled to one vote. A vote may be cast either orally or in writing, in person or by proxy.

**Section 4.06 Matters Reserved for Membership Vote.** The following matters shall be authorized only upon a vote by the Members and Associate Members at the meeting called to consider such matters:

- 1.) Amendment to the Corporation's Articles of Incorporation
- 2.) The election of the Board of Directors; and
- 3.) Any other matter which the Board of Directors, in their sole discretion, by resolution, shall commit to a vote of its members.

## ARTICLE V

### BOARD OF DIRECTORS

**Section 5.01 General Powers.** The affairs of the Corporation shall be managed by the Board of Directors. Nothing contained herein shall prohibit or limit the Board of Directors from contacting with an organization for the day-to-day administration and management of the Corporation, including, but not limited to, membership development and retention, membership fulfillment, dues billing and collection, selection and contracting on behalf of the Corporation, various members, and contracting benefits for its members which includes insurance programs, and such other duties as assigned.

**Section 5.02 Number, Qualifications, Election, and Term of Office.** The number of directors shall not be less than five (5) nor more than seven (7) and may be changed from time-to-time by resolution of the Board of Directors. Directors shall be elected annually by two-thirds vote of all the directors, and each shall continue in office until his successor shall have been elected and qualified. Any director may be removed, with or without cause, by the vote of two-thirds of all other directors at a special meeting of the directors called for that purpose. The directors shall elect, by majority vote of a duly constituted quorum, a President. The President shall preside at all meetings of the directors, or in the absence of the Chairman, the Secretary shall preside, if such position is agreed upon.

**Section 5.03 Vacancies.** Vacancies occurring on the Board of Directors may be filled by a majority vote of the remaining directors at any regular or special meeting thereof for the unexpired term.

**Section 5.04 Quorum and Voting.** A majority of the Directors in office shall constitute a quorum for the transaction of business but, if at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting from time-to-time until a quorum is obtained and at any such adjourned meeting at which a quorum is present, any Directors present by proxy may not be counted toward a quorum. To the extent permitted by law, a resolution in writing, signed by all the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly called and constituted. Except as provided in Section 5.02, the act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors. A Director may vote in person or by proxy executed in writing by the Directors. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, or unless otherwise made irrevocable by law.

**Section 5.05 Meeting.** The Board of Directors shall meet not less frequently than twice a year, unless waived by the actions of the Board of Directors. Written notice of the date, time, and place of each of the two meetings shall be sent by the Secretary of the Board of Directors to each member of the Board in writing at least thirty days prior to the meeting.

**Section 5.06 Special Meeting.** Special meetings of the Board of Directors may be called at the request of the President or at the request of three or more Directors, written notice of which shall be given by the Secretary at least fifteen(15) days prior to the meeting. Any director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

**Section 5.07 Assistance.** The Board of Directors may, at their discretion, retain the services of an outside organization to assist in the conduct of the business of the Corporation, as so referenced in Section 5.01 above.

**Section 5.08 Rules and Regulations.** The Board of Directors shall have the right and authority to establish rules and regulations for the purpose of governing its own business.

**Section 5.09 Executive Committee.** The Board of Directors shall have the right and authority to appoint an Executive Committee to exercise the power of the Board in the periods between meetings of the Board, and such committee shall report its activities to the Board of Directors at each regularly scheduled meeting thereof. The Executive Committee shall have as an additional member of the committee, serving in an advisory role, the executive director of the Corporation. It is understood that the executive director can be an officer of the management company who manages the day-to-day affairs of the Corporation.

## **ARTICLE VI**

### **OFFICERS**

**Section 6.01 Officers.** The Officers of the Corporation shall consist of a President and a Secretary/Treasurer.

**Section 6.02 Election and Term.** The Officers of the Corporation shall be elected by the Board of Directors annually at its regular meeting. Any Officer may resign by notice to the Corporation. The Board of Directors may, with or without cause, remove any Officer and declare such office vacant. Vacancies in any office, however, arising may be filled for the unexpired portion of the term by the Board of Directors.

**Section 6.03 President.** The President shall preside at all meetings of the Corporation and the Board of Directors and shall be the principal officer of the Corporation. He shall supervise and conduct the affairs of the Corporation.

**Section 6.04 Secretary/Treasurer.** The Secretary/Treasurer shall keep an accurate record of all proceedings of the Board of Directors and all committees. He shall keep an accurate record of all members. He shall receive all monies due the Corporation and deposit the same in one or more depositories approved by the Board of Directors. He shall be custodian of all records. As Secretary/Treasurer shall be responsible for all funds of the Corporation.

**Section 6.05 Contracts.** The Corporation may enter into any transaction, contract, agreement or arrangement which is reasonably beneficial and fair to the Corporation, whether relating to operations conducted by the Corporation or for furnishing supplies thereto or otherwise.

## **ARTICLE VII**

### **COMMITTEES**

**Section 7.01 Standing Committees.** There shall be two standing committees known respectively as the Scholarships Committee and the Financial and Conferences Committees. The members of such committees shall be elected by the Board of Directors, shall hold office at the pleasure of the Board of Directors and vacancies shall be filled by the Board of Directors.

**Section 7.02 Scholarships Committee.** The Scholarships Committee shall from time-to-time devise ways and means for the raising of funds for scholarships (both undergraduate and graduate), shall make recommendations for the same, the terms and conditions of the same, and shall make recommendations for such awards. The Board of Directors shall consider such recommendations and if they deem such recommendations appropriate, shall proceed to effectuate such recommendations with such reasonable modifications as they consider proper.

**Section 7.03 Financial and Conference Committee.** The Financial and Conference Committee shall from time-to-time consider the finance of the Corporation, shall report their recommendations to the Board of Directors and shall advise the Council on Scholarships Committee of the financial condition of the Corporation, to assist said Committee to perform its duties. It shall also address the need, scheduling and structuring of any conference sponsored by the Corporation.

**Section 7.04 Additional Committees.** In addition, there shall be such other committees, general or specific, as the Board of Directors shall from time-to-time direct, the membership, powers and terms of which shall be determined by the Board of Directors.

## **ARTICLE VIII**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Board of Directors may, regardless of the adverse interest of any and all of the directors, indemnify and reimburse any person made a party to any action, suit or proceeding by reason of the fact that such person is or was a director, officer or employee of the Corporation for expenses, including attorneys' fees and such amount of any judgment, money decree, fine, penalty or settlement for which he may become liable as the Board of Directors deems reasonable, actually incurred by him in connection with the defense or reasonable settlement of any such action, suit, or proceeding, or any appeal therein, except in relation to matters as to which he is final adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties.

## **ARTICLE IX**

### **DUES**

**Section 9.01 Dues.** Members, as well as, Associate Members, shall pay annual dues for membership year at such amount as determined by the Board of Directors. The Board of Directors may, in its discretion, at any time and from time to time, alter the period covered by the membership year and adjust the cost of membership.

**Section 9.02 Membership Term.** Membership shall be automatically renewed each year upon payment of dues for the succeeding year.

**Section 9.03 Arrears.** If a member's dues for any year are in arrears for six months, the Corporation shall so inform the member by mail addressed to the post office address of such member as the same then appears on the Corporation's records. If the dues are not paid within thirty days after the mailing of such notice, the Board of Directors may, without further notice, drop such member from membership. Such member's membership shall thereupon terminate and he shall have no further rights in the Corporation.

**ARTICLE X**

**CORPORATE SEAL**

**Section 10.01** The seal of the Corporation shall be in such form as may from time to time be adopted by the Board of Directors.

**ARTICLE XI**

**AMENDMENT OF BY-LAWS**

**Section 11.01** The Board of Directors of the Corporation shall have the sole power to adopt, amend or repeal the By-Laws of the Corporation and to amend the Certificate of Incorporation, and to do all other things which the Corporation may do.