

BYLAWS
OF
THE SOCIETY FOR THE PRESERVATION
OF PHYSICIAN ASSISTANT HISTORY

ARTICLE 1

Name

The name of the Corporation shall be the Society for the Preservation of Physician Assistant History, Inc., also known as the Physician Assistant History Society (the “Society” or “PAHx”).

ARTICLE 2

Purposes and Objectives

Section 2.1 Purposes.

(a) The Society is organized exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) and to carry on activities in furtherance of such purposes, predominantly any such activities which might otherwise be carried on by the National Commission on Certification of Physician Assistants, Inc. (the “NCCPA”), a Georgia not for profit corporation.

(b) More specifically, through research, education, preservation of archives, and other initiatives, the Society will support the work of the NCCPA to preserve the history of the physician assistant profession as a benefit to the public.

Section 2.2 Inurement of Income. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, the NCCPA or any of its Trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 2.3 Impermissible Activities. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Society shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of the Articles of Incorporation of the Society or any other provision of these Bylaws, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

Section 2.4 Objectives. In order to serve its purposes, the Society will have the following objectives:

(a) To assure that the history, achievements, benefits and importance to the public of the physician assistant profession are documented and made readily accessible to physician assistants, physician assistant students, historians, medical sociologists, researchers and the general public.

(b) To support the charitable, education, and scientific activities of the NCCPA.

(c) To develop and maintain an integrated, on-line searchable archival database that identifies the existence and location of key documents, articles, books, films, oral history audio or video tapes, and other artifacts that detail the development, evolution and benefits to the public of the physician assistant profession.

(d) To develop and maintain a Web site presenting the virtual history and benefits to the public of the physician assistant profession.

(e) To maintain liaison relationships with other physician assistant, medical and historical organizations which are committed to advancing the interest of the public.

(f) To support the collection, housing and preservation of media, documents, artifacts and other related materials that are not currently maintained in a suitable academic or physical environment.

(g) To be a resource to national physician assistant organizations and educational programs, and newsletter and journal publishers, including newsletters and journals that may be published by them, or on their behalf.

(h) To identify areas needing more documentation, and foster studies and dialog about the physician assistant profession and its commitment to serving the public's interest.

ARTICLE 3

Powers

Except as provided otherwise by the Articles of Incorporation or by these Bylaws, the Society shall have all the powers of a corporation organized under the North Carolina Nonprofit Corporation Act, as amended (the "Act"), and shall have such additional powers as are permitted by any applicable law.

ARTICLE 4

Office and Agent

The Society shall have and continuously maintain in the State of North Carolina a registered office and a registered agent whose business office is identical with such registered office. The principle office of the Society shall be located in the state of Georgia, and the Society may have other offices within or without the States of North Carolina or Georgia as the Board of Trustees may from time to time determine.

ARTICLE 5

Members

Section 5.1 Sole Member. The Society shall have one member, the NCCPA.

Section 5.2 Meetings.

(a) The annual meeting of the NCCPA, acting as the Sole Member of the Society, shall be held in conjunction with and at the same place as the annual meeting of the NCCPA Board of Directors. This meeting shall be a separate annual meeting held for the sole purpose of conducting the business of the Sole Member of the Society.

(b) Special meetings of the NCCPA, acting as the Sole Member of the Society may be called *sua sponte* or at the request of the Society Board of Trustees.

Section 5.3 Non-liability of NCCPA. Pursuant to Section 107.85 of the Act, the NCCPA, acting as the Sole Member of the Society, shall not be liable for any debt or obligation of the Society.

ARTICLE 6

Board of Trustees

Section 6.1 General Powers.

(a) The affairs of the Society shall be managed by or under the direction of its Board of Trustees.

(b) Each member of the Board of Trustees shall have a continuing duty to discharge his or her functions in a manner that the Trustee in good faith believes to be in the best interests of the Society. At the annual meeting of the Society, or, if a Trustee is not present at such meeting, as soon thereafter as possible, each Trustee shall sign the *Society Participation Agreement* for the next fiscal year. No Trustee may be seated or attend any Trustee meeting or participate in any Trustee action until such time as an executed copy of such document has been received by the President/CEO of the NCCPA.

Section 6.2 Ex Officio and Elected Trustees. Trustees (the “elected Trustees”) shall be elected by the NCCPA as provided in Sections 6.3 and 6.4 of these Bylaws. No elected Trustee shall serve concurrently as a Director of the NCCPA. The NCCPA shall be represented by two voting *ex officio* Trustees, one of whom shall be the President/CEO of the NCCPA. The other shall be named by the Directors of the NCCPA to serve a term of three years with all of the rights and privileges of an elected Trustee, including eligibility for a second term, at the discretion of the NCCPA. Additionally, a *PA Student Trustee* position shall be represented by a current PA student, during either his/her first or second year of PA school, to serve a one-year term. The PA Student Trustee position will serve as a full voting member of the Board.

Section 6.3 Number of Trustees, Election, and Term of Office.

(a) The number of Trustees of the Society shall be between nine and twelve. The number of Trustees may be increased to any number within that range, or decreased to not fewer than one, from time to time by amendment of these Bylaws. Only the NCCPA may change the range for the size of the board or change the size of the board from a variable-range to a fixed-size board.

(b) The elected Trustees shall be elected by the NCCPA for staggered three (3) – year terms. No elected Trustee may hold office for more than two (2) full consecutive terms.

(c) An individual who has previously served as Trustee of the Society must be off the Board of Trustees for at least three (3) years before being eligible for election to serve on the Board again.

(d) The Board of Trustees of the Society shall have the option of retaining a Trustee for a second term or requesting that the NCCPA elect a new Trustee to fill the Trusteeship.

(e) Elections shall take place at the annual meeting of the NCCPA as provided in Section 5.2. The term of office of each Trustee so elected shall begin on the January 1 following that Trustee’s election or as otherwise determined by the NCCPA due to mid-year appointment. Each Trustee shall hold office until December 31 of the final year of the Trustee’s term of office and until a successor has been elected, or until such Trustee’s earlier death, resignation or removal in the manner hereinafter provided. If the election of Trustees shall not be held at the annual meeting, such election shall be held as soon thereafter as is conveniently possible.

(f) Consistent with Section 7.2(g) of these Bylaws, if the term of office of one of the officers of the Society extends beyond that individual’s term of service on the Board, his or her term of service on the Board may be extended to coincide with the remaining term of office. Such an extended Trustee’s term shall be served as an additional Trustee.

Section 6.4 Emeritus Trustees. The Board of Trustees may by resolution appoint one or more individuals, each of whom shall have served as a Trustee of the Society, to serve as an *Emeritus* Trustee. *Emeritus* Trustees serve at the pleasure of the Board of Trustees and may, at the discretion of the Board, be present at meetings of the Board of Trustees but may not vote.

Section 6.5 Resignation. An elected, *ex officio* or *Emeritus* Trustee may resign at any time by written notice delivered to the Board of Trustees. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a Trustee need not be accepted in order to be effective.

Section 6.6 Removal of Trustees. One or more Trustees may be removed, with or without cause. An elected or *Emeritus* Trustee may be removed by the NCCPA in accordance with its procedures for removing NCCPA Directors. An *ex officio* Trustee may be removed by amendment of these Bylaws.

Section 6.7 Vacancies. Any vacancy occurring among the elected Trustees may be filled temporarily by resolution of the Board of Trustees until such time as the NCCPA fills the vacancy. Any such vacancy and any elected Trusteeship to be filled by reason of an increase in the number of Trustees shall be filled by election by the NCCPA. A Trustee so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office or, if the Trustee is elected because of an increase in the number of Trustees, the term of such Trustee shall expire at the next annual meeting of the Board of Trustees, unless otherwise specified in the action electing such Trustee in order to maintain staggered terms among the elected Board of Trustees.

Section 6.8 Regular Meetings. A regular annual meeting of the Board of Trustees shall be held at such place and time as the Board of Trustees may determine, and at such meeting the Board shall elect officers and transact such other business as shall be required. The Board shall

schedule additional meetings at such times and locations as required to accomplish the purposes of the Society.

Section 6.9 Special Meetings. Special meetings of the Board of Trustees may be called by the President, or at the request of the NCCPA or any two Society Trustees, and such person or persons may fix the details for holding any special meeting of the Board of Trustees so called.

Section 6.10 Notice of Meetings.

(a) Notice of any meeting of the Board of Trustees shall be given in accordance with these Bylaws at least fifteen days in advance thereof by written notice to each Trustee at the postal or electronic mail address shown for such Trustee on the records of the Society.

(b) Notice of any meeting of the Board of Trustees may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(c) Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation or by these Bylaws. Any special meeting of the Board of Trustees shall require that the purpose of such meeting be specified in the notice or waiver of notice of such meeting.

Section 6.11 Quorum. A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting. If less than a majority of the Trustees are present, the meeting shall be adjourned to another time without further notice. Withdrawal of Trustees from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6.12 Action at a Meeting. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.

Section 6.13 Proxy Prohibited, Presumption of Assent.

(a) No Trustee may act by proxy on any matter; provided that, Trustees may act without a meeting pursuant to the procedures set forth in Section 6.15 of these Bylaws.

(b) A Trustee who is present at a meeting at which action on any corporate matter is taken by the Board of Trustees is conclusively presumed to have assented to the action taken unless such Trustee's dissent or abstention is entered in the minutes of the meeting or unless such Trustee files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified or electronic mail to the Secretary/Treasurer immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a Trustee who voted in favor of such action.

Section 6.14 Attendance by Telephone. Trustees may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

Section 6.15 Action Without a Meeting.

(a) Any action required or permitted by law to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed or consented to in writing by all Trustees. A Trustee's consent to action taken without meeting may be in electronic form and delivered by electronic means.

(b) The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken. All the approvals evidencing the consent shall be delivered to the Secretary/Treasurer to be filed in the records of the Society. The action taken shall be effective when all the Trustees have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

Section 6.16 Compensation; Reimbursement. No Trustee shall receive any payment for services as a Trustee, except that a Trustee may be reimbursed for reasonable expenses incurred in connection with his or her service as a Trustee.

Section 6.17 Interested Trustees.

(a) A Trustee who is directly or indirectly a party to a transaction with the Society (an "interested Trustee") shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the Board of Trustees and to any committee of the Board of Trustees considering such transaction prior to any action by the Board of Trustees or such committee to authorize, approve, or ratify such transaction. A Trustee is indirectly a party to a transaction if the Trustee has a material financial interest or is an officer, director, or general partner in an entity or an employee, grantee or consultant of such entity, which is a party to the transaction.

(b) The presence of the interested Trustee or of a Trustee who is otherwise not disinterested may be counted in determining whether a quorum of the Board of Trustees or a committee of the Board of Trustees is present, but may not be counted when action is taken on the transaction.

Section 6.18 Electronic Means. To the extent specified in these Bylaws, the Society hereby agrees that transactions may be conducted by electronic means.

ARTICLE 7

Officers

Section 7.1 Enumeration. The officers of the Society shall be a President, a President-Elect, an Immediate Past President, and a Secretary/Treasurer. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed from time to time by the Board of Trustees.

Section 7.2 Election and Term of Office.

(a) Officers shall be elected by and from among the Trustees of the Society at the annual meeting of the Board of Trustees, or as soon thereafter as conveniently possible.

(b) The President shall succeed from the office of President-Elect. The President shall hold office for a one year term; provided that, if the President-Elect fills a vacancy in the office of President, he or she shall hold office for the unexpired portion of the President's term and for an additional full one-year term.

(c) The President-Elect shall be elected by the Trustees of the Society and shall hold office for one term of one year.

(d) The Immediate Past President shall succeed from the office of President and shall hold office for one term of one year.

(e) The Secretary/Treasurer shall be elected by the Trustees of the Society and shall hold office for a term of two years, and may serve a second term.

(f) The term of office of each officer shall begin on the January 1 following that officer's election. Each officer shall hold office until December 31 of the final year of the officer's term of office and until a successor has been elected, or until such officer's earlier death, resignation or removal in the manner hereinafter provided. Election or appointment of an officer shall not of itself create any contract rights.

(g) The term of office of an officer may, if necessary, extend beyond that individual's term of service on the Board of Trustees. In such circumstance, the individual may complete his or her term of office, and his or her term on the Board shall be extended to coincide with the remaining term of office.

Section 7.3 Resignation, Removal and Vacancies.

(a) Any officer may resign at any time by giving notice to the Board of Trustees. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

(b) The Board of Trustees may remove any officer, with or without cause, whenever in its judgment the best interests of the Society would be served thereby.

(c) A vacancy in the office of President-Elect or Secretary/Treasurer, however caused, shall be filled by the Board of Trustees for the remainder of the term. In the event of a vacancy in the office of President, the President-Elect shall become President and shall serve the remainder of the unexpired term followed by a successive full term as President. In the event of a vacancy in the office of the Immediate Past President, the Board of Trustees may appoint a previous Immediate Past President to serve for the remainder of the unexpired term.

Section 7.4 Compensation. No officer shall receive any payment for services as an officer, except that an officer may be reimbursed for reasonable expenses incurred in connection with his or her service as an officer.

Section 7.5 President. The President of the Society shall preside at all meetings of the Board of Trustees and of the Executive Committee; shall perform all other duties usually associated with the office of President; shall be an *ex-officio* member of all committees; and shall perform such other duties as provided in these Bylaws and as may be assigned from time to time by the Board of Trustees. The President's vote shall only be counted during officer elections in the case of a tie vote. All officer election votes are counted by the PA History Society Managing Director. All votes are kept confidential.

Section 7.6 Immediate Past President and President-Elect. The Immediate Past President and President-Elect shall assist and advise the President and shall perform such other duties as provided in these Bylaws and as may be assigned from time to time by the President or the Board of Trustees. In addition, in the absence of the President or in the event of the President's inability to act, the President-Elect or the Immediate Past President (in that order) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 7.7 Secretary/Treasurer. The Secretary/Treasurer shall (a) keep or cause to be kept the minutes of meetings of the Board of Trustees, and committees of the Board of Trustees; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and the seal of the Society; (d) keep a register of the post office and electronic addresses of the Society, and each Trustee and committee member; (e) be responsible for the supervision of all funds and securities of the Society, (f) render to the NCCPA, the President, or the Board of Trustees, upon request, an account of all transactions as Secretary/Treasurer and on the financial condition of the Society; and (g) in general perform all the duties incident to the offices of the Secretary/Treasurer and such other duties as may be assigned from time to time by the Board of Trustees or the President.

ARTICLE 8

Committees

Section 8.1 Committees of the Board of Trustees. The Board of Trustees may create one or more committees of the Board and appoint Trustees to serve on the committee or committees. Each committee may exercise the authority of the Board of Trustees to the extent permitted by law and as specified by the Board of Trustees or in the Articles of Incorporation or these Bylaws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him or her by law. Each such committee shall have three (3) or more Trustees as members and all committee members shall serve at the pleasure of the Board of Trustees.

Section 8.2 Action of Committees of the Board of Trustees. A majority of a committee of the Board of Trustees shall constitute a quorum. The act of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee. No member of such committee of the Board of Trustees may act by proxy and, to the extent provided in these Bylaws for presumption of assent of Trustees, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the committee may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Board of Trustees.

Section 8.3 Standing Committees of the Board.

(a) The Executive Committee shall be composed of the Immediate Past President, President-Elect, President and Secretary/Treasurer. The Executive Committee shall be empowered to act on behalf of the Board of Trustees as may be necessary between meetings of the Board. The President will chair the Executive Committee.

(b) The Nominating Committee shall be composed of the Immediate Past President and at least two (2) additional Trustees appointed by the President. The Nominating Committee will be responsible for developing a list of potential candidates to be recommended to the NCCPA for all Board of Trustee positions. The Immediate Past President will chair the Nominating Committee.

(c) An Officer Nominating Committee shall be appointed by the President at such times as election of one or more officer(s) is called, and there are no self-declaring candidates. The Officer Nominating Committee shall be composed of three Trustees, one of whom shall be an ex officio member. The Officer Nominating Committee shall be responsible for nominating one person for each of the offices to be filled, and presenting such nominee(s) to the Board of Trustees for election.

(d) The Board of Trustees may establish and appoint such other committees as may be necessary to carry out the business of the Society.

Section 8.4 Advisory Committees. The Board of Trustees may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be Trustees. Such advisory committees or bodies may not act on behalf of the Society or bind it to any action but may make recommendations to the Board of Trustees or to the officers.

ARTICLE 9

Sponsors and Associates

Section 9.1 Sponsors. Sponsorship of the Society is open to individuals, corporate, professional, and philanthropic organizations desirous of furthering the Society's purposes for a specific PAHx project. These contributors to the Society will be identified as Sponsors of that specific project.

Section 9.2 Associate Educational Fees. The Board of Trustees may recognize academic and institutional organizations as Associates of the Society pursuant to policies, procedures, and requirements established by the Board. Associates shall be subject to an annual Educational Research Fee as determined by the Board of Trustees.

Section 9.3 Legacy Circle Sponsors. Contributions received by the PA History Society from the estate of a deceased as noted in the deceased person's Last Will and Testament will be considered as Legacy Circle sponsors.

Section 9.4 Circle of Friends Sponsors. "Annual" Circle of Friends Sponsors are individuals who contribute a monetary donation of \$100, or more, within one calendar year to further the mission and vision of the PA History Society. "Lifetime" Circle of Friends Sponsors are individuals under the age of 65 years and who contribute a one-time monetary donation of \$2,000; or individuals age 65 years and older or retired who contribute a one-time monetary donation \$1,000.

ARTICLE 10

Administration, Contracts and Financial Transactions

Section 10.1 Executive Director/CEO. The Board of Trustees of the Society shall employ the President/CEO of the NCCPA to serve as Executive Director/CEO of the Society. That individual, or his or her delegate, shall be responsible for the administration and operation of the Society, and shall assume such other duties as are assigned by the Board.

Section 10.2 Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 10.3 Loans. No loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in the name of the Society unless authorized by a resolution of the Board of Trustees or by action of a duly empowered committee of the Board of Trustees. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Society to a Trustee or officer of the Society.

Section 10.4 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Society, shall be signed by such officer or officers, agent or agents, employee or employees of the Society and in such manner as shall from time to time be determined by resolution of the Board of Trustees or by action of a duly empowered committee of the Board of Trustees. In the absence of such determination, such instruments may be signed by the Secretary/Treasurer and countersigned by one other officer.

Section 10.5 Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 10.6 Gifts. The Board of Trustees may accept on behalf of the Society any contribution, gift, grant, bequest or devise for the general purposes or for any special purpose of the Society.

ARTICLE 11

Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the NCCPA, acting as the Sole Member of the Society, Board of Trustees, and committees having any authority of the Board of Trustees, and shall keep at its registered office or principal office a record giving the name and address of the NCCPA, Trustees and committee members. All books and records of the Society may be inspected by the NCCPA, by any Trustee, or by the NCCPA's or Trustee's agent or attorney for any proper purpose at any reasonable time.

ARTICLE 12

Rules of Order

All meetings of the Society and the Board of Trustees shall be governed by the parliamentary rules and usages contained in the current edition of *Robert's Rules of Order*, where

not in conflict with the Society’s Articles of Incorporation, Bylaws, or other policies, or applicable law.

ARTICLE 13

Fiscal Year

The fiscal year of the Society shall be the calendar year.

ARTICLE 14

Seal

The Board of Trustees may provide a corporate seal which shall include the name “Society For The Preservation Of Physician Assistant History” or “PA History Society”.

ARTICLE 15

Notices

Section 14.1 Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given the NCCPA or to any Trustee or member of any committee designated by the Board of Trustees, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mail, postage prepaid and addressed to the NCCPA, Trustee or committee member at its/his/her address as it appears on the books of the Society, and such notice shall be deemed to be given at the time when it is thus deposited in the United States mail; or such notice may be given in writing by any other means, including by electronic transmission, and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied, except in case of meetings of the NCCPA, Trustees or committees of the Board of Trustees with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these Bylaws.

Section 14.2 Waiver of Notice. Whenever any notice is required to be given by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

ARTICLE 16

Indemnification and Insurance

Each person who at any time is or shall have been a Trustee, officer, employee or agent of the Society or is or shall have been serving at the request of the Society as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Society in accordance with and to the full extent permitted by the Act, as in effect at the time of adoption of these Bylaws or as amended from time to time, and by any subsequent North Carolina not for profit corporation law. The foregoing right of indemnification shall not be

deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Trustees, or otherwise. If authorized by the Board of Trustees, the Society may purchase and maintain insurance on behalf of any person to the full extent permitted by the Act, as in effect at the time of adoption of these Bylaws or as amended from time to time, and by any subsequent North Carolina not for profit corporation law.

ARTICLE 17

Dissolution

Upon the dissolution of the Society, with the consent and approval of the NCCPA, the Board of Trustees shall make provision for the payment, satisfaction, and discharge of all of the liabilities and obligations of the Society, and shall return, transfer, or convey any assets held by the Society upon a condition requiring return, transfer, or conveyance by reason of the dissolution. Thereafter, the Board shall transfer or convey the remaining assets of the Society to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States internal revenue law), in such manner as the Board of Trustees shall determine pursuant to a plan of distribution adopted by the Board. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 18

Amendment

Except for the provisions of Article 6 and this Article 17 of these Bylaws, which may be amended only in writing by the NCCPA, a majority of the Board of Trustees present at a properly convened meeting at which a quorum is present and for which written notice of the meeting is delivered to all Trustees at least thirty (30) days prior to the meeting, may alter, amend, or repeal these Bylaws or adopt new Bylaws, provided that the resulting Bylaws of the Society are consistent with the law and the Articles of Incorporation.

Last Amended: November 6, 2022



John J. Davis, PA, DFAAPA
Secretary/Treasurer, PAHx Society

Date: December 7, 2022