

COALITION FOR PHYSICIAN ENHANCEMENT BYLAWS

Adopted January 18, 2012

ARTICLE I: NAME AND LOCATION

The name of the organization is the Coalition for Physician Enhancement, hereinafter referred to as CPE. CPE is an incorporated nonprofit organization. Its principal office will be located at a place to be determined by the Board.

ARTICLE II: PURPOSE

The purpose of CPE is to support and develop expertise in assessment and enhancement when competence and/or performance are to be assessed.

ARTICLE III: MEMBERSHIP

Membership in CPE is open to organizations and individuals throughout the world who are engaged in or interested in assessment and enhancement when competence and/or performance are to be assessed.

Section 1: Categories of Membership

a. Organizational Membership is open to programs that provide in-depth, comprehensive assessments of individual physicians with or with/out remediation services. An organization shall become an active member upon supplying information and paying such dues as the Board may set from time to time. Each organizational member shall be entitled to designate up to five individuals to be active members within this category. Each active member will be eligible for one vote. Such membership is not transferable.

b. General Membership is open to any person, who has an interest in the field of physician enhancement. A person shall become a general member upon supplying information and paying such dues as the Board may set from time to time. All general members shall be eligible to vote and to hold office. Such membership is not transferable.

c. Emeritus Membership is open to any person who is retired and was a CPE member for ten years prior to retirement. Emeritus members may take an active part in the affairs of CPE, including serving on committees. They are exempt from annual dues. Definition of the term “retired” may be established by the Board.

d. Honorary Membership may be conferred by the Board on any person who has made a significant contribution to CPE. Such members shall be non-voting members and are exempt from dues. Such members shall not be eligible to hold office.

Section 2: Termination of Membership

Membership shall be terminated by voluntary withdrawal, expulsion of the member, or non-payment of dues. A member may be expelled by a two-thirds vote of the Board present at any meeting provided that such member has been advised of the proposed action at least 30 days in advance and has had the opportunity to present his or her case to the board.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1: Annual Business Meeting

An annual business meeting of members shall be held for transaction of such business as may properly come before the meeting. The annual meeting of members shall be held at a time and place as determined by the Board.

Section 2: Special Meetings

Special meetings of members shall be held upon call of the President, the Board, or at the signed request of twenty percent (20%) of the active members. The purpose of the meeting shall be stated in the notice of the meeting.

Section 3: Notification

Notice of the time and place of meetings of members shall be announced in CPE newsletters, by US mail, by electronic mail, on CPE website or by other appropriate communications vehicles not less than thirty days before the meeting.

Section 4: Quorum

Ten percent, or at least ten members, of the current active membership of CPE shall constitute a quorum at any meeting of members.

Section 5: Voting and Rules of Order

Each active member present shall have one vote. Decisions will be made by majority vote. If no other rules have been established for the conduct of the meeting, it will be conducted according to Robert's Rules of Order.

ARTICLE V: BOARD

Section 1. Name

The name of the governing body of CPE shall be the Board of Directors.

Section 2. Powers and Duties

a. The Board of Directors shall have responsibility for the supervision, control and direction of the affairs of CPE; shall determine and, when deemed advisable, revise CPE policies; and be accountable for CPE assets.

b. The Board may adopt rules and regulations for the conduct of its business, and may delegate certain of its authority to the Executive Committee (see Article VI, Section 1.a), and for specific purposes, to other committees or task groups.

c. The Board may contract or hire individuals or organizations to assist in the operation of CPE, the scope of which services shall be determined by the board.

Section 3. Makeup

The Board shall be made up of persons representative of following membership categories: organizational, and general. No more than two Board members from the same organization irrespective of the membership category may serve on the Board at the same time.

Section 4. Number and Terms of Office

The number of Board members shall be nine. Five board members shall be organizational members; and four board members shall be general members. Board members shall be elected for three-year terms. Terms shall be staggered among board members in each membership category. Board members may be reelected for a second three-year term but must rotate off the Board for a full term before being eligible for election to additional terms. The Board may vote to waive the term limits at its discretion.

Section 5. Nomination and Election

a. Nominations shall be solicited from the entire membership by the Nominating Committee. The Nominating Committee will screen all nominees according to criteria approved by the Board and develop a list of qualified candidates. Information on these individuals will be sent to the entire membership along with information about election procedures.

b. Election will be by procedures adopted by the Board. Members shall be entitled to vote only for Board members within their category of membership. Election procedures will be communicated to the members prior to the election. Results of the election will be announced at the annual meeting.

c. Taking office: A Board member shall take office at the conclusion of the Annual Meeting of CPE members and shall continue in office until his or her successor is elected and seated.

Section 6. Removal

Any Board member who fails to fulfill the duties and obligations of Board membership may be removed from the Board at any regular or special meeting of the Board, provided that (a) information about such possible action is delivered to each Board member at least seven days prior to the meeting, and (b) that the named Board member is given the opportunity to present his or her case to the Board prior to the vote. A vote of a two-thirds majority of all Board members present will be required to remove a Board member.

Section 7. Vacancies

Vacancies on the Board will be filled at the next regular CPE election.

Section 8. Meetings

a. The Board will hold at least two regularly scheduled meetings a year. Special meetings of the Board may be held at any time and place upon the call of the President or any three Board members. The Board will adopt policies and procedures concerning issues related to its meetings.

b. Board members unable to be present may participate by phone provided that all parties can hear each other and participate in the Board's deliberations. Board members participating by phone shall be part of the quorum.

c. The Board may elect to hold some of its meetings via conference call, video conferencing or other appropriate communication means.

Section 9. Quorum

At each meeting of the Board, a majority of Board members shall constitute a quorum for the transaction of business.

Section 10. Action and Rules of Order

Except as otherwise stated in these bylaws, the Board shall take action by a simple majority vote. The Board may from time to time establish policies and procedures for the conduct of its business.

Section 11. Action Without a Meeting

The Board may take action without a meeting if the action is taken by all members of the Board. The action must be evidenced by written or electronic consents describing the action taken, signed (digital signature acceptable) by each Board member, and filed with the corporate records reflecting the action taken. A consent signed (digital signature acceptable) under this Section has the effect of a meeting vote and may be described as such in any document.

Section 12. Compensation

No member or officer of the Board shall receive, directly or indirectly, any salary or other form of compensation from CPE. Board members may be reimbursed for the out-of-pocket expenses of providing services for CPE in accordance with policies established by the Board.

ARTICLE VI: COMMITTEES AND COUNCILS

Committees and other task groups are established to assist the Board in its duties to carry out the work of CPE. Each group shall have a clearly articulated charge, established levels of authority and lines of accountability.

Section 1. Committees

a. The Executive Committee may act on behalf of the Board when urgent matters must be dealt with and the Board cannot meet, and to discharge specific responsibilities assigned to the Committee by the Board. The Committee may not act on matters that are specifically reserved for the Board as stated in these bylaws. The Committee's actions shall be reported to the Board no later than the next Board meeting. The Executive Committee shall consist of the President, who shall serve as the Committee chair, President-Elect, Past-President, Secretary, Treasurer, and such others as the Board may from time to time designate. The Executive Staff Officer shall serve on the Executive Committee without a vote.

b. The Nominating Committee shall be charged with evaluation of Boards member needs, recruitment of potential Board candidates, selection of qualified candidates and the conduct of both Board and officer elections in accordance with procedures adopted by the Board. The committee chairs will comprise the members of the nominating committee.

c. Other Committees: Ongoing committees and short-term task groups may be established to plan and/or implement specific CPE programs or to explore issues that may have an impact on the mission of CPE. The responsibilities of committees shall fit within the strategic framework of CPE as established by the Board. Generally, committees, their specific charges and accountabilities shall be endorsed by the Board. Their chairs shall be appointed by the President and committee members will be approved by the President. Subcommittee chairs and members will be recommended by the parent committee chair and approved by the President.

ARTICLE VII: ELECTED OFFICERS

Section 1: Number and Election

CPE shall have the following officers: President; President-Elect, Immediate Past- President; Secretary, and Treasurer. They shall be elected by the Board from current members of the Board. The election shall take place at the last regular board meeting preceding the Annual Meeting of CPE members.

Section 2: Terms of Office

Officers shall be elected for two-year terms. They shall take office at the conclusion of the Annual Meeting of CPE members. Subject to Sections 3 and 4 of this Article they shall serve until their respective successors have been elected and seated. The President-Elect shall serve for two years prior to assuming the office as President. The Past-President shall serve for two years upon completion of the Presidential term of office.

Section 3. Removal

An officer who does not adequately fulfill the duties of his or her office or for other reasons that are detrimental to the Board and/or to CPE may be removed by a vote of two-thirds of Board members present at a duly called Board meeting. Board members shall be notified at least seven days prior to such action, and the officer shall have the opportunity to present his or her case to the Board prior to the vote.

Section 4. Vacancies

In case of a vacancy in an office, a successor to fill the unexpired term may be elected by the Board at a regular or special meeting. Members must be notified of the meeting at least seven days in advance. A vacancy in the office of president will be filled by the President-Elect. Should the President-Elect be unable to assume the presidency, an election for President will be held as soon as possible to complete the term of the vacant office. A vacancy in the positions of President-Elect, Secretary, and Treasurer will also be filled as soon as possible to complete the term of the vacant office.

Section 5. Powers and Duties of Elected Officers

- a. The President** shall preside at all meetings of CPE, of the Board of Directors, and of the Executive Committee. The President shall be an ex-officio member of all committees and shall appoint all committee chairs and approve all committee members. He or she shall perform such other duties that are incident to the office and as generally or specifically directed by the Board.
- b. The President-Elect** shall be elected two years before assuming the office of president in order to assist the incumbent and become familiar with duties and responsibilities. The President-Elect shall have such powers and duties as may be assigned to him/her by the Board or the President. In the absence of the President, the President-Elect shall perform the duties of the President.
- c. The Secretary** shall ensure that notice required by these bylaws is given and shall attend all meetings of the Board to keep a record of all proceedings. The Secretary shall also ensure that corporate reports are in a form determined from time to time by the Board.
- d. The Treasurer** shall exercise general supervision over all aspects of CPE's financial affairs. The Treasurer shall ensure that financial reports are presented to the Board at least annually. The Treasurer shall also ensure that financial reports are in a form determined from time to time by the Board.

- e. **Immediate Past President** shall serve on the Board for two years following the completion of the term of office of president. In the situation where the President is unable to fulfill his or her duties, and there has not been a President-Elect selected, the Immediate Past President may temporarily assume presidential responsibilities until a President is elected.

ARTICLE VIII: EXECUTIVE STAFF OFFICER

The Board may employ a salaried or pro bono Executive Staff Officer who shall be charged with the management of CPE affairs, subject to the policies and budget established by the Board. The Executive Staff Officer is accountable to the Board, shall provide regular reports to the Board and keep the Board informed of issues that need the Board's attention. The Executive Staff Officer shall serve as an ex officio but non-voting member of the Board and Executive Committee.

ARTICLE IX: FINANCIAL OVERSIGHT

Section 1. Fiscal Year

The fiscal year of CPE shall be determined by the Board.

Section 2. Budget and Audit

The Board shall adopt an annual operating budget and oversee the implementation of the budget through regular reviews of the financial statements. The Board shall also ensure that CPE is guided by sound financial policies and practices. The financial books and accounts of CPE shall be audited by a certified accounting firm on a schedule to be determined by the Board.

Section 3. Depositories, Contracts, Notes, and Signatories

The Board may select such depositories as it shall deem proper for the funds of CPE and shall determine who shall be authorized on CPE's behalf to sign financial documents.

Section 4. Investments

The funds of CPE may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds, or other securities, according to policies established by the Board. The Board may delegate the management of CPE investments to a committee or to professional financial advisors who will report to the Board according to guidelines established by the Board.

ARTICLE X: INDEMNIFICATION

CPE shall, to the fullest extent now or hereafter required or permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his/her testator or intestate was a member, associate, Board member, officer or other agent of CPE, or of any other organization served by him or her in any capacity at the

request of CPE, against judgments, fines, amounts paid in settlement and reasonable expenses. The Board may obtain liability insurance to provide coverage for this obligation.

ARTICLE XI: BOOKS AND RECORDS

Correct and complete records of the activities and transactions of CPE shall be kept at the office of CPE. These include but are not limited to a copy of the Certificate of Incorporation, a copy of these Bylaws, all minutes of the Board and the annual financial reports required by Article VII, Section 5.c - d of the Bylaws. All such documents shall be available for inspection by any active member during normal business hours.

ARTICLE XII: DISSOLUTION

CPE shall use its funds only to accomplish the purposes and objectives specified in these bylaws and no funds shall inure or be distributed to members of CPE, including its officers or other agents. On dissolution of CPE, any funds or other assets remaining shall be distributed to another tax-exempt organization with an educational, scientific, or philanthropic purpose.

ARTICLE XIII: AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds of the active members present at the Annual Business Meeting of CPE members. Alternatively, at the Board's discretion, a mail or electronic ballot may be used, in which case an affirmative vote by two thirds of the ballots received by CPE will be required for passage, provided that the total number of ballots received equals or exceeds fifty percent of the voting membership. Notice of proposed amendments shall be sent to all active members at least 30 days prior to the voting action.