

**AMENDMENT AND RESTATEMENT OF THE
BYLAWS
of the
URGENT CARE ASSOCIATION OF AMERICA, INC.**

**ARTICLE I
NAME, PURPOSES, AND LOCATION**

Section 1.01. Name. Urgent Care Association Of America, NFP

Section 1.02. Purposes. The Urgent Care Association of America (UCAOA) is a nonprofit 501 (c)(6) Corporation incorporated in the State of Illinois and organized for the charitable and educational purposes of promoting the practice of urgent care medicine in the United States of America.

Section 1.02. Location. The principal office and headquarters of UCAOA shall be located in such place as shall be designated by the Board of Directors.

**ARTICLE II
MEMBERS**

Section 2.01. Classes. There shall be two classes of members: Practice and Individual.

For the purposes of these Bylaws, the membership classes of Practice and Individual are defined as follows:

- Practice - A medical facility organized for the purpose of providing health care services to individuals.
- Individual - A person or individual

Section 2.02. Qualifications. Membership may be granted to any Practice or Individual that supports the mission and purposes of the Corporation, and who pays the annual dues as set by the Board of Directors. Members shall have the right to elect Directors.

Section 2.03. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds vote at a meeting of the Board of Directors or by affirmative written vote of all Directors, may suspend or expel a member. By a majority vote of those present at any regularly constituted meeting of the Board of Directors, the membership of any member who becomes ineligible for membership may be terminated. Any member in default in the payment of dues is automatically terminated.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.05. Dues. Dues for members shall be established by the Board of Directors.

Section 2.06. Meetings. The annual membership meeting shall be held during each calendar year. If the Corporation holds an annual conference in given year, the annual meeting shall be held at the annual conference, and such membership meeting shall not require any written notice other than a notation in the conference agenda. Terms of Directors, if scheduled to begin and terminate in any given year, will do so on the date of the annual membership meeting for that year, subject to the automatic extension provision as specified in Section 3.02. A minimum of 20% of the total Practice and Individual members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting. For the purposes of determining this quorum a single voting designee from a Practice member will constitute a member present for the meeting. Meetings may be called by the President, by a majority of the Board of Directors, or at the submission of a written petition containing signatures of at least 10% of the members, by notice mailed to each member not less than thirty (30) days before such meeting.

Section 2.07. Voting by Members. Votes may be cast by qualified individuals who are present and designated as voting prior to each meeting or by proxy. All proxy's shall be signed and delivered in writing to the Secretary (or other person designated by the President or Board of Directors) prior to the commencement of any meeting. Prior to the commencement of any meeting, each Practice member must designate in writing to the Secretary (or other person designated by the President or Board of Directors) the specific individuals representing the Practice member with voting rights. For the purposes of Practice membership voting, a Site is defined as a specific location (physical address) where clinical urgent care services are offered to the public. A Practice member with one (1) or two (2) site(s) may designate and cast two (2) votes; a Practice member with three (3) or four (4) sites may designate and cast three (3) votes; and a Practice member with five (5) or more sites may designate and cast four (4) votes. Individual members shall have one vote. No additional proxies, no changes in designations for voting, no additional individual members, and no additional Practice members or representatives will be accepted for voting purposes after the outset of each meeting, provided that the meeting opens with a quorum at or after the scheduled time with a call for any persons present to deliver such proxies or designate individuals for voting and provided that all persons who present themselves at the time of that call are given the opportunity to register proxies or individuals for voting.

ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Eligibility, Selection, and Tenure. The Board of Directors shall consist of not less than three (3) and no more than fifteen (15) Directors. The first Board will be appointed by the incorporators and will include Directors with one and two-year terms to begin staggered terms. At least one-third (1/3) of the Directors must be licensed allopathic or osteopathic physicians. Directors must be members of the Corporation. Directors shall be elected by majority vote of the members at an annual meeting. Prior to the election, each member in attendance shall receive a short self-authored biography of each candidate and a disclosure of all businesses in which the candidate owns at least a 5% interest. Years of service are not strict 12 month periods but shall be counted from the date of each annual meeting and terms of Directors will begin and terminate in the appropriate year on the date of the annual membership meeting. Each Director shall hold office for a term of three (3) years, with the maximum number of full consecutive three-year terms being two (2). Any Director who has served two full consecutive terms must take leave of the Board for at least one year. However, if a Director having served two full consecutive three-year terms is also an officer, that Director's term shall automatically be extended until the expiration of the officer term then being served. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by a majority vote of the remaining Directors. In the event of a tie vote, the President shall choose the succeeding Director.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.04. Removal. A Director may be removed with or without cause by a 2/3 vote of the remaining Directors at a meeting, or by action in writing of all other Directors (not including the Director in question) pursuant to Section 3.09, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.05. Regular Meetings. The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times, and places as the Board shall determine. In the event any Director shall miss any two (2) consecutive regular meetings, the Board of Directors shall automatically review that Director's continued Directorship. It shall be the responsibility of the UCAOA President to contact said Director prior to any removal decision being final so as to determine the desire of that Director to continue her/his Directorship.

Section 3.06. Special Meetings. Special meetings shall be at such dates, times, and places as the Board shall determine.

Section 3.07. Notice. Meetings may be called by the President or at the request of any two (2) Directors by written notice sent to each Director at the most recent address given to the Corporation by the Director. For the purpose of this Section 3.07, such notice in writing requirement shall be deemed to have been met if said notice is sent either by First Class United States Mail or by electronic means. If a Director is present at a meeting, this is *de facto* evidence of adequate notice being given to that Director.

Section 3.08. Quorum. A quorum shall consist of a majority of the Board attending in person and through teleconferencing. All decisions (unless otherwise stated in these Bylaws) will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting on occasion without further notice.

Section 3.09. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. For the purpose of this Section 3.09, such consent in writing may be by paper or electronic means. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.10. Participation in Meeting by Conference Telephone. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. If any Director gives the President at least 48 hours notice that said Director will not attend in person, adequate provision for teleconferencing of any Director not able to attend in person must be made if such provision is requested by Director not able to attend.

Section 3.11. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board which, except for an Executive Committee or Nomination Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

Section 3.12. Nominating Committee. For the purpose of nominating candidates for the positions of Directors, there shall be a Nominating Committee, composed of the Vice President, who shall be the Chair of the Nominating Committee, and at least two (2) other members of the Board of Directors, who are selected by vote of the Board of Directors. However, in the event the Vice President is completing her or his first full three-year term and desires to serve a second three-year term, she or he shall be replaced as the Chair of the Nominating Committee by the President or a Director appointed by the President. Each member of the committee shall have one (1) vote and decision shall be made by the majority. Nominations may also be made by a majority vote of the Board of Directors. Nominations may also be made by a written nomination, signed by at least ten (10) members and submitted to the Secretary at least thirty (30) days prior to the date of the election. Upon completion of the list of nominees, the Nominating Committee shall present said list to the Board of Directors for final approval.

Section 3.13. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the Corporation as employees or independent contractors may receive reasonable and appropriate compensation.

**ARTICLE IV
AUTHORITY AND DUTIES OF OFFICERS**

Section 4.01. Officers. The officers of the Corporation shall be a President, a Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may designate. No two (2) or more offices may be held by the same person. The offices of President and Treasurer may not be held by persons who own at least a 10% interest in a mutual business.

Section 4.02. Election of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

Terms of office are two (2) years, and no officers shall serve in the same office for more than two consecutive terms. Officers shall hold office until the next regularly scheduled Board of Directors meeting following the second two (2) year term, or until a successor is duly elected and qualified, whichever occurs sooner.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. Removal. An officer may be removed with or without cause by a majority vote of the Board of Directors at a meeting of the Board of Directors, or by action in writing of all other Directors pursuant to Section 3.09, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. President. The President shall be a Director of the Corporation and will preside at all meetings of the Board of Directors. The President shall be an allopathic or osteopathic physician with a license to practice medicine in the United States of America, including its Territories, who is actively engaged in the practice of urgent care medicine. The President shall be a member ex-officio of all Committees of the Corporation. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors. The President shall not vote on matters coming before the Board of Directors, except in the case of a tie vote where the President will cast the deciding vote.

Section 4.06. Vice-President. The Vice-President shall be a Director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall be the chair of the Nominating Committee and perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 4.07. Secretary. The Secretary shall be a Director or other individual appointed by the Board of Directors and shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director.

Section 4.08. Treasurer. The Treasurer shall be a Director of the Corporation and shall report to the Board of Directors at each regular meeting on the status of the Corporation's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors. Expenditures over \$9,999.99 per occurrence will require the approval of the Executive Director and one Director of the Corporation.

Section 4.09. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE V INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or willful misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer, or employee is entitled.

ARTICLE VI ADVISORY BOARDS AND COMMITTEES

Section 6.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 6.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 - December 31, but may be changed by resolution of the Board of Directors.

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 7.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 7.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(6) of the Internal Revenue Code.

Section 7.05. Contracts and Loans with Directors and Officers

No Director or Officer of this Corporation, nor of any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless:

1. the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common Directorship, Officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction;
2. such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s);
3. prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
4. the Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;

Section 7.06. Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer.

**ARTICLE VIII
CONFLICT OF INTEREST**

In the event a Director has a direct or significant financial or personal interest in any matter or arrangement coming before the Board of Directors, said Director shall fully disclose the nature of the interest and, if deemed appropriate by a majority of the Board of Directors, this Director shall withdraw from discussion, lobbying, or voting on the matter or arrangement.

**ARTICLE IX
BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

Section 9.01. Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep on its website a copy of the Bylaws as amended to date, and a copy of the Certificate of Incorporation. These web pages shall be available for inspection by any member of the Corporation at all times.

Section 9.02. Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation.

This inspection by a Director may be made in person or by an agent or attorney, subject to said agent or attorney being approved by the UCAOA President, which approval shall not be unreasonably withheld. The right of inspection includes the right to copy and make extracts of documents. However, this right to copy and make extracts of documents shall not extend to documents considered to be of a proprietary corporate nature such as membership mailing lists and vendor mailing lists, or of a confidential personnel nature such as employee personnel records.

Section 9.03. Annual Statement of Certain Transactions

The Corporation shall comply with appropriate laws, respecting the filing, when and if applicable, of an annual statement as required, reporting on any loans, guarantees, indemnifications or advances by the Corporation for the benefit of its officers and Directors.

Section 9.04. Public Inspection and Disclosure

The Corporation shall have available for public inspection at its principal office a copy of its' three (3) most recent annual exempt Corporation information returns and a copy of its' application for recognition of exemption and determination letter. In addition, in the event that the Corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the Corporation.

**ARTICLE X
AMENDMENT OF BYLAWS**

These Bylaws may be amended after both of the following procedures are completed:

1. A majority of the Directors present at a meeting of the Board of Directors vote to approve such amendment, provided at least seven (7) days prior written notice is given to each Director of the proposed amendment, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.09.
2. After the Board of Directors approves any amendment to these Bylaws, the amendment shall be presented to the members in writing at least 7 days prior to a meeting of the members. The amendment becomes effective after receiving a majority affirmative vote of the members at a meeting of the members. An amendment shall not require approval of the members, if it is approved by unanimous vote of the Board of Directors.

The above and foregoing Amendment and Restatement of the Bylaws of the **URGENT CARE ASSOCIATION OF AMERICA, INC.** was adopted on March 2, 2009 by unanimous vote of the Board of Directors.

Dated this 2nd day of March, 2009.

By:, Lee Resnick, President

By:, Cindi Lang, Secretary