

NATIONAL CAPITAL PHYSICIANS FOUNDATION (EIN: 81-1085170)

BYLAWS

(Adopted January 11, 2016 by NCPF Board Resolution)

MISSION

The National Capital Physicians Foundation is a not-for-profit foundation whose mission and goal is to advance the practice of medicine and improve population health in the national capital region through education, research and innovation.

UNDERLYING PRINCIPLE

The National Capital Physicians Foundation will identify and support some programs and projects on a continuous basis; and on a periodic basis other programs and projects will be identified which are appropriate and within the scope of the National Capital Physicians Foundation. The National Capital Physicians Foundation will seek individual and corporate donations, and shall apply for grants consistent with its mission.

Article I – Offices

The principal office of the National Capital Physicians Foundation will be located in Montgomery County, Maryland. The corporation may have such other offices, either within or without the State of Maryland, as the Board of Directors may determine or as the affairs of the corporation may require from time to time. The corporation will have an continuously maintain a registered office, and a registered agent whose office is identical with the registered office.

Article II - Name

The name of the corporation shall be the National Capital Physicians Foundation hereinafter known as the Foundation.

Article III - Purpose

The purpose of the Foundation is for educational and research activities and such other charitable purposes as the Board may determine from time to time within the meaning of section 501(c)(3) of the Internal Revenue Code. The educational and research activities of the Foundation will be related to:

- Enhancing the health and wellbeing of physicians;
- Enhancing the health of the citizens of the national capital region;
- Improving quality and increasing the accessibility of medical and health services to the general public;
- Conducting educational programs to enhance the knowledge of physicians and/or the public about health care issues
- Encouraging and funding research and innovation in health care and technology;
- Encouraging and developing physician leadership programs;
- Assisting in disaster planning, coordination and response;
- Receiving and maintaining funds to use to fund other tax-exempt organizations which share the mission of the Foundation;
- Promoting volunteerism among medical and health professions; and
- Establishing fundraising.

Article IV - Members

The Foundation shall have no members and is a non-stock corporation.

Article V - Officers

Section 1. Officers. The officers of the Foundation shall be the President, Vice President, and Secretary-Treasurer.

Section 2. Election & Terms. Officers shall be elected at an annual meeting of the Board of Directors which shall be held at the beginning of the fiscal year. The officer term is for one year. A director may serve in an officer position no more than two consecutive terms.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified or if no time is specified at the time of the acceptance thereof as determined by the President. The Board of Directors shall elect a successor to complete the unexpired term.

Section 4. President. The President shall preside at all meetings of the Foundation and of the Board of Directors and in general shall perform all duties incident to the office of chair and such other duties as may be prescribed by the Board of Directors.

Section 5. Vice President The Vice President shall, in the absence of the President, perform the duties of that office.

Section 6. Secretary-Treasurer. The Secretary-Treasurer shall recommend and advise on the creation and maintenance of all corporate records. The Secretary-Treasurer shall review and certify the minutes of all corporate meetings and attest to the authenticity of corporate records and/or the signature of corporate officers when authorized to do so by the Board of Directors. The Secretary-Treasurer serves as chair of the Finance Committee and is kept informed of all financial matters pertaining to the Foundation, and reports to the Board of Directors regarding budgets, Foundation funds, and other assets and liabilities.

Article VI – Board of Directors

Section 1. Authority. The affairs of the Foundation shall be managed by the Board of Directors.

Section 2. Composition. The Board of Directors shall consist of the three officers and six additional directors. At least seven of the directors shall be physicians, two of which shall be appointed by Montgomery County (MD) Medical Society.

Section 3. Board Elections. During the last quarter of each fiscal year of the corporation, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws. New directors shall be elected by a majority of directors present at such a meeting, providing there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 4. Term of Office. Directors shall serve two-year terms which shall be staggered to ensure leadership continuity. Directors may serve no more than three consecutive terms.

Section 5. Compensation. Directors shall receive no compensation for their services, and shall not benefit financially or otherwise from the programs or activities of the Foundation.

Section 6. Annual Meeting. There shall be an Annual Meeting at the beginning of the fiscal year for the purpose of electing officers.

Section 7. Meetings. Meetings of the Board of Directors may be called by the President or by any three Directors, to be held at such time and place as may be stated in a notice mailed, or emailed, to each director at the last known address ten working days prior to such meetings, unless notice is waived in writing by all directors. Directors may participate in and act at any meeting of the Board of Directors 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. Such participation shall constitute attendance and presence at the meeting. Any action which may be taken at any regular or special meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 8. Quorum. A majority of the directors, providing said majority includes either the President or Vice President, shall constitute a quorum at all meetings of the Board of Directors.

Section 8. Resignation. Any director may resign at any time by giving written notice to the President of the Foundation. Such resignation shall take effect at the specified time, or at the time of acceptance by the President. A successor shall be appointed to serve the remainder of the resigning director's term.

Section 9. Removal. Any director may be removed by a majority vote by the full Board of Directors, with or without cause, upon reasonable notice to the director faced with the vote and to the remaining directors.

Article VII - Committees

Section 1. Standing Committees. There shall be three standing committees, Executive, Finance & Nominations.

Section 2. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary-Treasurer, and two at-large member elected annually by the Board of Directors. A majority of the members shall constitute a quorum for the transaction of business. The Executive Committee shall be vested with all the power and authority of the Board of Directors which is not expressly withheld from it by resolution, except that the Executive Committee shall have no power to dispose of or purchase assets of the corporation or take any action contrary to any previous action of the Board. All actions of the Executive Committee are subject to confirmation by the Board. Members of the Executive Committee may participate in and act at any meeting of the Executive Committee 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. Such participation shall constitute attendance and presence at the meeting. Any action which may be taken at any regular or special meeting of the Executive Committee may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all members of the Executive Committee entitled to vote with respect to the subject matter thereof.

Section 3. Finance Committee. The Finance Committee shall consist of the Secretary- Treasurer who serves as Chair, President as Vice Chair, Vice President, and two other members of the Board of Directors elected by the board annually. It shall be the duty of this committee to make recommendations with reference to the annual budget, income and expenditures of the Foundation.

Section 4. Nominations Committee. The Vice President shall be chair of the Nominations Committee which will include two members of the Board of Directors. The Nominations Committee will determine interest in serving on the foundation board and will put forward names to fill the directors positions which are expiring at the end of the year at a regular meeting in the last quarter of the year.

Section 5. Appointed Committees. Any other committees deemed necessary shall be appointed by the President with the approval of the Board of Directors.

Article VIII – Funds and Expenses

Section 1. Fiscal Year

The fiscal year of the Foundation shall be from January 1 to December 31 inclusive.

Section 2. Funding

This Foundation is to be organized on a non-stock basis. Revenue will be sought in the form of grants to fund activities which are consistent with the Foundation's mission and purposes, and in the form of individual and corporate donations.

Section 3. Disbursements

Disbursements over five hundred dollars (\$500.00) must be approved by the President and the Secretary-Treasurer unless already provided for in the budget.

Section 4. Staff

The Foundation may employ and/or contract with staff as appropriate to carry out the mission of the Foundation. The Board of Directors may employ an Executive Director who shall report and be responsible to the Board of Directors. This person shall be the executive and general manager of the affairs of the Foundation and have authority to employ, discharge and fix the compensation of personnel in accordance with the provisions of the personnel policies established by the Board of Directors. The Executive Director will assist the Board of Directors in carrying out their duties as outlined in the Bylaws.

Section 5. Investments

The Foundation may invest its resources in keeping with its fiduciary responsibilities and investment policies which shall be reviewed annually.

Section 6. Auditing

The Foundation shall retain a Certified Public Accountant to perform a periodic audit and/or annual review and report to the Board of Directors.

Section 7. Legal Counsel

The Foundation may retain as legal counsel an attorney who is a member of the bar in Maryland and who is actively engaged in the practice of law in Maryland.

Section 8. Enabling Act

The Board of Directors is empowered to obtain office space.

Section 9. Books & Records. The corporation shall keep and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees have any authority of the Board of Directors. All books and records of the corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 9. Standing Rules

The deliberations of this Foundation shall be governed by parliamentary usage as contained in the current edition of *The Standard Code of Parliamentary Procedure* by Alice Sturgis except where modified by the Articles of Incorporation or Bylaws.

Article IX- Indemnification

The Foundation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he or she is or was an officer, director, agent or employee of the Foundation, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such a person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Foundation, and with respect to any criminal action or proceeding, had no reasonable cause to

believe his or her conduct was unlawful. As a condition of indemnification the individual must allow the Foundation to appoint legal counsel for him or her and shall agree to a coordinated defense to the extent deemed appropriate by the Foundation. Legal Counsel appointed for the individual member may, at the discretion of the Foundation, be the same legal counsel appointed to represent the Foundation and/or other individual officers, directors, agents or employees of the Foundation.

Article X – Conflict of Interest

Annually the President shall send to all member of the Board of Directors a statement regarding conflict of interest to be completed and returned. The President shall submit a report to the Board of Directors concerning the interest so disclosed.

Article XI - Dissolution

Upon the dissolution of the Foundation, the assets of the Foundation shall be distributed to such a successor organization(s) as shall qualify for exemption under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code. If no such successor organization(s) shall exist and qualify for exemption, the assets of the Foundation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XII - Amendments

These Bylaws may be amended at any regular or special meeting of the Board of Directors by a 2/3 vote of the directors present and voting, providing that at least ten days written notice is given of intention to alter, amend or repeal these bylaws.

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