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BY-LAWS  
OF  
Health Professions Network

ARTICLE I

The name of the corporation shall be Health Professions Network Inc.

ARTICLE II

PURPOSES

Section 1. Not For Profit. The corporation is organized under and shall operate as a Virginia not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the board of directors and these by-laws, as amended.

Section 2. Purposes. The Health Professions Network is organized exclusively for charitable, scientific and educational purposes, more specifically to provide an educational forum for discussion of common interests and mutual concerns in the health care professions, to provide an awareness of the diverse number of health professions, to encourage students to pursue careers in health care professions, and to educate the public and health care professionals regarding issues pertinent to the delivery of quality health care.

Section 3. Rules. The following rules shall conclusively bind the corporation and all persons acting for or in behalf of it:

a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation 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. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws, the corporation 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 (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 (or the corresponding provision of any future United States Internal Revenue Law).

b. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to

1 such organization or organizations organized and operated exclusively for charitable,  
2 educational, religious, or scientific purposes as shall at the time qualify as an exempt  
3 organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or  
4 the corresponding provision of any future United States Internal Revenue Law), as the board of  
5 directors shall determine.

6 c. The corporation shall not adopt any practice, policy or procedure which  
7 would result in discrimination on the basis of race, religion, or creed.

8 ARTICLE III

9  
10 REGISTERED OFFICE, AGENT AND SEAL

11 Section 1. Registered Office and Agent. The corporation shall have and  
12 continuously maintain in the Commonwealth of Virginia a registered office and a registered  
13 agent whose office shall be identical with such registered office, and may have such other offices  
14 within or without the Commonwealth of Virginia and such other registered agents as the board of  
15 directors may from time to time determine.

16 Section 2. Seal. The board of directors shall provide a corporate seal which shall  
17 be in the form of a circle and shall have inscribed thereon the name of the corporation and the  
18 words "Corporate Seal, Health Professions Network, Inc."

19 ARTICLE IV

20  
21 MEMBERS

22 Section 1. Classes of Members. The corporation shall have two classes of  
23 membership. Full Member and Affiliate Member.

- 24 a. Full Member. A full member shall be a
- 25 i. Membership based organization/group that is oriented towards
  - 26 the health professions or
  - 27 ii. Credentialing or accrediting organization that is oriented
  - 28 towards the health professions or
  - 29 iii. Council/consortium with a mission that supports the HPN
  - 30 mission.
- 31 b. Affiliate Member. Any institution or organization that does not
- 32 meet criteria for full membership, but is oriented toward the
- 33 health professions, supports the purposes of HPN and
- 34 subscribes to its bylaws.

35 Section 2. Approval of Members. Members shall be approved by the HPN Board  
36 of Directors.

1 Section 3. Voting Rights. Each full member (organization/group) shall be  
2 entitled to one vote on each matter submitted to a vote of the members.

3 Section 4. Resignation. Any member may resign by filing a written resignation  
4 with the secretary.

5 Section 5. Termination of Membership. The full members by affirmative vote of  
6 two-thirds of all of the full members may expel a member for cause after an appropriate hearing  
7 as outlined in the Policy and Procedure Manual.

8 Section 6. Dues and special assessments may be determined by the Board of  
9 Directors

## 10 ARTICLE V

### 11 MEETING OF MEMBERS

13 Section 1. Annual Meeting. An annual meeting of the members shall be held in  
14 the fall of each year or at such other time as the board of directors may determine, at a time and  
15 place selected by the board of directors for the purpose of electing directors and for the  
16 transaction of such other business as may come before the meeting. If such day be a legal  
17 holiday, the meeting shall be held at the same hour on the next succeeding business day. If the  
18 election of directors shall not be held on the day designated for any annual meeting, or at any  
19 adjournment thereof, the board of directors shall cause the election to be held at a special  
20 meeting of the members called as soon thereafter as conveniently may be.

21 Section 2. Special Meeting. Special meetings of the members may be called  
22 either by the president, the board of directors, or by not less than one-half of the members having  
23 voting rights.

24 Section 3. Place of Meeting. The board of directors may designate any place,  
25 either within or without the Commonwealth of Virginia, as the place of meeting for any annual  
26 meeting or for any special meeting called by the board of directors. If no designation is made or  
27 if a special meeting be otherwise called, the place of meeting shall be the registered office of the  
28 corporation in the Commonwealth of Virginia provided, however, that if all the members shall  
29 meet at any time and place, either within or without the Commonwealth of Virginia, and consent  
30 to the holding of a meeting, such meeting shall be valid without call or notice, and at such  
31 meeting any corporate action may be taken.

32 Section 4. Notice of Meetings. Written, printed or electronic notice stating the  
33 place, day and hour of any meeting of members shall be delivered, either personally, by mail, or  
34 electronically to each member entitled to vote at such meeting, not less than five nor more than  
35 forty days before the date of such meeting, by or at the direction of the president, or the  
36 secretary, or the officers or persons calling the meeting.

37 In the case of a special meeting or when required by statute or by these by-laws,  
38 the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a  
39 meeting shall be deemed delivered when deposited in the United States mail addressed to the

1 member at his address as it appears on the records of the corporation, with postage thereon  
2 prepaid. Any member may waive notice of any meeting.

3 Section 5. Informal Action by Members. Any action required to be taken at a  
4 meeting of the members of the corporation, or any other action which may be taken at a meeting  
5 of members, may be taken without a meeting if a consent in writing, setting forth the action so  
6 taken, shall be signed by all of the members entitled to vote with respect to the subject matter  
7 thereof.

8 Section 6. Quorum. A quorum for the purpose of conducting business shall  
9 constitute the active and present voting membership at a meeting.

10 ARTICLE VI

11 OFFICERS

12  
13 Section 1. Officers. The officers of the corporation shall be a president, a  
14 secretary, a vice president, a treasurer and such other officers as may be determined by the board  
15 of directors. Officers need not be residents of Virginia.

16 Section 2. Election and Term of Office. The officers shall be elected by the  
17 board of directors for an annual term and may not serve more than three consecutive terms. The  
18 officers shall be elected at the annual meeting of the board of directors nearest the expiration of  
19 their term of office and shall serve until their successors have been duly elected and have  
20 qualified. Vacancies may be filled at any meeting of the board of directors.

21 Section 3. Removal. Any officer may be removed by a 2/3 vote of the board of  
22 directors whenever in its judgment the best interests of the corporation would be served thereby.

23 Section 4. Vacancies. A vacancy in any office because of death, resignation,  
24 removal, disqualification or otherwise, may be filled by the board of directors for the unexpired  
25 portion of the term.

26 Section 5. President. The president shall be the principal executive officer of the  
27 corporation and shall in general supervise and control all of the affairs of the corporation. The  
28 president shall preside at all meetings of the board of directors and shall be the Chairman of the  
29 Board. The president may sign, with the secretary or any other proper officer of the corporation  
30 authorized by the board of directors, any deeds, mortgages, contracts, or other instruments which  
31 the board of directors have authorized to be executed, except in cases where the signing and  
32 execution thereof shall be expressly delegated by the board of directors or by these by-laws or by  
33 statute to some other officer or agent of the corporation; and in general shall perform all duties  
34 incident to the office of president and such other duties as may be prescribed by the board of  
35 directors from time to time.

36 Section 6. Vice President. In the absence of the president or in the event of their  
37 inability or refusal to act, the vice president shall perform the duties of the president, and when  
38 so acting, shall have all the powers of and be subject to all the restrictions upon the president.

1 The vice president shall perform such other duties as from time to time may be assigned to them  
2 by the president or by the board of directors  
3

4 Section 7. Secretary. The secretary shall keep the minutes of the meetings of the  
5 board of directors in one or more books provided for that purpose; see that all notices are duly  
6 given in accordance with the provisions of these by-laws or as required by law; be custodian of  
7 the corporate records and of the seal of the corporation and see that the seal of the corporation is  
8 affixed to all documents, the execution of which on behalf of the corporation under its seal is  
9 duly authorized in accordance with the provisions of these by-laws; and in general perform all  
10 duties incident to the office of the secretary and such other duties as from time to time may be  
11 assigned to him by the president or by the board of directors.

12 Section 8. Treasurer. If required by the board of directors, the treasurer shall give  
13 a bond for the faithful discharge of their duties in such sum and with such surety or sureties as  
14 the board of directors shall determine. They shall have charge and custody of and be responsible  
15 for all funds and securities of the corporation; receive and give receipts for monies due and  
16 payable to the corporation from any sources whatsoever, and deposit all such moneys in the  
17 name of the corporation in such banks, trust companies or other depositories as shall be selected  
18 in accordance with the provisions of these by-laws; and in general perform all the duties incident  
19 to the office of treasurer and such other duties as from time to time may be assigned to them by  
20 the president or by the board of directors.

## 21 ARTICLE VII

### 22 BOARD OF DIRECTORS

23  
24 Section 1. General Powers. The affairs of the corporation shall be managed by  
25 its board of directors.

26 Section 2. Composition, Tenure and Qualifications. The number of directors  
27 shall be up to 14 and elected by members present at the annual meeting. Each director shall hold  
28 office for a two year term and/or until his or her successor is elected. Terms for the directors  
29 shall be staggered. Directors need not be residents of Virginia.

30 Section 3. Regular Meetings. A regular annual meeting of the board of directors  
31 shall be held at such times and places as may be designated by resolution by the board of  
32 directors. The board of directors may provide by resolution the time and place, either within or  
33 without the Commonwealth of Virginia, for the holding of additional regular meetings of the  
34 Board without other notice than such resolution.

35 Section 4. Special Meetings Special meetings of the board of directors may be  
36 called by or at the request of the president or any two directors. The person or persons  
37 authorized to call special meetings of the Board may fix any place, either within or without the  
38 Commonwealth of Virginia, as the place for holding any special meeting of the Board called by  
39 them.

1 Section 5. Notice. Notice of any special meeting of the board of directors shall  
2 be given at least three days previously thereto by written notice delivered personally or sent by  
3 mail, or electronically by email to each director deposited in the United States mail in a sealed  
4 envelope so addressed, with postage thereon prepaid. If notice be given by mail, such notice  
5 shall be deemed to be delivered on the day following the day such notice is deposited in the  
6 United States mail. If notice is given by email, such notice shall be deemed to be delivered when  
7 the email is sent. Any director may waive notice of any meeting.

8 Section 6. Quorum. A majority of the board of directors shall constitute a  
9 quorum for the transaction of business at any meeting of the Board.

10 Section 7. Manner of Acting. The act of a majority of the directors present at a  
11 meeting at which a quorum is present shall be the act of the board of directors, except where  
12 otherwise provided by law or by these by-laws.

13 Section 8. Action by Board of Directors. Any action required to be  
14 taken at a meeting of the Board of Directors shall be in accordance with  
15 established Policy and Procedures, as adopted by the Board.

16 Section 9. Vacancies. Any vacancy occurring in the board of directors shall be  
17 filled by the board of directors. A director selected to fill a vacancy shall be elected for the  
18 unexpired term of his predecessor in office.

19 Section 10. Compensation. Directors as such shall not receive any salaries for  
20 their services, but by resolution of the board of directors, a fixed sum and expenses of  
21 attendance, if any, may be allowed for attendance at each regular or special meeting of the  
22 Board; provided, that nothing herein contained shall be construed to preclude any director from  
23 serving the corporation in any other capacity and receiving compensation therefore.

24 ARTICLE VIII

25 COMMITTEES

26  
27 Section 1. Committees of Directors. The board of directors, by resolution  
28 adopted by a majority of the directors in office, may designate one or more committees, each of  
29 which shall consist of two or more directors, which committees, to the extent provided in said  
30 resolution, shall have and exercise the authority of the board of directors in management of the  
31 corporation; but the designation of such committees and the delegation thereto of authority shall  
32 not operate to relieve the board of directors, or any individual director, of any responsibility  
33 imposed upon them by law.

34 Section 2. Other Committees. Other committees not having and exercising the  
35 authority of the board of directors in the management of the corporation may be designated by a  
36 resolution adopted by a majority of the directors present at a meeting at which a quorum is  
37 present. Except as otherwise provided in such resolution, members of each such committee shall  
38 be members of the corporation, and the board of directors of the corporation shall approve the  
39 members thereof. Any member thereof may be removed by a majority vote of the Board  
40 whenever in their judgment the best interests of the corporation shall be served by such removal.

1 Section 3. Term of Office. Each member of a committee shall continue as such  
2 until the next annual meeting of the board of directors of the corporation and until their successor  
3 is appointed, unless the committee shall be sooner terminated, or unless such member shall cease  
4 to qualify as a member thereof.

5 Section 4. Chairman. One member of each committee shall be appointed  
6 chairman by the board of directors.

7 Section 5. Vacancies. Vacancies in the membership of any committee may be  
8 filled by appointments made in the same manner as provided in the case of the original  
9 appointments.

10 Section 6. Quorum. Unless otherwise provided in the resolution of the board of  
11 directors designating a committee, a majority of the whole committee shall constitute a quorum  
12 and the act of a majority of the members present at a meeting at which a quorum is present shall  
13 be the act of the committee.

14 Section 7. Rules. Each committee may adopt rules for its own government not  
15 inconsistent with these by-laws or with rules adopted by the board of directors.

## 16 ARTICLE IX

### 17 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

18  
19 Section 1. Contracts. The board of directors may authorize any officer or  
20 officers, agent or agents of the corporation, in addition to the officers so authorized by these by-  
21 laws, to enter into any contract or execute and deliver any instrument in the name of and on  
22 behalf of the corporation and such authority may be general or confined to specific instances.

23 Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment  
24 of money, notes or other evidences of indebtedness issued in the name of the corporation, shall  
25 be signed by such officers, agent or agents of the corporation and in such manner as shall from  
26 time to time be determined by resolution of the board of directors. In the absence of such  
27 determination by the board of directors, such instruments shall be signed by the treasurer and  
28 countersigned by the president or a vice president of the corporation.

29 Section 3. Deposits. All funds of the corporation shall be deposited from time to  
30 time to the credit of the corporation in such banks, trust companies or other depositories as the  
31 board of directors may select.

32 Section 4. Gifts. The board of directors may accept on behalf of the corporation  
33 any contribution, gift, bequest or devise for the general purposes or for any special purpose of the  
34 corporation.

1 ARTICLE X

2  
3 BOOKS AND RECORDS

4 The corporation shall keep correct and complete books and records of account and  
5 shall also keep minutes of the proceedings of its board of directors and committees having any of  
6 the authority of the board of directors.

7 ARTICLE XI

8  
9 FISCAL YEAR

10 The fiscal year of the corporation shall be determined by the board of directors.

11 ARTICLE XII

12  
13 WAIVER OF NOTICE

14 Whenever any notice whatsoever is required to be given under the provisions of  
15 the Commonwealth of Virginia as amended, or under the provisions of the Articles of  
16 Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person  
17 or persons entitled to such notice, whether before or after the time stated therein, shall be deemed  
18 equivalent to the giving of such notice.

19 ARTICLE XIII

20  
21 AMENDMENTS TO BY-LAWS

22 These by-laws may be altered, amended or repealed and new by-laws may be  
23 adopted by a majority of the members present at any regular meeting or at any special meeting,  
24 provided that at least fifteen days' written notice is given of intention to alter, amend or repeal  
25 and to adopt new by-laws at such meeting.

26 ARTICLE XIV

27  
28 INDEMNIFICATION

29 The corporation shall indemnify all officers and directors of the corporation to the  
30 full extent permitted by the Commonwealth of Virginia, as amended, and shall be entitled to  
31 purchase insurance for such indemnification of officers and directors to the full extent as  
32 determined from time to time by the board of directors of the corporation.

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