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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

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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

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21 MEMBERS

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

24 a. Full Member. A *full* member shall be a *not-for profit,*
25 *member-based, professional* association/organization that is
26 oriented towards the health professions and supports the
27 purpose of HPN. Membership shall be open to an unlimited
28 number of *qualified health professions associations.* *Full*
29 *members shall have full voting privileges and may serve on the*
30 *HPN Board of Directors.*

31 b. Affiliate Member. A firm or organization that is oriented
32 towards the health professions, supports the purposes of HPN
33 and subscribes to its bylaws. *Affiliate members are not allowed*
34 *to vote or serve on the HPN Board of Directors.*

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

37 Section 3. Voting Rights. Each *full* member (association/organization) shall be
38 entitled to one vote on each matter submitted to a vote of the members.

1 shall be deemed to be delivered on the day following the day such notice is deposited in the
2 United States mail. If notice is given by email, such notice shall be deemed to be delivered when
3 the email is sent. Any director may waive notice of any meeting.

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

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

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

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

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

20 ARTICLE VIII

21 COMMITTEES

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

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

37 Section 3. Term of Office. Each member of a committee shall continue as such
38 until the next annual meeting of the board of directors of the corporation and until their successor

1 ARTICLE X

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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

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9 FISCAL YEAR

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

11 ARTICLE XII

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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

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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

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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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