

Northeast Physician Recruiter Association Bylaws

ARTICLE I: NAME

1.0 Name. The name of this organization shall be the Northeast Physician Recruiter Association (NEPRA).

ARTICLE II: PURPOSE

2.0 Purpose. The purpose of this organization shall be to promote the professional and personal development of its members and to enhance the physician recruiting profession through educational programs and other activities. This association, is registered with the State of Maine as a not for profit corporation shall be operated as a nonprofit corporation exclusively for the purposes stated herein.

ARTICLE III: MEMBERSHIP

3.0 Membership

Active Membership - Shall be open to individuals who are engaged in the recruitment and retention of physicians and other healthcare providers and who are employed to do so by a hospital, hospital organization, clinic, health maintenance organization, state or federal governmental agency. Active members are allowed to vote on NEPRA issues and/or hold an NEPRA Office. Active members are required to pay dues.

3.1 Members In Good Standing. A member in good standing is one who has paid current dues and or assessments.

3.2 Approval of Membership - All individuals seeking membership in NEPRA are required to complete and submit an NEPRA Membership application. Membership qualifications may be reviewed by Officers of the Board or designees.

3.3 Termination. A member shall be suspended or terminated whenever the Board acting in good faith, determines that any of the following events have occurred: (a) resignation of member, with reasonable notice to the Association; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board; (d) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications including but limited to breaching the NEPRA code of conduct, NEPRA Bylaws or Policies.

ARTICLE IV: MEETINGS

4.0 Annual Membership Meeting. The Association will hold an annual meeting of the regular membership at a place and on a date that the Board determines. At the annual meeting, the Board shall report the activities of the Association to the members. Other business shall be transacted as may be properly brought before the meeting.

4.1 Special Meeting. The President, the Board, or five percent or more of the membership may call special meetings of the Association's active membership. Special meetings may be held via teleconference or at an actual meeting place designated by the Board.

4.2 Notice. The Board must give Association members reasonable notice of all annual and special meetings. The notice must include a description of the business to be discussed and must be given at least 30 days, but not more than 90 days before the meeting.

4.3 Quorum, Voting. Twenty percent of active membership constitutes a quorum. A majority of members where a quorum is present is necessary to make a decision except where some other number is required by law. A quorum can be achieved by the number of active members present and/or by proxy votes by electronic communications or in such manner as determined by the Board.

ARTICLE V: DUES

5.0 Dues. Dues shall be established by the Board and shall be levied to cover the actual expenses of the organization.

5.1 Delinquency. Any member of the Association who is delinquent in dues, fees, or assessments may be suspended or have his/her membership terminated.

5.2 Refund. No dues will be refunded.

ARTICLE VI: BOARD OF DIRECTORS

6.0 Board of Directors. The Board is the governing body of the Association and has authority and is responsible for the supervision, control, and direction of the Association.

6.1 Composition. The Board shall consist of the President, Secretary, Treasurer, four members at large. Officers must be active members in good standing of the NEPRA for a minimum of one year prior to the election, active members on at least one NEPRA Committee for at least one year, and their dues must be paid in full.

6.2 Term of Office and Election. Officers serve a term of two years following their election. Officers and Directors will be elected by a majority vote of members in good standing. The election shall be conducted at a business meeting or via U.S. Mail or E-mail or in such manner as the Board shall determine by resolution and in accordance with law.

6.3 Vacancies. If a vacancy occurs on the Board for any reason, the Board may fill the position for the unexpired portion of the term. The Board may remove a member of the Board missing any two consecutively scheduled board meetings without an excused absence by the President.

6.4 Call of Meetings. The President, or Secretary may call meetings of the Board. The Board shall hold meetings at the time and place it selects.

6.5 Notice. The Board may hold regular meetings without notice if the Board fixes the time and place of such meeting. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally, by telephone, or other electronic means. In all cases the notice shall specify in reasonable detail the business to be transacted.

6.6 Quorum. A quorum of the Board shall be a majority of the members, presently in office.

6.7 Board Action. Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present is the act of the Board.

ARTICLE VII: DUTIES

7.1 President. The President shall set the agenda, convene, and preside over the meetings of the membership.

7.2 Secretary. The Secretary shall keep the minutes of meetings, notify the membership of meetings, and keep an accurate membership register to be published on an annual basis.

7.3 Treasurer. The Treasurer shall be responsible for all the funds and the payment of debts of the organization.

7.4 Member-at-Large. The Member-at-Large shall represent the membership at committee meetings.

ARTICLE VIII: COMMITTEES

8.0 Committees. The Board may create committees to which it may delegate various governance functions, provided the Board shall issue to the committee a specific mission statement with a definition of the committee's authority.

8.1 Committee Meetings. All committee meetings shall conform to the requirements of these Bylaws respecting meetings of the Board with necessary changes in detail.

ARTICLE IX: INDEMNIFICATION

9.0 Indemnification. To the fullest extent permitted by the law, the Association shall indemnify and hold harmless all agents against claims arising out of any alleged or actual action or inaction in the good-faith performance of their duties. "Agents" for this purpose shall include Directors, and officers.

ARTICLE X: COMPENSATION FOR SERVICES

10.0 Compensation for Services: No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation in carrying out one or more of its purposes.

ARTICLE X: AMENDMENTS

10.0 Amendments. These Bylaws may be amended by a majority vote of the Board or the membership, provided that certain amendments to the Bylaws, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the membership at the annual meeting or a special meeting of the organization as set forth in section 4.3 of these Bylaws and as permitted by the law. Recommended amendments will be presented to the Secretary and reviewed by the Board no less than 30 days prior to the annual or special meeting. The Secretary will provide a copy of the amendment to the membership at the annual or special meeting. The votes may take place in person or via proxy by U.S. Mail or electronic communications as permitted by the law.

Adopted on September 23, 2010