

BYLAWS
OF
AMERICAN BOARD OF QUALITY ASSURANCE AND
UTILIZATION REVIEW PHYSICIANS, INC.

The Diplomates of the above entitled Corporation, under the Pennsylvania Non-Profit Corporation Act (hereinafter referred to as "Corporation"), hereby adopt the following Bylaws for the government of said Corporation, the regulations of its affairs, and the carrying on of its business of providing testing, certification and education services for professionals who are engaged in health care quality and management, including quality assurance, patient safety, risk management, and utilization review activities.

ARTICLE I

Diplomate Status

There shall be one designated class in this Corporation, that being Diplomate. In addition to the Diplomates referred to above, the Board of Directors may designate other persons who may take part in the projects to be carried out under the direction or control of the Corporation, under such terms and conditions as the Board of Directors may determine. Additionally, the Board of Directors may establish non-voting and/or honorary subcategories of membership classifications with applicable eligibility requirements as the Board of Directors may determine.

ABQAURP Fellowship

Any member that has held Diplomate Status for five consecutive years will automatically be recognized as a Fellow of ABQAURP. Fellows of ABQAURP may use the designation of FABQAURP to distinguish themselves among their peers. Fellows of ABQAURP may use the designation of FABQAURP as long as their Diplomate Status has not been terminated.

Section 1. Qualifications and Conditions.

A. Doctors of Medicine or Osteopathy. Any doctor of medicine or osteopathy who holds a current and non-restricted medical license recognized by a Board of Medical Examiners of each State, Territory or Province in which the doctor is licensed, and who is performing health care quality assurance and utilization review activities, and who meets the qualifications and credential requirements established by the Board of Directors, shall be eligible to apply to take the certification examination.

The examinee, upon attaining a qualifying score on the examination, as established by the Board of Directors, shall be afforded the status of Diplomate in the Corporation.

B. Podiatrists. Any Podiatrist who holds a current and non-restricted podiatric license recognized by a Board of Podiatric Examiners of each State, Territory or Province in which the podiatrist is licensed, and who is performing health care quality assurance and utilization review activities, and who meets the qualifications and credential requirements established by the Board of Directors, shall be eligible to apply to take the certification examination. The examinee, upon attaining a qualifying score on the examination, as established by the Board of Directors, shall be afforded the status of Diplomate in the Corporation.

C. Dentists. Any Dentist who holds a current and non-restricted dental license recognized by a Board of Dental Examiners of each State, Territory or Province in which the dentist is licensed, and who is performing health care quality assurance and utilization review activities, and who meets the qualifications and credential requirements established by the Board of Directors, shall be eligible to take the certification examination. The examinee, upon attaining a qualifying score on the examination, as established by the Board of Directors, shall be afforded the status of Diplomate in the Corporation.

D. Chiropractors. Any Chiropractor who holds a current and non-restricted chiropractic license recognized by a Board of Chiropractic Examiners in any State, Territory or Province in which the chiropractor is licensed, and who is performing health care quality assurance and utilization review activities, and who meets the qualifications and credential requirements established by the Board of Directors, shall be eligible to take the certification examination. The examinee, upon attaining a qualifying score on the examination, as established by the Board of Directors, shall be afforded the status of Diplomate in the Corporation.

E. Other Health Care Professionals. Any Registered Nurse or other health care professional, as designated by the Board of Directors, who holds a current and non-restricted license and/or certificate appropriate to the individual's profession in any State, Territory or Province, and who is performing health care quality assurance and utilization review activities, and who meets the qualifications and credential requirements established by the Board of Directors, shall be eligible to take the certification examination. If the individual's profession does not require a license, the Credentials Committee may determine said individual's eligibility based upon other factors such as work experience and education in quality assurance and utilization review. The Examinee, upon attaining a qualifying score on the examination, as established by the Board of Directors, shall be afforded the status of Diplomate in the Corporation.

Section 2. Examination Procedure for Diplomate Status

A. Examination Application Form. Any eligible person desiring to take the certification examination and become a Diplomate of this Corporation shall complete and sign the Examination Application provided for that purpose by the Corporation. The Examination Application shall be in the form or forms determined by the Board of Directors and shall contain a clause stating in substance that the applicant agrees to be bound by the Articles of Incorporation, Bylaws, Code of Ethics, and Rules and Regulations of this Corporation.

B. Credentialing Procedure. All applications for those individuals desiring to take the Certification Examination shall be reviewed against a set of Credentialing Standards, as established by the Board of Directors, to insure the applicant meets all the licensing, professional, clinical, and educational requirements. Applicants may not take the certification examination until their application has met the Credentialing Standards. Any application not meeting the Credentialing Standards shall be referred to the Credentials Committee or a subset thereof. The applicant shall be notified of the findings of the Credentials Committee.

C. Grievances. If an applicant has a grievance as a result of the Credentials Committee declining the application to take the certification examination, the applicant may submit a written request for review of the application by the Board of Directors at the next scheduled Board of Directors meeting. The decision of the Board of Directors shall be final and binding upon all parties.

D. Recruitment, Retainment, and Outreach. The Board of Directors shall devise and cause to be implemented a plan for continuously recruiting eligible physicians and other health care professionals to take the Certification Examination. This plan will include efforts to retain Diplomate members.

E. Tenure of Diplomate Status. A Diplomate may voluntarily elect to terminate Diplomate status at any time by serving written notice at the principal office of the Corporation, and a Diplomate need only continue to meet the qualifications for examination, continuing education requirement, and pay all dues and fees owed to ABQAURP to remain a Diplomate of this Corporation, subject to Section "G" contained herein.

F. Rights and Restrictions of Diplomates. Any Diplomate shall be equally eligible for service upon the Board of Directors or as an Officer of the Corporation and for assignment to the Corporation's committees.

G. Termination of Diplomate Status. Diplomate Status may be terminated by the Board of Directors for the following reasons: (1) Revocation of professional license; or (2) failure to fulfill the continuing education requirement as determined by the Board of Directors; or (3) falsification of application, felony offenses, or other adverse professional action detrimental to the organization as defined by the Board of Directors. Failure to notify the Board of Directors of any adverse action may also constitute Cause; or (4) failure to pay all dues and fees owed to ABQAURP.

Should a Diplomate choose to terminate his or her Diplomate Status, or if his or her Diplomate Status is terminated by the Board, such individual's name will be removed from ABQAURP's Diplomate Directory. Additionally, the former Diplomate will no longer receive Diplomate membership benefits. When verification of a Diplomate's board certification is requested, ABQAURP must indicate that the Diplomate has not maintained his or her board certification, and, accordingly, that the individual is not a Diplomate.

Should a Diplomate choose to terminate his or her Diplomate Status, or if his or her Diplomate Status is terminated by the Board, the individual who has attained the FABQAURP designation may not continue to use the Fellowship designation, FABQAURP.

A Diplomate must accurately state his or her board certification status at all times as more fully set forth in the rules for use of the ABQAURP Marks (as defined in the Corporation's Rule and Regulations, maintained on the ABQAURP Website). This includes descriptions in curriculum vitae, business cards, advertisements, publications, directories, and letterheads. Any member who has not maintained, or has terminated their Diplomate Status may not claim Diplomate Status, may not claim HCQM board certification, and must cease all use of the ABQAURP Marks and all logos relating to HCQM board certification, and must revise all descriptions of his or her qualifications accordingly.

In order to re-establish Diplomate Status, the individual must complete the reinstatement process set forth by ABQAURP in the Member Reinstatement Form (which can be found on the ABQAURP Website) and must pay all past due fees.

Section 3. Diplomate Roster.

A written record of the Diplomates of this Corporation shall be kept in the National Office and certified by the Secretary on an annual basis. The Diplomate records shall contain the name, address, and specialty of each Diplomate and, in any case where Diplomate status has been terminated for any reason whatsoever, an entry of such fact, together with the date upon which the Diplomate status was terminated.

Section 4. Diplomate and Non-Diplomate Contributions.

The Corporation shall require the payment of examination fees and continuing medical educational assessment fees from all Diplomates. These fees shall be determined and set by the Board of Directors. The Corporation shall allow voluntary contributions from any source.

ARTICLE II

Meeting of the Diplomates

Section 1. Annual Meeting.

The Annual Meeting of Diplomates of this Corporation shall be held pursuant to a schedule adopted by the Board of Directors and circulated to the Diplomates.

Section 2. Regular Meetings.

The Board of Directors may schedule regular meetings of the Diplomates pursuant to a schedule adopted by the Board of Directors and circulated to the Diplomates.

Section 3. Special Meetings.

A special meeting of the Diplomates of this Corporation may be called at any time by one-third of the Board of Directors or by at least ten percent (10%) of the Diplomates of the Corporation.

Section 4. Place of Meeting.

The Board of Directors may designate any place, either within or without the State of Florida, as a place of meeting for any regular or special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the National Office of the Corporation in the State of Florida.

Section 5. Notice of Special Meeting.

Written notice stating the place, day and hour of any special meeting of Diplomates shall be delivered, either personally or by mail, to each Diplomate, not less than ten (10) nor more than sixty (60) days before the date of said meeting, by the Secretary. If the Secretary shall neglect or refuse to fix the time

of the special meeting within twenty (20) days of the request, the person or persons calling the special meeting may do so. The purpose or purposes for which the special meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to each Diplomat's address as it appears on the records of the Corporation.

Section 6. Informal Action by Diplomates.

Any action required by law to be taken at a meeting of the Diplomates, or any action which may be taken at a meeting of such Diplomates, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by such Diplomates entitled to vote with respect to the subject matter thereof.

Section 7. Quorum.

At any duly called meeting of the Diplomates, either 5% of the Diplomates or a majority of the Board of Directors shall be sufficient to constitute a quorum for the transaction of business.

Section 8. Voting.

A majority of the Diplomates present at a duly called meeting at which a quorum is present shall be necessary for the adoption of any matter to be voted upon by the Diplomates, unless a greater percentage is required by law or by these Bylaws. Diplomates may vote on any matter, including changes in the Articles or Bylaws by mailed ballot or in person.

ARTICLE III

Board of Directors

Section 1. Designation of Board of Directors.

The governing power of this Corporation shall be vested in the Board of Directors, consisting of thirteen (13) Directors.

Section 2. Power of the Board of Directors.

The Board of Directors shall be responsible for the overall policy, management, and operations of the Corporation.

Section 3. Qualifications of Directors and Composition of the Board of Directors.

A. **Diplomate Directors.** The number of Directors who must be Diplomates of the Corporation shall be ten (10), of whom no fewer than eight (8) shall be Doctors of Medicine, Doctors of Osteopathy, Doctors of Podiatry, Doctors of Dentistry, or Doctors of Chiropractic. The remaining two

(2) Diplomate Directors shall be Other Health Care Professionals. No individual shall be elected as a Director or hold elective office in the Corporation solely by virtue of an office that person holds in another organization. There shall be no ex-officio members of the Board of Directors.

B. Non-Diplomate Directors. In addition, three (3) Non-Diplomate Directors shall be appointed by the Board of Directors.

Section 4. Term of Office.

The Diplomate Directors shall serve terms of five (5) years. Each Non-Diplomate Director shall be appointed to serve a three (3) year term.

Section 5. Staggered Terms.

The term of Diplomate Directors shall be staggered so that approximately one-sixth (1/6) of the Diplomate Directors' terms expire annually.

Section 6. Commencement of Term.

The terms of all members of the Board of Directors will commence immediately upon their election or appointment to office.

Section 7. Compensation.

Directors as such shall not receive any stated salaries for their services but, by resolution of the Board of Directors, reasonable compensation and expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 8. Election of Directors.

A. Meeting of the Nominating Committee. The Nominating Committee shall meet as many times as necessary whether in person or by telephonic conference to be able to present a slate of candidates to the Secretary at least ninety (90) days prior to the Annual Meeting. All nominations by the Nominating Committee shall be accompanied by a curriculum vitae and a signed letter stating that the nominee will serve if elected.

B. Meeting of the Board of Directors. The Board of Directors shall meet whether in person or by telephonic conference to approve and/or amend the Nominating Committee's slate of candidates at least sixty (60) days prior to the Annual Meeting. All nominations approved by the Board of Directors shall be accompanied by a curriculum vitae and a signed letter stating that the nominee will serve if elected. At least thirty (30) days prior to the Annual Meeting, the Secretary shall certify that all Diplomates are provided with the list of candidates.

C. **Nominations by Diplomates.** Additional candidates, who must be Diplomates, may be nominated by petition of any twenty (20) Diplomates who submit to the National Office a candidate's name and Curriculum Vitae in writing, accompanied by a signed letter of the nominee agreeing to serve if elected, at least sixty (60) days prior to the Annual Meeting.

D. **Voting.** The final slate of candidates resulting from paragraphs B and C above and a ballot shall be provided to all Diplomates at least thirty (30) days prior to the Annual Meeting. The election for vacant Board of Director positions shall occur at the Annual Meeting of Diplomates. The candidate(s) receiving the most votes for the appropriate vacancy or vacancies shall be elected at the Annual Meeting.

Section 9. Removal and Resignation from Office.

A Director who misses a majority of the regular meetings of Board of Directors in any one calendar year may be removed from office for Cause without prior notice. Any Director may be removed from office for Cause by an affirmative vote of two-thirds (2/3) of the Board of Directors present at any regular or special meeting of the Board of Directors. Written notice of the purpose of the meeting shall be mailed to said Director's last known address at least ten (10) days prior to the date of the meeting. Any Director may resign at any time. Such resignation shall be made in writing to the Board of Directors and shall take effect at the time of its receipt by the Board of Directors. The acceptance of a resignation shall not be necessary to make it effective.

Section 10. Vacancies.

Vacancies of unexpired terms on the Board of Directors shall be filled by the Chairman of the Board and ratified by a majority vote of the Board of Directors for the remainder of that unexpired term.

A. **Annual Meeting.** The Annual Meeting of the Board of Directors shall be held on the same day as the Annual Meeting of the Diplomates.

B. **Organizational Meeting.** Immediately after the Annual Meeting of Diplomates, the Board of Directors shall hold its organizational meeting for the purpose of election of Officers and such other business as may properly come before the meeting.

C. **Regular Meetings.** Regular meetings of the Board of Directors, in addition to the Annual Meeting, shall be held at least two (2) times annually at such time and place as shall be determined by the Board of Directors. Notice thereof shall be given as provided. The notice need not specify the nature of the business to be conducted.

D. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman, or if he is absent, or unable to act, or refuses to act, then by the Vice Chairman of the Corporation, or by one-third (1/3) of the Directors submitting a request for said special meeting to the Secretary of the Corporation. Written notice of the time, place, and purpose of special meetings shall be sent to each Director by mail or other form of written communication, charges prepaid, addressed to the Director's address as it is shown upon the books of the Corporation at least ten (10) days prior to such special meeting.

E. Written Consents and Waivers of Notice. The transactions of any meeting of the Board of Directors, however called, noticed or held, shall be as valid as though had at a meeting duly held at the regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice of or a consent to the holding of such meeting or an approval of the minutes and approvals are filed with the corporate records and made a part of the minutes of the meeting.

F. Meetings to be Open. All regular and special meetings of the Board of Directors shall be open for observation to all Diplomates of the Corporation unless special notice is given. There is reserved to the Board of Directors the right to go into executive session to discuss personnel matters, at any organizational, regular, or special meeting of the Board of Directors.

G. Quorum and Voting. At any meeting of the Board of Directors, a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by external contract provisions or by other provisions of these Bylaws. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall be present. Only Directors shall have the power to cast a vote.

ARTICLE IV

Officers

Section 1. Qualifications and Term of Officers.

The Officers of the Corporation shall be members of the Board of Directors and each shall serve a term of three (3) years.

Section 2. Election of Officers.

The Officers of the Corporation shall be elected for a term of three (3) years by the Board of Directors at an annual organizational meeting of the Board of Directors, and each shall hold office until said Officer shall resign or shall be removed or otherwise disqualified to serve, and until a successor shall be elected and qualified.

Section 3. Officers.

The Officers of the Corporation shall be a Chairman of the Board of Directors, a Vice Chairman, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other Officers, including one or more Assistant Secretaries, one or more Assistant Treasurers, one or more Project Directors, and such other administrative Officers as it may deem desirable, such other Officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

Section 4. Election and Term of Office.

Each Officer shall serve for a term of three (3) years, but in no event shall the term of any Director be extended by virtue of election to office. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until a qualified successor shall have been duly elected.

Section 5. Removal and Resignation of Officers.

Any Officer may be removed from office by a two-third (2/3) vote by the Board of Directors serving, at any regular or special meeting of the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chairman or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Re-Election

The Officers of the Corporation may be re-elected to as many terms of office as the Board of Directors may deem advisable.

Section 7. Vacancies

A vacancy in any office occurring other than at the time of the annual organizational meeting of the Board of Directors because of death, resignation, disqualification or otherwise is to be filled in the order of succession, with all Officers ascending to the next higher position. The lowest vacant Officer position, when created by succession, shall be filled by the Chairman and ratified by the Board of Directors for the unexpired portion of the term.

Section 8. Chairman

The Chairman of the Board of Directors and shall preside at all meetings of the Diplomates and the Board of Directors. The Chairman shall serve as the head of the Corporation and shall be responsible for the development of the agenda for all meetings of the Board of Directors and the Executive Committee. The Chairman shall annually appoint the members of all standing committees with the concurrence of the Board of Directors. The Chairman shall be an ex-officio member of all standing committees with the exception of the Nominating Committee. The Chairman shall also perform such other duties as may be prescribed by Resolution of the Board of Directors.

Section 9. Vice Chairman

The Vice Chairman shall, in the absence of the Chairman or in the event of his inability to perform the duties of the Chairman, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall also perform such other duties as may be prescribed by Resolution of the Board of Directors.

Section 10. Secretary

The Secretary shall keep the minutes of the meetings of the Diplomates and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian and see that the seal of the Corporation is affixed to all documents as required, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Diplomat which shall be furnished to the Secretary by such Diplomat; and in general perform all duties incident to the office of Secretary. The Secretary may delegate any of these duties to the head of Corporate Administration, with approval of the Board of Directors, as the Secretary shall

deem to be necessary and appropriate. The Secretary shall also perform such other duties as may be prescribed by Resolution of the Board of Directors.

Section 11. Treasurer.

The Treasurer shall, if required by the Board of Directors, give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine; shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and shall deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer. The Treasurer may delegate any of these duties to the head of Corporate Administration, with the approval of the Board of Directors, as the Treasurer shall deem to be necessary and appropriate. The Treasurer shall also perform such other duties as may be prescribed by Resolution of the Board of Directors.

Section 12. Corporate Administration.

An individual whose title shall be designated by the Board of Directors shall be hired and supervised by the Board of Directors of the Corporation and will function as the head of corporate administration. Subject to established policy of the Board of Directors, this individual shall have authority to direct and supervise the administration of the business and affairs of the corporation as outlined in the employment agreement and position description executed by the Board of Directors and as may be amended from time to time.

Section 13. Project Directors.

Any Project Director shall serve under the general supervision and direction of the superior Officers. The Project Director shall supervise the administration of such projects as may be assigned and shall perform such other duties as may be delegated by the Board of Directors, the Chairman, or superior Officers.

Section 14. Assistant Treasurers and Assistant Secretaries.

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairman or the Board of Directors.

ARTICLE V

Committees

Section 1. The following Committees are established as Standing Committees of the Bylaws. All actions taken by these committees are subject to review and approval or disapproval by the Board of Directors.

Section 2. Executive Committee

The Board of Directors shall appoint an Executive Committee to act for the Board of Directors in the interim between its regular meetings, provided that such action by such Executive Committee shall be consistent with the established policy of the Board of Directors. The Executive Committee shall be composed of the Officers of the Corporation. The Chairman of the Board may appoint other persons to the committee with the concurrence of the Board of Directors. Unless special notice is given, Executive Committee meetings shall be open for observation to any Diplomat except those meetings concerned with personnel issues. (Executive Committee meetings shall be open to the same extent as Board of Directors meetings.) Executive Committee meetings shall always be open for observation to members of the governing body. All actions taken by the Executive Committee are subject to Board of Directors approval.

Section 3. Nominating Committee.

The Nominating Committee shall consist of four (4) members of the Board of Directors appointed by the Chairman with the concurrence of the Board of Directors. Minutes shall be kept of the meetings and actions of the Committee and submitted to the Board of Directors for review and approval.

Section 4. Finance Committee.

The Finance Committee may consist of the Treasurer and any other Directors, Diplomates, or Non-Diplomates appointed by the Chairman, with Board of Directors concurrence, and shall be responsible for the financial oversight of the Board and will provide the Board of Directors with interim and annual fiscal reports prepared by the corporate accounting firm. Minutes shall be kept of the meetings and actions of the Committee and submitted to the Board of Directors for review and approval.

Section 5. Bylaws Committee.

The Bylaws Committee may consist of Directors, Diplomates and Non-Diplomates appointed by the Chairman, with the concurrence of the Board of Directors. The Bylaws Committee shall certify to the Board of Directors at least once per year that it has made a complete review of the Bylaws and shall present any changes it may recommend at least annually, but more often if appropriate. Minutes shall be

kept of the Meetings and actions of the committee and submitted to the Board of Directors for review and approval.

Section 6. Other Committees.

The Chairman may from time to time create and appoint other special committees, as needed, with the concurrence of the Board of Directors. The Board of Directors shall invest in such committees such powers and duties as it may deem desirable. The Board of Directors shall specify for each committee its purpose, charge, objectives, projects, relationship, staffing support and term and members of the committees (if fixed). The Chairman of the Board of Directors shall be an ex-officio member of all committees, except the nominating committee.

Section 7. Committee Chair.

The Chairman shall appoint a member of each committee as Chair of each such committee to a term of one (1) year with the concurrence of the Board of Directors.

Section 8. Eligibility for Appointment to Committees.

Any Diplomate of the Corporation is eligible for appointment to a committee unless its membership is restricted by law or regulations. Non-Diplomates may serve on the various committees at the discretion of the Board of Directors.

Section 9. Powers and Duties of the Committees.

The committees created shall have such powers and duties as are provided for by the Board of Directors or through these Bylaws.

Section 10. Committee Procedures.

Each committee created pursuant to this Article may make and operate by its own rules or procedures as approved by the Board of Directors. For each such committee, a majority of the members present of such committee shall be necessary for the adoption of any resolution. All committee meetings, except those which deal with personnel matters, shall be open to any Diplomate of the Corporation for observation.

ARTICLE VI

Conflicts of Interest

Section 1. Voting by Director or Committee Member.

No Director or committee member shall vote or engage in discussion on any matter which would involve a conflict of interest.

Section 2. Definition of Conflict of Interest.

A Director or committee member shall be deemed to have a conflict of interest in any matter involving a partner, business associate, immediate family member or a health care facility or association of health care facilities in which said Director or committee member has any monetary interest. Determination of other cases of conflicts of interest shall be made by the Board of Directors in accordance with Section 3 hereof.

Section 3. Announcing Conflicts of Interest.

Whenever a Director or committee member has cause to believe that a matter to be voted upon would involve a conflict or possible conflict of interest, said Director or committee member shall announce the conflict of interest and shall abstain from voting on such matter. The question of whether an actual conflict exists shall be decided by a majority vote of the Directors or the committee in which the member having the conflict or possible conflict of interest is serving. Any other Directors or committee members present who have already been disqualified from voting on the issue because of their own similar conflicts of interest shall be excluded from voting on the determination of the existence of any such conflict of interest.

Section 4. Raising Conflicts of Interest.

Any other person may raise a question of conflict of interest or possible conflict of interest with respect to any Director or committee member present.

ARTICLE VII

Books and Records

Section 1. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Diplomates entitled to vote. All books and records of the Corporation may be inspected by any Diplomat for any purpose at any reasonable time upon written request.

Section 2. Special Reports.

The Corporation shall maintain and/or submit all reports required in accordance with terms of contract, established principles of medical ethics and by law.

ARTICLE VIII

Miscellaneous

Section 1. Seal.

The Corporation may have a seal of such design as the Board of Directors may adopt. If so adopted, the custody of the seal shall be with the Secretary and who shall have the authority to affix the seal to all instruments where its use is required.

Section 2. Fiscal Year.

The fiscal year of the Corporation shall extend from January 1 through December 31.

Section 3. Annual Audit.

An audit by independent certified public accountants selected by the Board of Directors may be made annually of the books and accounting records of the Corporation. The results of the audit shall be made available to the Diplomates of the Corporation upon request.

Section 4. Parliamentary Guide.

The most current edition of Roberts Rules of Order shall be the parliamentary guide for the conduct of this Corporation's meetings.

ARTICLE IX

Liability and Indemnification

of

Directors and Officers

Each Director, Officer and committee member of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims liabilities to which said person has or shall become subject by reason of any action alleged to have been taken, omitted, or neglected by said Director, Officer or committee member; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim rising out of such person's willful misconduct, gross negligence, or criminal acts. The amount paid to any Officer, Director or committee member by way of indemnification shall not exceed the actual, reasonable, and necessary expenses incurred in connection with the matter involved. The right of indemnification herein above provided for shall not be exclusive of any rights to which any Director, Officer or committee member of the Corporation may otherwise be entitled by law.

ARTICLE X

Amendment of Bylaws

These Bylaws may be amended, repealed, or altered, in whole or in part, and additional Bylaws may be adopted by two-thirds (2/3) vote of the Directors then in office and by ratification of a majority of votes cast by Diplomates in the mailed ballot. At least thirty (30) days prior to the date of the meeting at which any amendment to the Bylaws is to be considered, a notice to the effect (that amendment of the Bylaws is to be considered at such Board of Directors meeting) shall be circulated to all Directors. The ratification vote may be by means of a ballot that states that no response shall be deemed to be an affirmative vote.

Ratified by ABQAURP Membership: Jan. 15, 2003; Feb. 23, 2007; May 19, 2012.