

The New York Chapter of ACP Services, Inc.

BYLAWS

ARTICLE I

OFFICES

Section 1.1. The name of the Corporation shall be New York Chapter of ACP Services, Inc.

Section 1.2. The offices of the corporation are located at 744 Broadway, Albany, New York. The Corporation may have such other or successor offices as the Board of Directors shall from time to time determine.

ARTICLE II

PURPOSES

Section 2.1. The purposes of the Corporation are those which are set forth in its' Certificate of Incorporation. They also include the maintenance of an organization of qualified physicians for the purpose of supporting and improving the practice of Internal Medicine, as well as the scientific, educational, economic, social and political aspects of the practice of medicine, in order to secure and maintain high quality patient care and the highest standards of medical practice. The purposes also include furthering the objectives and purposes of ACP Services, Inc., a Pennsylvania nonprofit corporation ("ACP Services"). In pursuing its purposes the Corporation shall not act so as to impair its eligibility for exemption from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any successor provision.

Section 2.2. The Corporation is subject to any limitations and restrictions imposed on it by the Bylaws of Services, or by any resolution passed by the Board of Directors of Services. If the Corporation does not comply with such restrictions the Corporation shall be required (without limiting any other actions which may be required of it), upon request of Services, to cease being an affiliate of Services, or using the name of Services, the American College of Physicians any abbreviation thereof, or any similar term.

ARTICLE III

MEMBERSHIP

Section 3.1. Membership in the Corporation shall consist of those persons who are members of the New York Chapter ("Chapter") of the American College of Physicians, a Delaware nonprofit corporation ("ACP").

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.1. All meetings of the members of the Corporation shall be held to the extent feasible in conjunction with meetings of the Chapter, as the Board may determine.

Section 4.2. An annual meeting of the members of the Corporation shall be held each year in conjunction with the annual meeting of the members of the Chapter. The purpose of the annual meeting shall be for transacting that business which shall be brought before the members of the Corporation. Special meetings of the members, for any purpose permitted under the articles of incorporation and by statute may be called by the President, the Board or at least ten percent of the members entitled to vote at such meeting upon written request delivered to the secretary of the corporation. When called by the members, the notice of such demand delivered to the secretary of the corporation shall state the date when such meeting shall be held.

Section 4.3. Written notice of any meeting of members, stating the place, the date and hour and the purpose or purposes of the business to be transacted thereat, shall be served upon or mailed, postage paid, to each member at such address as appears on the books of the Corporation, not less than ten nor more than fifty days before such meeting, unless a greater period of notice is required by statute in a particular case. When called by members as set forth above, the meeting shall take place not less than two or more than three months from the date the secretary receives said written demand. Upon receipt of the demand, the secretary shall promptly give notice of the meeting. If (s) he fails to do so within five business days thereafter, any member signing such demand may give such notice."

Section 4.4. Except as may be otherwise provided by statute or by these Bylaws, a quorum for the transaction of business at any meeting of members shall consist of no less than 100 of those members eligible to vote. Methods of notice for meetings of the members shall be consistent with those outlined in Section 9.4.

Section 4.5. Except as may be otherwise provided by statute or by these Bylaws, the vote of a majority of the members entitled to vote who are present in person shall decide any question brought before any meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. The Board of Directors shall consist of the Officers of the Corporation and those persons who serve as current members of the Council of the Chapter. In no event shall there be fewer than 3 directors.

Section 5.2. The Board shall ensure through the nominating process that the members nominated for election to the Board will result in a Board that reflects the diversity of the chapter.

Section 5.3. The duties of the Board shall be those ordinarily performed by a Board of Directors of a corporation. The Board shall manage the business and affairs of the Corporation, and may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised and done by the

members of the Corporation or by the President of the Corporation. Notwithstanding the foregoing, the Corporation shall not use the name American College of Physicians, ACP or other names utilized by the Chapter, ACP Services or ACP in other than routine correspondence and communications without the prior approval of the Chapter and ACP Services. The annual budget of the Corporation shall require approval by the Board of Directors and written notification to ACP Services.

ARTICLE VI

BOARD MEETINGS

Section 6.1. The meetings of the Board may be held at such place within New York or elsewhere as a majority of the Board members may designate from time to time or as may be designated in the notice calling the meeting. To the extent feasible, meetings shall be held in conjunction with meetings of the Council of the Chapter.

Section 6.2. Regular meetings of the Board shall be held no less than three times per year, one of which is at the Annual meeting of the Corporation, and at such times and places as shall be determined from time to time, by resolution of the Board. Notice of each regular meeting of the Board shall specify the time and place of the meeting and shall be sent to each Board member at least fourteen days before the meeting. An organizational meeting of the new Board may be held at the same place and immediately after the annual meeting at which the Board members were elected. No notice need be given to the newly elected Board members in order to legally constitute the meeting.

Section 6.3. Special meetings of the Board may be called by the Governors, President or the Secretary upon written request of any six members of the Council on ten-business day's notice to each Council member. Notice of each special meeting of the Council shall specify the date, time, place and the purpose of the meeting.

Section 6.4. A majority of the members of the Board entitled to vote shall constitute a quorum for the transaction of business, and the acts of a majority of the Board members present at a meeting at which a quorum is present shall be the acts of the Board, except as may be otherwise specifically provided by statute or by these Bylaws. If a quorum shall not be present at any Board meeting, the Board members present may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted other than by announcement at the meeting at which such adjournment is taken.

Section 6.5. Board members may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all Board members so participating shall be deemed to be present in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 6.6. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Board members and shall be filed with the Secretary of the Corporation and with the minutes of the proceedings of the Board.

ARTICLE VII

OFFICERS

Section 7.1. The officers shall be a President, Treasurer, and Secretary. The officers of the Corporation shall be elected by vote of the Board from amongst the Governors and Governors Elect of the Chapter, but shall not serve in the same capacity as the officers of the Chapter. The officers shall be Fellows or Masters of the American College of Physicians. These officers, the non-officer Governors and any Governors-Elect shall comprise the Executive Committee, which shall have the authority to exercise all powers of the Board between meetings of the Board. The Executive Committee shall keep records of any actions and report at the next meeting of the Board for its approval or disapproval.

Section 7.2. The Officer Nominating Committee shall recommend candidates for the offices of President, Treasurer, and Secretary. The officers of the corporation shall not serve in the same office as they may serve in the Chapter. The officers' term of office shall be one year. The President may not succeed him (her) self.

Section 7.3. The Board may remove any officer or board member from the Board whenever, in its judgment, the best interests of the Corporation will be served thereby. A vote of three-quarters of the sitting members of the Board will be required to take this action. If the office of any officer becomes vacant because of removal by the Board, death, resignation or any other reason, such vacancy shall be filled by a majority vote of the Board from among the other non-officer Governors, unless otherwise specifically provided by statute or by these bylaws. Any person so elected shall serve until a successor is elected or at any special meeting of the members duly called for that purpose and held prior thereto. If this section is in conflict with S.706 of the New York Not-for-Profit Corporation law, the provisions of the New York Not-for-Profit law shall govern.

Section 7.4. The Board may appoint such other officers, assistant officers and agents as the needs of the Corporation may require who shall hold their positions for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the Board.

Section 7.5. The Board shall approve salaries and benefits for all chapter employees. In addition, expense allowances for Board members, officers, and other individuals shall be approved by the Board.

THE PRESIDENT

Section 7.6. The President shall (1) attend meetings of the members and of the Board; (2) act as a liaison between the Corporation and the (a) ACP Services and (b) the Chapter. The President shall be the presiding officer of the Corporation. The President shall preside at meetings of the membership, the Board and the Executive Committee. He/she shall be an ex officio member of all committees and shall make all committee appointments unless otherwise specified by the Bylaws.

Section 7.7. The President shall execute bonds, mortgages and other contracts, except where required by law to be otherwise signed and executed and except where the signing and

execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

Section 7.8. The term of the President shall commence at the close of the annual ACP national membership meeting. The term of the president shall be one year. If a vacancy occurs in the office of President, the Treasurer shall assume the Presidency for the remainder of that term.

TREASURER

Section 7.9. The Treasurer shall discharge the duties of the President in the absence of the President and shall perform other duties as the Board may prescribe or the President delegate. The term of the Treasurer shall be one year, beginning and ending at the conclusion of the Annual Meeting.

Section 7.10. The Treasurer shall maintain custody of the Corporation funds and securities, shall keep full and accurate accounts of receipts and disbursements and shall deposit all funds of the Corporation in such depositories as shall be designated by the Board. The Treasurer shall file an accurate and timely tax return for the organization and its subsidiaries each year.

Section 7.11. The Treasurer shall pay all bills and expenses of the Corporation and report to the Board, as requested, but at least annually, on all transactions and the financial condition of the Corporation.

Section 7.12. If required by the Board, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as may be satisfactory to the Board, for the faithful discharge of the duties of the office.

Section 7.13. If a vacancy occurs in the office of the Treasurer, the Secretary shall assume the office for the remainder of that term.

SECRETARY

Section 7.14. The Secretary or designee shall attend all sessions of the Board and meetings of the members and record all the votes of the Corporation and the minutes of all the transactions, and shall perform like duties for the committees of the Corporation when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and of special meetings of the Board, and shall perform such other duties, as may be prescribed by the Board or Officers, under whose supervision the Secretary shall be.

Section 7.15. If a vacancy occurs in the office of Secretary, an interim Secretary shall be appointed by the Executive Committee of the Board who shall, subject to ratification by the Board, assume the office for the remainder of that term.

ARTICLE VIII

COMMITTEES

Section 8.1. The Board may designate and create standing or temporary committees in addition to those provided for in these Bylaws. Such committees shall have such duties and responsibilities, as the Council may deem appropriate. The President shall appoint the

committee chairs. Each chair shall serve for one year or until a successor is named, unless otherwise provided in these bylaws. Each President shall review all committee chairs. The Governors of the Chapter may serve as nonvoting members of the committees. Committee member and chair appointments should reflect the diversity of the Corporation.

BUDGET AND FINANCE COMMITTEE

Section 8.2. The President shall annually appoint a Budget and Finance Committee, which shall include the Treasurer, who serves as chair of the committee, and at least two members of the Board. The Chapter Governors shall serve as non-voting members of the Committee.

Section 8.3. The Committee shall:

- (1) Prepare an annual budget for financial or legal activities of the Corporation, which shall be approved by the Board.
- (2) Provide liaison with any and all accounting and legal firms retained by the Corporation.
- (3) Assure that appropriate financial statements are prepared, review all prepared financial statements and provide appropriate internal audits of the financial activities of the Corporation.
- (4) Obtain audits of the Corporation's financial activity whenever deemed necessary.

BYLAWS COMMITTEE

Section 8.4. The President shall appoint a Bylaws Committee.

Section 8.5. The committee shall recommend, as required, bylaws changes to the membership.

HEALTH AND PUBLIC POLICY COMMITTEE

Section 8.6. The President shall appoint a Health and Public Policy Committee, including at least one member of the Board as Chairman. The Governors shall serve as a nonvoting member of the Committee. The Chair of the Liaison Committee shall be a voting member of the Health and Public Policy Committee.

Section 8.7. The Committee shall:

1. Keep abreast of technological, legislative and public policy developments in the area of health care delivery, focusing on issues that impact the provision of high quality and cost effective care to patients, and also focusing on Internal Medicine practice, public health and medical education
2. Formulate the legislative agenda and advocacy program of the corporation and shall make recommendations to the Board of Directors as it deems appropriate

3. Review resolutions generated by Chapter members, districts, council members, committees and governors and will make recommendations to the Council for action.

LIAISON COMMITTEE

Section 8.8. The President shall appoint a Liaison Committee and the Chair of the Committee. The Chair of the Liaison Committee will serve as the Chapter's official Delegate to the Medical Society of the State of New York (MSSNY). The Liaison Committee will present to MSSNY those Chapter resolutions designated to be forwarded to MSSNY, monitor and report actions taken to the Board. The Chair of the Liaison Committee will serve as the official representative to MSSNY's Interspecialty Committee or shall appoint another designee. The Chair of the Liaison Committee will serve for a term of four years or until his successor has been appointed.

Section 8.9. The Liaison Committee will be responsible for reviewing and recommending official appointments to coalitions, governmental agencies and other liaison activities. The Chair will also seek to work with other professional and specialty organizations to create a forum for common issues and concerns. The Liaison Committee Chair will be invited to attend all meetings of the Council and the Board with voice and no vote.

OFFICER'S NOMINATING COMMITTEE

Section 8.10. An Officer Nominating Committee shall be appointed by the President and shall consist of no less than five members of the Board. The Officer Nominations Committee shall recommend candidates for the offices of President, Treasurer, and Secretary.

ARTICLE IX

GENERAL PROVISIONS

REPORT TO MEMBERS

Section 9.1. The President shall submit at the annual meeting of the members a full report of conditions and finances of the Corporation together with a review of its acts for the preceding year.

CHECKS AND NOTES

Section 9.2. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or designees as the Board may from time to time designate.

FISCAL YEAR

Section 9.3. The fiscal year of the Corporation shall be from July 1 of one year to June 30 of the following year.

NOTICES

Section 9.4. Whenever, under the provisions of the statutes of the Articles of Incorporation or of these Bylaws, notice is required to be given to any person, it may be given to such person

either personally or by sending a copy thereof through the mail, charges prepaid, or by facsimile transmission or electronic mail, or by recognized delivery service to the appropriate address appearing on the books of the Corporation or supplied by him to the Corporation for the purpose of notice. Notice shall be deemed to have been given when delivered in person or three days after being deposited in the United States mail or with a recognized delivery service.

Section 9.5. Whenever any written notice is required to be given by statute or by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of any person entitled to vote at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

LIABILITY AND INDEMNIFICATION

Section 9.6. Subject to any limitations imposed by statutes, the Corporation shall indemnify any current or former officer, Board member or employee 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, (and whether or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to these Bylaws in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

Section 9.7. Unless ordered by a court, any indemnification under section 9.7 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct set forth under that section has been met. Such determination shall be made by the Board by a majority vote of a quorum consisting of Board members who were not parties to the action or proceeding; if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Board members so directs, by independent legal counsel in a written opinion; or by the members.

DUES AND FEES

Section 9.8. The dues shall be established by the Board annually. The annual dues shall not be assessed against any member who is exempt from the payment of annual dues to ACP, unless such member is exempt solely because of the payment of a life membership fee to ACP.

PARLIAMENTARY AUTHORITY

Section 9.9. The procedure for all meetings of the Chapter shall be according to the American Institute of Parliamentarians Standard Code of Parliamentary Procedure.

ARTICLE X

AMENDMENTS AND FUNDAMENTAL CHANGE

Section 10.1. The Articles of Incorporation or Bylaws may be altered, amended or repealed by a majority vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose, or, to the extent permitted by law, by a majority vote of the members of the Board at any regular or special meeting duly convened, subject always to the power of the members to change such action by the Board members; provided however, that no fundamental change such as the foregoing or such as a merger, division, or dissolution shall be effective without the approval of the Board of Directors of ACP Services.

Approved by ACP Services
Board of Directors, April 11,2000
Amended for Name Change October 2003
Amended and approved NYACP Council April 2005
Amended and approved by ACP Services Board of Directors November 6, 2016