

**BY-LAWS
OF
ALABAMA MEDICAL DIRECTORS ASSOCIATION**

ARTICLE I. OFFICES

The Principal office of the Association in the State of Alabama shall be located in the City of Montgomery, Montgomery County. The Association may have such other offices, either within or without the State of Alabama, as the board of directors may designate or as the business of the Association may require from time to time.

The registered office of the Association, required by the Alabama Business Corporation Act to be maintained in the State of Alabama may be, but need not be, identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE II. MEMBERS

Section 1: Membership classification: There shall be four classifications of membership in this Association.

- A. Regular membership may be extended and granted to any physician, nurse practitioner, and physician assistant involved in the care of patients in long-term care facilities in the State of Alabama or any other state.
- B. Associate membership may be extended and granted to nurses, pharmaceutical representatives, administrators, and any other professionals involved in long-term care. Associate members may attend all membership meetings, may be heard on issues presented and shall be entitled to vote on all issues but are not eligible to hold office in the Association.
- C. Facility membership may be extended and granted to long-term care facilities in the State of Alabama or any other state. Membership would allow the facility to send up to two non-MD representatives, to include DON, LPN, RN, NHA, etc., to the midwinter and annual conferences. The two members may attend all membership meetings, may be heard on issues presented, but shall not be entitled to vote or eligible to hold office in the Association.
- D. Honorary members may be admitted on the recommendation and approval of the Board of Directors. Honorary members shall be entitled to the privileges afforded Associate members but shall have no vote in the Association business and shall not be eligible to hold office.
- E. There shall be no limitation on the number of members this Association may have within the classifications set forth above.

Section 2: Annual Meeting: The annual meeting of the members shall be held on such a date as set by the Board of Directors within such month as shall be fixed by the board of directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any

adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 3: Special Meetings: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the board of directors, and shall be called by the president at the request of not less than one-tenth of all regular members of the Association entitled to vote at the meeting.

Section 4: Place of meetings: The board of directors may designate any place, either within or without the State of Alabama, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the Association in the State of Alabama.

Section 5: Notice of Meetings: Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten days before the date of the meeting, either personally, by mail or e-mail, by or at the direction of the president, or the secretary, or the officer or other persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United State Mail, addressed to the member at his address as it appears on the membership records of the association, with postage prepaid thereon.

Section 6: Fixing of Record Date: For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other purpose, the board of directors of the Association may provide that the membership records shall be closed for a stated period but not to exceed, in any case, fifty days prior to such meeting. If the membership records shall be closed for purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the membership records, the board of directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than fifty days and, in case of a meeting of members, not less than ten days prior to which the particular action, requiring such determination of members, it to be taken. If the membership records are not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the day on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of the members has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the membership records and the stated period of closing has expired.

Section 7: Voting Record: The officer or agent having charge of the membership records of the Association shall make, at least ten (10) days before each meeting of the members, a complete list of the members entitled to vote at each meeting of members or any adjournment therefore, arranged in alphabetical order, with the address of and the

classification of each. For a period of ten days prior to any meeting of members, such list shall be kept on file at the principal office of the Association and shall be subject to inspection by any member making written request therefore at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. Only such members who have paid all dues and assessments shall be entitled to vote.

Section 8: Quorum: There shall not be a specific quorum. Those members present at a duly constituted meeting shall be entitled to vote; a majority vote of those present shall carry a motion.

Section 9: Proxies: At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 10: Voting of Members: Each member in good standing, who has paid all dues, assessments and indebtedness to the Association, shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

Section 11: Termination of Membership, Reinstatement: A regular or associate member shall be terminated upon failure to pay dues and assessments when due and/or the failure to continue involvement in the care of nursing home patients and/or nursing homes. A regular or associate member may be reinstated to membership after termination by payment of all dues and assessments owing and continuing or resuming involvement in the care of nursing home patients and/or involvement in nursing homes.

Section 12: Imposition of dues and assessments: The membership shall levy dues and assessments on each regular or associate member of this Association at their annual or special meeting.

Article III. Board of Directors

Section 1: General Powers: The business and affairs of the Association shall be managed by its board of directors.

Section 2: Number, Tenure and Qualifications: The number of directors of the Association shall be thirteen (13). The terms of directors shall be staggered, with six new directors elected each year for a two-year term. The immediate past president would, upon completion of his/her term as president, automatically assume a one-year term as board chairman. Each director shall hold office until the next annual meeting of members and until his successor shall be elected and qualified. Directors need not be residents of the State of Alabama but shall be members of the Association.

Nothing shall be construed as preventing a director from succeeding himself in office and serving multiple terms.

Section 3: Regular Meeting: A regular meeting of the board of directors shall be held without other notice than this by-law immediately before or after, and at the same place as, the annual meeting of members. The board of directors may provide, by resolution, the time and place, either within or without the State of Alabama, for the holding of additional regular meetings within other notice than such resolution.

Section 4: Special Meetings: Special Meetings of the board of directors may be called by or at the request of the president or by any four (4) directors.

Section 5: Place of Meeting: The board of directors may designate any place, either within or without the State of Alabama, as the place of meeting for any regular or special meeting of the board of directors. Members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all people participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 6: Notice: Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each director at his business address, internet email and or by fax. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of such meeting, except where directors attends a meeting of express purpose or objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice of waiver of notice of such meeting.

Section 7: Quorum: Fifty (50%) of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum present, or the refusal of any director present to vote.

Section 8: Manner of Acting: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 9: Action without a Meeting: Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 10: Vacancies: Any vacancies occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors through less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected to serve until the next annual meeting of members. Any directorship to be filled by reason

of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

The Board of Directors shall appoint a Nominating Committee prior to the annual membership meeting to nominate candidates for officers of the Association and for positions on the Board of Directors coming vacant. Additional nominations may be made from the floor at the annual membership meeting.

Section 11: Compensation: By resolution of the board of directors, each director may be paid his reasonable and necessary out of pocket expenses, if any, of attendance of each meeting of the board of directors. The Board of Directors may elect to set a fixed sum for attendance at each meeting of the board of directors.

Section 12: Presumption of Assent: A director of the Association who is present at a meeting of the board of directors at which action on any Association matter is taken shall be presumed to have assented to the action taken unless he/she shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Association immediately after the adjournment of the meetings. Such right to dissent shall not apply to a director who voted in favor of such action.

Article IV. Officers

Section 1: Number: The officers of the Association shall be a president, vice president, and a secretary/treasurer who shall be elected by the board of directors. Such other officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person.

Section 2: Election and Term of Office: The board of directors shall serve as nominating committee and put forth a panel of candidates to be voted upon by the eligible membership at the annual meeting. Each officer shall serve a term of one year; however, nothing shall prohibit an officer from succeeding himself in office.

Section 3: Removal: Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the Association will be served thereby.

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

Section 5: President: The President shall be the principal executive officer of the Association and, subject to control of the board of directors, shall in general supervise and control all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the members and of the board of directors. The President may sign, with the secretary of any other proper officer of the Association thereunto authorized by the board of directors, instruments which in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these By-Laws to some other officer or agent of the Association, or shall be required by

law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6: Vice president: The Vice-President shall assume the responsibilities of the President should the President be unavailable. The Vice-President also will serve as the program director and educational coordinator for the organization and oversee the educational components of the organization's meetings.

Section 7: The Secretary/Treasurer: The secretary shall: (a) assure the keeping of the minutes of the proceedings of the members and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (d) assure the keeping of a register of the post office address of each member which shall be furnished to the secretary by such members; (e) have general charge of the membership records of the Association; and (f) in general perform all duties incident to the office of secretary/treasurer and such other duties as from time to time may be assigned by him by the president or by the board of directors.

Section 8: Salaries: Service as an officer of this Association shall be voluntary and no officer shall be entitled to a salary for his services as such. The Board of Directors may establish such paid positions as Executive Secretary or Executive Director if such is in the best interest of the association and may set the salary for such position. The salaries of the Executive director and any other employee shall be fixed from time to time by the board of directors and no such officer shall be prevented from receiving such salary by reason of the fact that he may also be a director of the Association. Officers may be reimbursed their reasonable and necessary out of pocket expenses associated with performance of their duties as such.

Article V. Contracts, Loans, Check and Deposits

Section 1: Contracts: The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Association, and such authority may be general or confirmed to specific instances.

Section 2: Loans: No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3: Checks, Drafts, etc.: All checks, drafts, or other orders for the payment of money, notes or other indebtedness issued in the name of the Association shall be signed by such officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the board of directors.

Section 4: Deposits: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the board of directors may select.

Article VI. Fiscal Year

The fiscal year of the Association shall begin on the 1st day of January and end on the last day of December in each year.

Article VII. Corporate Seal

The board of directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association and the state of incorporation and the words "Corporate Seal".

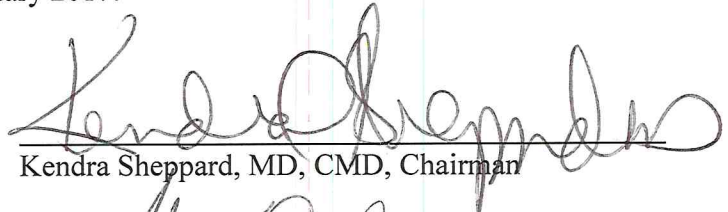
Article VIII. Waiver of Notice

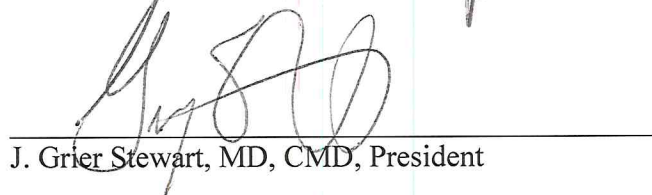
Whenever any notice is required to be given to any member or director of the Association under the provisions of these By-laws or the provision of the Articles of Incorporation or under the provisions of the Constitution of Alabama or the Alabama Non-Profit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article IX. Amendments

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the board of directors or by the members at any regular or special meeting, provided, however, that the board of directors may not alter, amend or repeal any by-law establishing what constitutes a quorum at members meetings.

Amended by the members and board of directors of Alabama Medical Directors Association this the 28th day of January 2017.


Kendra Sheppard, MD, CMD, Chairman


J. Grier Stewart, MD, CMD, President

January 28, 2017

Date adopted
[Signature]