

BY-LAWS
of
PCPI® FOUNDATION

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BY-LAWS

of

PCPI® FOUNDATION

ARTICLE I – NAME

The name of the corporation shall be PCPI Foundation.

ARTICLE II – PURPOSES

The PCPI Foundation is an Illinois not for profit corporation organized for educational, scientific and charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 and shall have such powers as are now or as may hereafter be granted by the Illinois General Not for Profit Corporation Act of 1986, as amended. To fulfill the PCPI Foundation’s purposes, the Board of Directors may adopt policies and procedures (“Policies”) from time to time as described in Article V, Section 3. (4).

ARTICLE III – MEMBERSHIP

The PCPI Foundation shall have member organizations which meet and maintain the following qualifications, privileges and obligations:

Section 1. Membership Categories

a. Voting Members. Voting members shall include the following categories of member organizations:

- (1) Founding Members American Medical Association (“AMA”) and Council of Medical Specialty Societies (“CMSS”)]
- (2) Accrediting/certifying/licensing organizations for Doctor of Medicine or Osteopathy
- (3) Accrediting/certifying/licensing organizations for health care professionals and providers
- (4) Specialty Medical Societies

- (5) State Medical Societies
- (6) Employers and employer coalitions
- (7) Health care professional – non-physician health care practitioner associations
- (8) Health information technology organizations
- (9) Health plans and health plan associations
- (10) Health systems, hospitals, group practices and health system/hospital/group practice associations
- (11) Patient advocacy and consumer-focused organizations
- (12) Pharmacies and pharmacy associations
- (13) Quality improvement organizations and associations

b. Non-Voting, Dues-Paying Members include:

- (1) Pharmaceutical manufacturers
- (2) Biomedical manufacturers
- (3) Medical Device manufacturers

c. Non-Voting, Non-Dues-Paying Members include:

- (1) Federal governments agencies
- (2) State government agencies

Section 2. Privileges and Obligations of Voting Member Organizations.

Privileges and obligations of voting member organizations include:

- (1) Voting to elect members of the Board of Directors;
- (2) Appointing a company or organizational delegate to serve in general PCPI activities;
- (3) Participating in programs and committees as invited as detailed in Policies;
- (4) Complying with the PCPI Foundation Bylaws and Policies applicable to members; and
- (5) Paying annual membership dues as established by the Board of Directors.

Section 3. Privileges and Obligations of Non-Voting, Dues-Paying Members

Pharmaceutical, biomedical and medical device manufacturers have all privileges and applicable obligations of other member organizations except that they cannot vote.

Section 4. Privileges and Obligations of Non-Voting, Non-Dues Paying Members.

Federal and state government agencies shall have all privileges and applicable obligations of other member organizations except that they cannot vote, will not be counted in quorum requirements and are not required to pay dues.

Section 5. Membership Application, Approval and Documentation. Eligible organizations must formally apply for voting or non-voting membership by submitting completed membership documents to the CEO/Executive Director in accordance with the process specified by the Board of Directors and detailed in Policies.

Section 6. Good Standing. To retain membership benefits, a member organization must remain in good standing by abiding by all applicable requirements of the Bylaws and Policies. In the event a member organization is not in good standing, all privileges of the member organization are forfeited, including but not limited to the right of a Representative to vote, and/or hold a seat on the Board of Directors and/or be a member of a committee, if applicable.

Section 7. Termination of Membership. Membership in this Association may terminate by voluntary resignation or as otherwise provided in these Bylaws. All rights, privileges and interest of a member in or to the Association shall cease upon termination of membership.

Section 8. Voluntary Resignation. Any member wishing to resign must file a written resignation with the CEO/Executive Director. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 9. Censure, Suspension and Expulsion. The Board of Directors may, by affirmative vote of two-thirds (2/3) of all the directors, censure, suspend or expel a member for cause after an appropriate hearing, conducted in accordance with procedures adopted by the Board of Directors. The Board may, by a majority vote of the Directors present at a meeting at which a quorum is present, terminate the membership of any member who becomes ineligible for membership.

Section 10. Reinstatement. Upon written request signed by a former member and filed with the CEO/Executive Director, the Board of Directors may, by affirmative vote of two-thirds (2/3) of the Directors present at a meeting at which a quorum is present, reinstate a former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 11. Transfer of Membership. Membership in this Association is not transferable or assignable.

- Section 12. Representatives of Member Organizations.**
- (1) **Tenure and Qualifications.** All member organizations shall appoint an individual as a Primary Representative and an individual as an Alternate Representative. The qualifications for Representatives and the procedure for a member organization replacing its Representative shall be detailed in Policies.

Representatives shall possess knowledge, expertise or experience in: (1) clinical quality improvement, and/or (2) performance and/or outcomes measurement, and/or (3) clinical guideline development, and/or (4) the practice of medicine, and/or (5) other health care professional discipline, and/or (6) patient safety, and/or (7) informatics. In the event a member organization's Primary Representative is unable to act, the Alternate Representative may act.

- (2) Benefits, Rights and Duties of Representatives. Benefits, rights and duties of Representatives shall be detailed in Policies.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called by the Chair or the Board of Directors and shall be called by the Chair upon the written request of not less than one-twentieth (1/20) of the members having voting rights. The person(s) calling a special meeting of the members shall fix the time and place of any such meeting.

Section 3. Notice of Meetings. Written notice stating the place, date and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting thirty (30) days before the date of such meeting, unless otherwise provided by statute, the Articles of Incorporation or these Bylaws. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice.

Section 4. Record Date. The record date for any meeting of the members shall be the date on which notice is delivered.

Section 5. Quorum. The members present at a meeting in person or by proxy holding one-tenth (1/10) of the votes which may be cast at any meeting shall constitute a quorum. If a quorum is not present, a majority of the members present may adjourn the meeting to another time without further notice.

Section 6. Manner of Action. The act of a majority of the members having voting rights present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

Section 7. Attendance Alternatives. Members may participate in any meeting through the use of a conference telephone or interactive technology by

means of which all persons participating in the meeting can communicate with one another or through any technology or equipment allowable under law, but only to the extent allowed by the Board of Directors. Such participation in the meeting shall constitute presence in person at the meeting.

Section 8. Proxies. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person(s) to act for him or her by proxy executed in writing. A proxy shall not be voted or acted upon after eleven (11) months from its date unless it provides for a longer period.

Section 9. Action Without Meeting. The members may take any action which they could take at any meeting of the members without a meeting if a consent in writing, setting forth the action so taken, is approved by all the members entitled to vote on the subject thereof. Alternatively, any action which may be taken at a meeting of the members entitled to vote may be taken by ballot without a meeting in writing by mail, e-mail or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes or such larger number as may be required by the Act or the Articles of Incorporation, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Written notice of the proposed action to be taken by such ballot must be delivered to each member entitled to vote on the subject at least five (5) days prior to the effective date of such action.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors. The Board of Directors shall be comprised of voting and non-voting seats. Non-voting seats will not be counted in quorum requirements.

- a. **Composition of Voting Seats.** The number of voting seats on the Board of Directors shall range between 15 and 19 (the maximum seat range allowed under Illinois law).

The Board of Directors will determine the appropriate size of the Board using these parameters and based upon its needs while adhering to the following requirements:

- (1) The seats for voting member organizations on the Board of Directors shall be comprised of seats for Physician Representative Organizations and seats for Other Representative Organizations.
- (2) A Physician Representative Organization is defined as a society or association in which the majority of its members are Doctors of Medicine and/or Doctors of Osteopathic Medicine.

- (3) The total number of Physician Representative Organization seats on the Board shall always be one more than the total number of Other Representative Organization seats.
- (4) There will be four (4) permanently Dedicated seats in the Physician Representative Organization allocation with three (3) of the Dedicated seats allotted to the two Dedicated Founding Member Organizations (AMA- 2 seats and CMSS – 1 seat) and the fourth Dedicated seat allotted to the Board Chair (who votes only to break a tie).

The designated categories for voting member organizations (with the 4 dedicated seat allocations noted in parentheses) are as follows:

(1) Physician Representative Organizations:

- i) Chair (1 seat – votes only in event of a tie)
- ii) AMA – (2 Dedicated Founding Member Organization Seats)
- iii) CMSS – (1 Dedicated Founding Member Organization Seat)
- iv) Accrediting/certifying/licensing organizations for Doctors of Medicine or Osteopathy
- v) Medical specialty societies
- vi) State medical societies

(2) Other Representative Organizations:

- i) Accrediting/certifying/licensing organizations for health care professionals and providers
- ii) Employers and employer coalitions
- iii) Health care professional – non-physician health care practitioner associations
- iv) Health information technology organizations
- v) Health plans and health plan associations
- vi) Health systems, hospitals, group practices and health system/hospital/group practice associations
- vii) Patient advocacy and consumer-focused organizations
- viii) Pharmacies and pharmacy associations
- ix) Quality improvement organizations and associations

b. Composition of Non-Voting Seats. The Board shall include the following non-voting seats that will not be counted in quorum requirements:

- (1) Past Board of Directors Chair for one (1) year following completion of service as Chair;
- (2) Any chair of an Advisory Committee who is not a voting member of the Board of Directors as described in Policies; and
- (3) Federal and State Government Agencies.

Section 2. Definitions and Terms of Service for Specific Categories of Board Seats.

- a. **Dedicated Founding Member Organization Seats.** The AMA and CMSS were the Founding Members of the PCPI and, as such, have dedicated seats on the PCPI-F Board of Directors. The AMA shall nominate two (2) members of the Board of Directors, subject to confirmation by the Board of Directors. The CMSS shall nominate one (1) member of the Board of Directors, subject to confirmation by the Board of Directors.

The AMA and CMSS may replace their respective members on the Board of Directors after providing written notice to the CEO/Executive Director, subject to confirmation by the Board of Directors.

- b. **At-Large Seats and Terms of Service for Directors Elected by Voting Member Organizations.** Except as otherwise provided in Article X section 1, the procedures for nominations and elections for at-large seats of members of the Board of Directors by voting member organizations shall be detailed in Policies. Such members of the Board of Directors shall hold office for terms of three (3) years in length for up to two (2) terms with a maximum consecutive tenure of six (6) years as a member of the Board of Directors.
- c. **Non-Voting Seats for Directors from Non-Voting Member Organizations of Federal and State Government Agencies.** The process for nomination, election and/or selection of non-voting Board of Directors seats for members of federal and state government shall be detailed in Policies. Such members of the Board of Directors shall hold office for terms of three (3) years in length for up to two (2) terms with a maximum consecutive tenure of six (6) years as a member of the Board of Directors.

Section 3. General Responsibilities of the Board of Directors.

The Board of Directors is the principal governing body which has broad oversight and fiduciary responsibilities regarding the PCPI Foundation. The duties of the Board of Directors include:

- (1) Selecting the officers of the PCPI Foundation from among all the voting members of the Board of Directors;
- (2) Developing and approving a strategic plan, prioritizing annual strategic activities and monitoring the plan's progress;
- (3) Approving the budget upon the recommendation of the Treasurer and Finance Committee;
- (4) Adopting policies and procedures of the PCPI Foundation ("Policies");
- (5) Approving subsequent changes to the Bylaws and Policies;
- (6) Approving position statements;

- (7) Appointing the chair(s) of Advisory Committee(s) from the Board of Directors;
- (8) Appointing the chair(s) of committee(s) of the Board of Directors or Ad Hoc Committees;
- (9) Requesting reports from programs and committee(s);
- (10) Creating, modifying and disbanding committee(s) including programs; and
- (11) Creating and modifying the charter or charge of committee(s) or programs.
- (12) Establishing dues, fees and assessments of voting member organizations;
- (13) Approving changes of specific activities within the Scope of PCPI Foundation Activities as described in Article VI and Appendix A, Section III of these Bylaws;
- (14) Overseeing the CEO/Executive Director; and
- (15) Other duties as requested by the Chair.

Section 4. Qualifications. Except as provided otherwise in Article X:

All members of the Board of Directors shall be nominees of voting member organizations which are in good standing and such members shall be elected or appointed as applicable. Desired criteria for members of the Board of Directors are detailed in Policies. Members of the Board of Directors can be, but need not be, the same individual who is the Primary or Alternate Representative of the voting member organization.

If a member of the Board of Directors and/or officer no longer meets these qualifications, requirements or other criteria of the position, he or she has a duty to inform the Chair and the CEO/Executive Director. Such member of the Board of Directors and/or officer shall no longer serve as a member of the Board of Directors and/or officer and a vacancy shall result.

Section 5. Start of Terms. The terms of members of the Board of Directors shall begin in October, in the year of their seating, unless otherwise announced by the Chair with the concurrence of the Board of Directors.

Section 6. Disputes. The CEO/Executive Director, in consultation with the Chair, as necessary, shall resolve issues in connection with membership seats on the Board of Directors. The Chair will review with the Executive Committee any unresolved, disputed issues involving membership seats on the Board of Directors.

Section 7. Vacancies. The term of a member of the Board of Directors shall end upon the member's resignation, death, removal, in the event the member ceases to be the nominee of his or her voting member organization or if his or her voting member organization is not in good standing.

If a vacancy occurs on the Board of Directors for any seat other than that of the AMA or CMSS, the Board of Directors, in its discretion, may name a temporary replacement in a timely manner. The voting member organization which nominated the individual whose seat on the Board of Directors has become vacant shall, if it is then in good standing, nominate an individual to serve as a permanent replacement in a timely manner, subject to the approval of the Board of Directors. In the case of a vacancy involving directors representing the AMA or CMSS, the respective organizations shall appoint alternative representatives subject to the approval of the Board of Directors which shall not be unreasonably withheld.

A nominee for a vacated Board of Directors seat shall serve for the length of the unexpired term. Serving for the unexpired term of a departing member of the Board of Directors shall not count towards the replacement nominee's maximum consecutive tenure in that position.

When the Chair is selected, his or her seat on the Board of Directors is deemed to have been vacated and the vacancy shall be filled as provided in this section.

Section 8. Removal. A director may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the members entitled to vote on removal of directors at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all such members stating that a purpose of the meeting is to vote on removal of the named director(s).

Section 9. Annual Meeting. An annual meeting of the Board of Directors shall be held without notice other than these Bylaws, immediately after and at the same place as the annual meeting of members.

Section 10. Other Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or any three (3) directors, and the person[s] calling a special meeting of the Board shall fix the time and place of any such meeting.

Section 12. Notice. The notice or waiver of notice of any meeting of the Board need not specify the business to be transacted at, nor the purpose of such meeting unless specifically required by law or these Bylaws. Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance by written notice to each director.

Section 13. Quorum. At all meetings of the Board of Directors, a majority of the total number of directors then in office shall constitute a quorum for the transaction of business. If less than a majority of the directors is present at said

meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 14. Manner of Action. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

Section 15. Action Without Meeting. The Board of Directors may take any action without a meeting which it could take at a meeting of directors if a consent in writing, setting forth the action so taken, is signed by all the directors entitled to vote on the subject thereof.

Section 16. Attendance Alternatives. Directors may participate in any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other or through any technology or equipment allowable under law; provided such technology or equipment can be made available to directors at reasonable cost and effort in the sole judgment of the Board of Directors. Such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE VI – OFFICERS, EXECUTIVE COMMITTEE AND CEO/EXECUTIVE DIRECTOR

Section 1. Board Officers. Except as provided otherwise in Article X, Section 1:

The officers of the PCPI Foundation shall include a Chair, Vice Chair, Treasurer and Secretary, to be selected by the Board of Directors from among the voting members of the Board of Directors.

The CEO/Executive Director shall receive nominations for the Board officers from members of the Board of Directors. Nominee(s) for Chair is/are subject to approval by the AMA (see Article X, Section 1).

In the event any officer is unable to fulfill his or her responsibilities, the Executive Committee will elect a replacement who meets the applicable requirements of these Bylaws from among the voting members of the Board of Directors.

- a. Chair. The Chair:
 - (1) Will be the primary officer of the Board of Directors;
 - (2) shall be a Doctor of Medicine or Doctor of Osteopathic Medicine representing one of the Physician Representative Organizations;
 - (3) will have been a member of the Board of Directors for at least one (1) year within the last three (3) years;

- (4) will preside over Board of Directors' meetings, Executive Committee meetings and other meetings as required;
- (5) will direct the preparation of agendas for Board of Directors' meetings, Executive Committee meetings and other meetings in conjunction with the CEO/Executive Director;
- (6) will vote only to break ties on matters before the Board of Directors, the Executive Committee and the member organizations;
- (7) shall appoint Committee members from among members of the Board of Directors;
- (8) may designate individuals who have specialized expertise but who are not members of the Board to serve on the committees on an ad hoc basis;
- (9) will serve as the primary spokesperson for the Board of Directors;
- (10) will act as President of the PCPI Foundation when action by a President is legally required; and
- (11) will serve on the Executive Committee of the Board of Directors and serve as chair of the Executive Committee.

Term: The Chair shall hold office for a term of two (2) years with the opportunity to serve for an additional one (1) year. The maximum tenure of the Chair is three (3) years.

b. Vice Chair. The Vice Chair:

- (1) will be a member of the Board of Directors representing one of the Other Representative Organizations defined in Article V;
- (2) may be, but is not required to be, a Doctor of Medicine or Doctor of Osteopathic Medicine; shall have participated as a member of Board of Directors for at least one (1) year within the last three (3) years;
- (3) shall assume the responsibilities of the Chair at the Chair's discretion or until a replacement Chair has been selected if the position of Chair is vacant;
- (4) may vote on all matters before the Board of Directors or the Executive Committee, unless he or she has assumed the responsibilities of the Chair and in that event, votes only if there is a tie vote; and
- (5) will serve on the Executive Committee of the Board of Directors and serve as vice-chair of the Executive Committee.

Term: The Vice Chair shall hold office for a term of two (2) years and may serve for up to two (2) terms. The maximum consecutive tenure of the Vice Chair is four (4) years.

c. Treasurer. The Treasurer:

- (1) will present the proposed PCPI Foundation budget for review and approval by the Board of Directors;
- (2) will be the chair of the Finance Committee; and
- (3) will serve on the Executive Committee of the Board of Directors.

Term: The Treasurer shall hold office for a term of two (2) years in and may serve for up to two (2) terms. The maximum consecutive tenure of the Treasurer is four (4) years.

d. **Secretary. The Secretary:**

- (1) will maintain the records of the PCPI Foundation;
- (2) will be the chair of the Bylaws Committee; and
- (3) will serve on the Executive Committee of the Board of Directors.

Term: The Secretary shall hold office for a term of two (2) years and may serve for up to two (2) terms. The maximum consecutive tenure of the Secretary is four (4) years.

Section 2. Executive Committee of The Board of Directors.

The Executive Committee of the Board of Directors shall be comprised of the officers of the Board of Directors, one (1) AMA representative member of the Board of Directors (as selected by the AMA) and the CEO/Executive Director as a non-voting member. The Chair and Vice Chair of the Board of Directors shall be the Chair and Vice Chair of the Executive Committee. The Executive Committee shall:

- (1) exercise all rights and duties of the Board of Directors between meetings of the Board of Directors (except approval of changes to the Bylaws, and other actions prohibited by law); and
- (2) serve in an advisory role to the Chair and CEO/Executive Director.

All actions taken by the Executive Committee will be binding and effective. Significant actions of the Executive Committee will be reported promptly to the full Board of Directors.

Section 3. Start of Terms. The specific terms for each of the officers noted above shall begin in October, in the year of their seating, unless otherwise announced by the Chair with the concurrence of the Board of Directors.

Section 4. CEO/Executive Director.

- a. **Responsibilities.** The CEO/Executive Director is responsible for executing the strategic plan of the PCPI Foundation and for managing PCPI Foundation staff and their assignments and performance in accordance with the mission, goals and priorities of the PCPI Foundation and consistent with applicable Policies. The CEO/Executive Director's responsibilities include but are not limited to:

- (1) **Board Governance:** Working with the Board in order to fulfill the organization Mission and leading strategic planning activities.
- (2) **Financial Performance and Viability:** Developing resources sufficient to ensure the financial health of the organization.

- (3) Organization Operations: Overseeing and implementing appropriate resources to ensure that the operations of the organization are appropriate.
- (4) Public Policy: Ensure the PCPI Foundation's presence, as requested, on national health care quality and physician performance and/or outcomes measurement organizations, committees and groups.

ARTICLE VII – COMMITTEES OF THE BOARD OF DIRECTORS AND ADVISORY COMMITTEES

Section 1. Committees of the Board of Directors. The Board of Directors shall have 3 standing committees (Finance, Bylaws and Nominations) and may create committees of the Board of Directors on an as-needed basis.

The Board of Directors shall:

- (1) Appoint the chair(s) of Advisory Committee(s) from the Board of Directors;
- (2) Appoint the chair(s) of committee(s) of the Board of Directors or Ad Hoc Committees;
- (3) Request reports from programs and committee(s);
- (4) Creating, modifying and disbanding committee(s) including programs; and
- (5) Creating and modifying the charter or charge of committee(s) or programs.

The Board Chair:

- (1) shall appoint Committee members from among members of the Board of Directors, and
- (2) may designate individuals who have specialized expertise but who are not members of the Board to serve on the committees on an ad hoc basis.

Term of service: Each member of a committee shall serve a term concurrent with their term as a member of the Board of Directors. The term of service for Chair-designees, who are not members of the Board shall be determined by the Chair at the time of their appointment. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the committee entitled to vote with respect to the subject matter thereof.

- a. Finance Committee. The Finance Committee shall make recommendations to the Board of Directors and to the CEO/Executive Director for approval by the Board of Directors regarding the PCPI Foundation's budgetary needs and funding for activities consistent with the annual recommended prioritized strategic activities.
- b. Bylaws Committee. The Bylaws Committee shall identify and propose, for consideration by the Board of Directors, amendments to the PCPI Foundation Bylaws and Policies.

- c. Nominating Committee. The Nominating Committee shall present a slate of directors to the Board of Directors which will then be provided to the membership for a vote. The details of the Nomination Committee's processes are outlined in policy.

Section 2. Programs, Advisory Committees and Ad Hoc Committees.

- a. Programs. The Board of Directors may establish programs to support the Mission of the PCPI Foundation with the budgetary concurrence of the CEO/Executive Director. The Board of Directors shall establish a charter for each program. All programs shall follow applicable Policies.
- b. Advisory Committees. The Board of Directors may establish and shall provide oversight to Advisory Committees supporting PCPI Foundation programs and activities within the Mission of the PCPI Foundation. The Board of Directors shall establish a charter for each Advisory Committee. Advisory Committee members shall be appointed as specified in Policies.

The Board of Directors shall:

- i. determine the charter and expertise needed for members of Advisory Committees, and
 - ii. appoint one (1) or more Advisory Committee chair(s) from the Board of Directors
The responsibilities of chairs of Advisory Committees and the process of replacement of chairs are described in Policies. The CEO/Executive Director shall provide central coordination of all programs and activities of the Advisory Committees. Seating of and qualifications of Advisory Committee members shall be handled in accordance with Policies. Meetings shall be scheduled and convened as necessary by the CEO/Executive Director, in consultation with the Advisory Committee chair(s). All Advisory Committees shall follow applicable Policies.
- c. Responsibilities. Programs and Advisory Committees shall be advisory to the Board of Directors and shall report to the Board of Directors on issues related to the charter of the program or of the Advisory Committee and as requested by the Board of Directors. Additional responsibilities of programs and Advisory Committees may be detailed in Policies.
 - d. Term. All members of Advisory Committees (unless otherwise specified in Policies) shall serve for a term of three (3) years in length for up to two (2) terms with a maximum consecutive tenure of six (6) years as a member of that/those Advisory Committee(s).

Section 3. Ad Hoc Committees. The Board of Directors may create Ad Hoc committees on an as-needed basis and shall appoint the Chair(s) of the Ad Hoc Committee.

ARTICLE VIII – SCOPE OF PCPI FOUNDATION ACTIVITIES

The Scope of PCPI Foundation Activities is detailed in Appendix A, Sections I-II. The Scope of PCPI Foundation Activities may be changed by following the procedure detailed in Appendix A, Section III.

ARTICLE IX – FINANCIAL AND RESOURCE ASPECTS

Section 1. Fees and Assessments. The Board of Directors may establish fees, including dues or assessments to member organizations.

Section 2. In-Kind Support and Resource Contributions of Member Organizations. All member organizations may, consistent with any Policies and at their discretion and expense, provide in-kind support and other resources for PCPI Foundation activities. Member organizations will determine and direct the type and level of professional staff resources they contribute to the activities of the PCPI Foundation. All expenses of individual participants in PCPI Foundation activities shall be borne by each individual participant's member organization and/or by the individual participant, unless otherwise specified herein or in Policies.

Section 3. Independent Activities. Member organizations are encouraged to pursue measure-related activities through the PCPI Foundation. Notwithstanding, member organizations are free to independently engage in activities beyond or in competition with activities of the PCPI Foundation so long as any restrictions on use of previously developed PCPI Foundation measures and other work products applicable to member organizations are respected.

Section 4. Business Opportunities. Revenue received from the AMA for performance measure-related activities provided by the PCPI Foundation under contract with the AMA will be in addition to any annual, unrestricted contribution from the AMA.

ARTICLE X – RESERVED RIGHTS

Section 1. AMA. It is acknowledged as of the date of adoption of these Bylaws, the AMA is the principal founding voting member organization and principal funder of the PCPI Foundation. Principal funder means the voting member organization which, considering both in-kind and continuing unrestricted financial contributions, provides the largest continuing contribution to the PCPI Foundation.

The AMA may also provide services to the PCPI Foundation through a multi-year services agreement covering personnel and other support activities, which may include providing AMA personnel to serve as the CEO/Executive Director or as staff to the PCPI Foundation, with the provisions of such agreement to be approved by the Board of Directors and by the AMA.

The AMA will be granted reserved rights due to its status as the principal founding voting member organization, its multi-year commitment of a substantial unrestricted financial contribution and its relationship as the primary provider of staffing for the PCPI Foundation at the time of adoption of these Bylaws. These reserved rights include:

- (1) Approval of any Bylaws revisions;
- (2) Approval of nominee(s) for the Chair;
- (3) Designated seat on the Executive Committee; and
- (4) Approval of the hiring/dismissal of the CEO/Executive Director.

These reserved rights will continue so long as the AMA is the principal funder of the PCPI Foundation. In the event that the AMA ceases to continue as the principal funder, the Board of Directors will review these reserved rights. If the Board of Directors discontinues a reserved right(s), the AMA will no longer have the discontinued reserved right(s).

ARTICLE XI – GENERAL PROVISIONS

Section 1. Delivery of Notice. Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules:

- (1) Upon personal delivery, if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid;
- (2) If by facsimile, when the facsimile is sent via the facsimile number shown for the member/director on the records of the PCPI Foundation;
- (3) If by telegram, when the telegram is deposited with the telegraph company;
- (4) If electronically, when transmitted to such address shown for the Member/director on the records of the PCPI Foundation; and
- (5) If by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.

Section 2. Waiver of Notice. A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a 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 holding of the meeting because proper notice was not given.

Section 3. Use of Funds and Dissolution. The PCPI Foundation shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the PCPI Foundation. Upon dissolution of the PCPI Foundation, any funds remaining shall be distributed in the manner specified in the Articles of Incorporation of the PCPI Foundation.

Section 4. Procedure. All meetings of the PCPI Foundation shall be governed by parliamentary law as set forth in the most recent edition of Robert's Rules of Order when not inconsistent with law or these Bylaws.

Section 5. Writing. Actions required to be “written,” “in writing,” or to have written consent or written approval of members, directors or committee members shall include any communication transmitted or received by electronic means or by any other technology permitted by law and not prohibited in the Articles of Incorporation or by Policies. A requirement for a signature shall be satisfied by any means recognized by law, e.g., electronic signature, unless prohibited by Policies.

ARTICLE XII –LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Limitation of Liability. No director or officer of the PCPI Foundation shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer except to the extent dictated by law.

Section 2. Indemnification. The PCPI Foundation shall indemnify any person or entity to the extent required by law and may otherwise indemnify any person or entity to the extent permitted by law.

Section 3. Advance Payments. Expenses incurred in defending an action, suit or proceeding may be paid by the PCPI Foundation in advance of the final disposition of such action, suit or proceeding, to the extent permitted by law.

Section 4. Non-exclusivity. The indemnification permitted by this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law.

Section 5. Insurance. The PCPI Foundation may purchase and maintain insurance on behalf of any person to the extent permitted by law,

whether or not the PCPI Foundation would have the power to indemnify such person against such liability under the provisions of this Article XII.

Section 6. Reports. If the PCPI Foundation has paid indemnity or has advanced expenses under this Article XII to a director, officer, employee or agent, the PCPI Foundation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

ARTICLE XIII – AMENDMENT OF THE BYLAWS

Any modifications to these Bylaws, including membership of the Board of Directors and/or categories of membership whether voting or not, shall take effect when adopted by the Board of Directors at a meeting at which a quorum exists by a two-thirds (2/3) majority vote of the Board of Directors, provided that the amendment has been submitted in writing at a previous Board of Directors meeting or provided to the Board of Directors no later than fifteen (15) days before the vote. The amendment must also be approved by the AMA, so long as the AMA has the right to approve revisions to the Bylaws as further described in Article X, Section 1. For purposes of clarity, permitted changes to the Scope of PCPI Foundation Activities as described in Appendix A, Section III are not considered an amendment to the Bylaws requiring approval by AMA.

Physicians Consortium Performance Improvement Foundation Bylaws:

Adopted July 25, 2012

Amended December 10, 2012

Amended June 17, 2015

Amended June 8, 2018

APPENDIX A

Scope of PCPI Foundation Activities

- I. The PCPI Foundation may:
 - a. Develop, specify, review, enhance, test and seek endorsement of measures for accountability and quality improvement, including activities with member organizations and others;
 - b. Develop and apply methodologies based on recommendations of Advisory Committees;
 - c. Provide education and information to its membership and others regarding activities of the PCPI Foundation and related events;
 - d. Participate on national committees and expert technical advisory panels and to provide input and influence national quality activities;
 - e. Develop and support quality improvement activities; and
 - f. Support efforts to advance the development, use and exchange of data in registries and other electronic health systems.

II. Decision making for specific activities within the Scope of PCPI Foundation Activities.

In order for the PCPI Foundation to remain nimble in its decision-making, the Chair and the CEO/Executive Director or the Executive Committee may make decisions regarding specific activities within the Scope of PCPI Foundation Activities as outlined in Section I above of this Appendix.

III. Changing the Scope of PCPI Foundation Activities.

The Scope of PCPI Foundation Activities may be changed with significant new activities that include an appropriate role for the PCPI Foundation. These activities are intended to be large in scope and of long duration. Major changes of PCPI Foundation Activities of this type are expected to be infrequent. Changing the Scope of PCPI Foundation Activities to include significant new activities requires approval of the Board of Directors.

PCPI Bylaws:

Adopted October 6, 2006

Amended May 30, 2008

Amended December 10, 2008

Amended January 28, 2010

Amended October 22, 2013

Amended December 18, 2014

Amended May 20, 2015

Amended June 8, 2018

Amended April 6, 2019