

POINT OF CARE MARKETING ASSOCIATION

BYLAWS

ARTICLE I—NAME, REGISTERED AGENT, AND OFFICES

Section 1. Name. The name of this corporation is the Point of Care Marketing Association (hereinafter referred to as the “Corporation”).

Section 2. Registered Agent and Offices. The Corporation shall maintain in the District of Columbia a registered agent and may have offices within or without the District of Columbia as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II—PURPOSES AND LIMITATIONS

The Corporation is organized as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act as the same may be amended or supplemented (D.C. Code, Title 29, Chapter 4, hereinafter referred to as the “Act”) for the following purposes, which are set forth in the Corporation’s Articles of Incorporation:

1. The Corporation is organized and shall be operated exclusively as a nonstock, nonprofit trade association within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the “Code”). Specifically, and without limitation, the organization shall promote, further, and advance the interest of the point of care communications industry;
2. The Corporation shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Corporation, any and all powers conferred upon nonprofit corporations organized pursuant to the Act; provided, however that:
 - a. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation and the Corporation may provide reasonable reimbursements and advances to such persons as permitted under the Act, and no director or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the assets of the Corporation upon the dissolution of the Corporation; and

- b. Notwithstanding any other provisions of these Articles, the Corporation is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(6) of the Code, and exempt from taxation under Section 501(a) of the Code.

ARTICLE III—MEMBERS

Section 1. Classes of Members, and Membership Criteria.

The following definitions apply to the membership classes and membership criteria listed below:

- a. **Point of Care** is defined as the moment a patient receives care via an interaction with a healthcare professional in a healthcare setting. A healthcare setting includes doctor offices, pharmacies, hospitals, other healthcare facilities and via virtual care.
- b. **Point of Care Media** is targeted to patients, caregivers, and/or providers and is generally intended to be delivered before, during, and/or after an interaction at the Point of Care with the goal of facilitating a discussion between Healthcare professionals and patients to improve patient outcomes.

The Corporation shall have three classes of members: General, Affiliate, and Reciprocal Members.

- a. **General Membership.** Organizations and corporations which operate and/or sell Point of Care Media are eligible for General Membership.
- b. **Affiliate Membership.** Organizations who are engaged as service providers or otherwise provide support of the point of care media channel and/or those who can support healthcare providers beyond the point of care are eligible for Affiliate membership.
- c. **Reciprocal Membership.** Reciprocal membership is designated for other trade associations, non-profit organizations, or coalitions that have mutual interest in the point of care healthcare arena. Reciprocal Members shall not have the right to vote and shall not be considered “members” within the meaning of Section 29-401.02(24)(a) of the Act.

[See Article IV, Section 2 for Board of Director eligibility for General and Affiliate Members.]

In addition to meeting one of the above membership categories, the

Corporation's members

1. must agree to abide by the Bylaws, Mission Statement, Ethics Policy, Antitrust Policy, and other applicable policies adopted by the Board of Directors from time to time;
2. must agree to maintain compliance with all applicable governmental laws and regulations; and
3. must not be subject a federal or state criminal indictment, investigation or other related action by a federal or state agency regarding the member company or its current employees involving allegations of fraud, deception, or crimes of moral turpitude that may affect the reputation of the Association.

The Board of Directors may establish other categories of membership, with such rights and obligations as the Board may determine and may further define the qualifications for membership eligibility in any category.

Section 2. Membership Applications. Application for membership as a General Member, Affiliate Member, or Reciprocal Member shall be made in writing as prescribed by the Board of Directors. Applications for membership shall be approved by the Board of Directors. The Board of Directors retains the right to reject an application for membership when it considers such action to be in long-term best interest of the Corporation, consistent with its tax-exempt mission.

Section 3. Determination of Membership Dues and Obligation to Pay. The Board of Directors shall fix the amount of membership dues and/or assessments (if any), which may include monetary or in-kind contributions, for General Members, Affiliate Members, and Reciprocal Members. Membership in the Corporation carries a definite obligation to pay membership dues and any assessments established by the Board of Directors. Membership dues and assessments are not refundable for any reason.

Section 4. Termination of Membership. Membership in the Corporation shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors. In addition, the Board of Directors may, by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, terminate a member's membership for cause after an appropriate hearing. Grounds constituting "cause" shall be determined by the Board of Directors in its sole discretion, which may include violations of the membership criteria in Article III above. Such member shall be given reasonable notice thereof and shall be given an opportunity to submit a written response to the Board of Directors prior to termination of membership. Membership in the Corporation also may be terminated by the death of a member, by the timely (as determined by the Board of Directors) submission of written notice of membership

resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members' financial obligations, if any, as more fully described elsewhere in these Bylaws.

Section 5. Annual and Regular Meetings. Annual meetings of the Voting Members may be held at such time and place, either within or without the District of Columbia, as may be designated by resolution of the Board of Directors, at the beginning of the year listing the annual and regular meetings or upon at least ten (10) days' prior notice. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the Voting Members without notice required other than these Bylaws and such resolution. Annual or regular meetings including the Reciprocal Members are permitted but not required.

Section 6. Special Meetings. Special meetings of the Voting Members may be called by or at the request of the Chairperson(s) or the majority of the entire Board of Directors or at the written demand of at least 25% of all Voting Members entitled to vote on issues to be considered at the proposed meeting. The person or persons authorized to call special meetings of the Voting Members may fix any place, either within or without the District of Columbia, as the place for holding any special meeting called by them. Special meetings including Reciprocal Members is permitted but not required.

Section 7. Notice. Notice of any special meeting of the Voting Members shall be received by each Voting Member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than fifty (50) days before the date set for such a meeting, and must include the time, date, place and purpose of such meeting. Any Voting Member may waive notice of any meeting before, at or after such meeting.

Section 8. Quorum. Ten percent (10%) of the Voting Members shall constitute a quorum for the transaction of business at any meeting of the Voting Members, provided, that if less than a majority of the Voting Members are present at said meeting, a majority of the Voting Members present may adjourn the meeting from time to time without further notice.

Section 9. Co-Chairman. Either or both of the Co-Chairpersons shall preside as Chairman at all meetings of the Voting Members. In the absence of both Co-Chairpersons from any meeting of the Voting Members, a Chairperson-Elect or some other individual appointed by the Board of Directors shall serve as temporary Chairman.

Section 10. Manner of Acting. The act of a majority of the Voting Members present at a duly called meeting of the Voting Members at which a quorum is present

shall be the act of the Voting Members, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Where and in the manner authorized by the Board of Directors, any action required to be taken at a meeting of the Voting Members or any action which may be taken at a meeting of the Voting Members may be conducted by U.S. mail ballot, fax ballot, electronic mail ballot, or any other method of voting provided for by the Act. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. Proxy voting by Voting Members shall be permitted.

Section 11. Teleconferencing / Electronic Meeting. Where and in the manner authorized by the Board of Directors and to the extent permitted by the Act, any person participating in a meeting of the Voting Members may participate by means of conference telephone or by any means of communication such as electronic communication by which all persons participating in the meeting are able read or hear proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, make comments, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 12. Action by Unanimous Written Consent. Any action required to be taken at a meeting of the Voting Members or any action which may be taken at a meeting of the Voting Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent or consents may be executed and delivered to the Corporation by electronic means, including email, and shall be filed with the minutes of proceedings of the Voting Members of the Corporation.

Section 13. Minutes and Parliamentary Procedure. Full minutes of each meeting of the Voting Members shall be recorded by the Secretary, containing results of the deliberations of the Voting Members. The minutes shall be submitted to the Voting Members for approval at the subsequent meeting of the Voting Members. All meetings of the Voting Members shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, the Act, or rules adopted by the Board of Directors or the membership.

ARTICLE IV—BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of the Corporation shall be managed by its Board of Directors. It shall be the Board of Directors' duty to carry out the objectives and purposes of the Corporation, and to this end the Board of Directors may exercise all powers of the Corporation. The Board of Directors shall be subject to the restrictions and obligations set forth by law and in the Corporation's Articles of Incorporation and Bylaws. The Board shall report no less than annually to

the members on the progress of the Corporation in fulfilling its purposes and on the finances of the Corporation.

Section 2. Composition, Election, Term, and Qualifications. The number of Directors shall be not less than three (3).

General Members who have annual point of care revenue above a threshold as established by the Board of Directors when establishing annual dues and who have been in business in the United States for a minimum of three years are eligible for a Board of Director seat. Eligibility excludes companies that lack Direct Provider Relationships (a direct and ongoing relationship with healthcare providers), or do not operate a proprietary Point of Care Media offering (ex. Companies who only resell inventory from another company).

General Members who have annual point of care revenue below a threshold as established by the Board of Directors when establishing annual dues are not eligible for a Board of Director seat. However, two (2) General members who have been in business in the United States for a minimum of three years and who have annual point of care revenue that falls below the established threshold, may be elected to the Board upon agreement of paying an additional fee. The Board of Directors will approve these upgrades and these members will serve on the Board for a two-year term.

The Board of Directors shall elect five (5) Affiliate Members to serve on the Board of Directors, who shall hold office for a two-year period. The Affiliate Member Board seats shall consist of two (2) members that are auditing companies, one (1) member that is a consulting company, and two (2) members that are media agencies. For an agency representative to be eligible for the board seat he/she must meet the following criteria:

- A minimum of 2 years recent work experience in Point of Care planning and/or investing with direct responsibility for developing POC plans for clients and/or executing POC buys for clients; and
- Must serve a minimum of 1 year on the IAC or on a POCMA committee and have attended a minimum of 75% of all meetings that occur annually and actively participated in the discussions.

The slate of Affiliate Member shall include nominations made by the full Board of Directors, which functions as the Nominating Committee (see Article VII, Section 3 below). General members who qualify to be elected to serve on the Board, shall notify POCMA's Board Co-Chairs that they would like to be considered to Serve on the Board.

In the event that a Director's affiliated General Member is, in any way, acquired, through merger, purchase, or otherwise, by another General Member, the Director's seat on the Board of Directors shall be assignable by the General Member that was acquired. The Directors shall serve until a successor has been duly appointed by the

Member company.

Section 3. Removal or Resignation of Directors. Any Director may be removed from the Board at any time, with or without cause, by the Voting Members. Any individual removed as a Director pursuant to this Section shall also be deemed removed from any office held at the time of removal. Any Director may resign at any time by giving written notice to the Chairperson, Secretary or to the Board of Directors. Such resignation shall take effect at the timespecified in such notice, or, if no time is specified, at the time such resignation is tendered.

ARTICLE V—BOARD MEETINGS

Section 1. Regular and Special Meetings. At least one regular meeting of the Board shall be held each year, and additional regular meetings may be held, at such time and place as may be set by resolution of the Board. Special meetings of the Board of Directors may be called by or at the request of either Co-Chairperson or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place of any special meeting of the Board of Directors called by them.

Section 2. Notice of Meetings. Notice of the time and place of all regular and special meetings shall be given to each Director by delivering notice to the Director personally, by telephone, facsimile, mail, courier, electronic mail or other means of electronic transmissionat least ten (10) days before the meeting; provided, however, that at the beginning of each one-year period, a single notice of all regularly scheduled meetings for the year may be provided without having to give notice of each such meeting individually. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified inthe notice or waiver of notice.

Section 3. Waiver of Notice. A Director may waive notice, either before or after the meeting; waiver must be made in the form of a record signed by the Director (which may includean email or other electronic record), and which shall be filed with the minutes of proceedings of the Board of Directors or the corporate records. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director promptly uponarrival objects to the holding of the meeting or to the business to be transacted at the meeting,and does not thereafter vote for or assent to action taken at the meeting.

Section 4. Quorum; Action by Board. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. 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, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Each Director shall have one vote on all matters submitted to a vote of the

Board of Directors. A proxy may attend meetings in the absence of a Director, but no Director voting by proxy shall be permitted unless their proxy is another Director present at such meeting. Directors must provide reasonable advance notice to the President and/or Co-Chairs prior to a meeting that identifies the proxy and provides the proxy's contact information.

Section 5. Teleconferencing. Any person participating in a meeting of the Board of Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting may simultaneously hear one another, and such participation shall constitute presence in person at such meeting.

Section 6. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each member of the Board signs a consent describing the action to be taken and delivers it to the Corporation. Action taken under this Section shall be the act of the Board when one or more consents signed by all of the members of the Board are delivered to the Corporation, unless the consent(s) otherwise specify the time at which the action taken is to be effective. Such consent or consents may be executed and delivered to the Corporation by electronic means, including email, and shall be filed with the minutes of proceedings of the Board.

Section 7. Minutes and Records of Action. Minutes of each meeting of the Board of Directors and records of each action taken without a meeting by the Board shall be recorded by the Secretary or the Secretary's designee. Minutes of each meeting shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. Minutes and records of action shall be maintained permanently among the records of the Corporation as required by the Act.

Section 8. Procedure. All meetings of the Board of Directors shall be conducted in accordance with such rules of order as may be established by the Co-Chairpersons. In establishing such rules, the Co-Chairpersons shall be guided by applicable provisions of the latest edition of *Robert's Rules of Order*, to the extent that such provisions are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, the Act, or rules adopted by the Board of Directors.

ARTICLE VI—OFFICERS

Section 1. Officers. The officers of the Corporation shall include one or two Chairpersons, a Treasurer, a Secretary, and such other officers as may be determined by the Board ("Officers"), each to have such duties and authority as may be specified in these Bylaws or as shall be prescribed by the Board. The offices of Chairperson and Treasurer may not be held by the same person; otherwise, the same individual may simultaneously hold more than one office. Without limitation, the Board of Directors shall elect up to two (2) individuals to hold the title of Chairperson

simultaneously.

Section 2. Election, Term and Qualifications.

The Officers of the Corporation shall be elected at the end of each officer term or upon vacancy by the Board of Directors from among the current members of the Board by the affirmative vote of a majority of the Board of Directors present at any meeting at which a quorum is present, except that the individuals serving in the capacity of Secretary and/or Treasurer need not be members of the Board at the time of election. The Co-Chairpersons shall be elected from among the current members of the Board. The Co-Chairpersons shall become an *ex-officio* member of the Board to the extent that his or her term as Co-Chairperson extends beyond his or her term as Director. The Treasurer and Secretary, if not serving on the Board at the time of election to office, shall become *ex-officio* members of the Board for the time of service in such officer position. Each Officer shall hold office for a two-year term; provided, however, that Officers shall serve until their successors have been duly elected and have qualified. There shall be no limit on the number of terms, consecutive or otherwise, that an Officer may serve. Officer position shall not automatically survive if an individual becomes employee by a new company or is acquired by a current member company, where the individual is appointed as the board representative by its new employer.

To be eligible for an Officer Position, the individual must (1) must have served on the Board of Directors for at least one year; and (2) must hold an executive level position at their member company.

Section 3. Removal or Resignation of Officers. Any Officer may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present. Any Officer may resign at any time by giving written notice to the Co-Chairpersons, Secretary or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. A vacancy in any Officer position may be filled at any time by the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 5. Chairpersons. The Co-Chairperson shall be the principal executive officers of the Corporation and shall in general supervise and have charge of all of the affairs of

the Corporation, pursuant to the direction and oversight of the Board of Directors. Both or either Co-Chairpersons shall preside at all meetings of the Board of Directors and shall serve as the Chairman of the Board of Directors. The Co-Chairpersons may sign any contracts, deeds, mortgages, and/or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and

execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by law to some other Officer or agent of the Corporation. The Co-Chairpersons shall supervise and provide direction to any employees of, or paid contractors to, the Corporation, if any, on a regular basis. The Co-Chairpersons in general shall perform all duties incident to the office of Co-Chairpersons and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any sources whatsoever; and deposit all such monies 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. The Treasurer shall perform such other duties as from time to time may be assigned by the Co-Chairpersons or by the Board of Directors.

In the absence of both Co-Chairpersons or in the event of his or her inability or refusal to act, the Treasurer shall perform the duties of the Chairperson, and when so acting, shall have and may exercise all the powers of the Chairperson.

Section 7. Secretary. The Secretary shall record the minutes of all meetings of the Board of Directors and the membership; maintain such minutes in one or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of the Corporation; be the custodian of the seal of the Corporation and see that such seal is affixed to all documents where necessary, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Co-Chairpersons or by the Board of Directors.

Section 8. Delegation of Duties. One or more duties of any Officer of the Corporation may be expressly delegated by the Board of Directors or by such Officer to one or more other Officers, employees or agents of the Corporation, provided that if such delegation is not to another Officer, then the Officer shall supervise and oversee the actions of such employees or agents. Actions taken by Officers, employees or agents of the Corporation shall in all instances be subject to Article XI (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Corporation and in matters of policy.

Section 9. Executive Director. The Executive Director shall be appointed by the Board and shall serve as the official representative of the Association in all dealings with other organizations and, as duly authorized by the Board, shall have the authority to sign contracts or hire consultants, as the Board deems necessary, in

order to assist in attaining the objectives of the Board.

The Executive Director shall be an ex officio non-voting member of the Board.

ARTICLE VII—COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution or vote adopted by a majority of the number of Directors, create one or more committees, each consisting solely of one or more Directors, to serve at the discretion of the Board (“Board Committees”). Appointment of Directors to such committees shall be made by a majority vote of the Directors then in office. The Board of Directors may appoint one or more Directors as alternate members of any such committee, who may replace any absent or disqualified member during the member’s absence or disqualification. Such committees, to the extent provided in the resolution of the Board, shall have and exercise the authority of the Board of Directors in the management of the Corporation. A Board Committee may not, however, (i) authorize distributions; (ii) approve or propose to the Voting Members action required to be approved by the Voting Members; (iii) fill vacancies on the Board or any Board Committee; or (iv) adopt, amend, or repeal the Bylaws. The designation of and the delegation of authority to a Board Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

Section 2. Advisory Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation (“Advisory Committees”) may be created by the Board by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present or by the Co-Chairpersons. Except as otherwise provided by resolution, committee charter, or policy adopted by the Board of Directors, the Co-Chairpersons shall appoint Advisory Committee members, who need not be Directors, and shall designate one individual from each such committee to serve as committee chair.

Section 3. Nominating Committee. The Corporation shall have an Advisory Committee known as the Nominating Committee. The Nominating Committee shall be comprised of the full Board of Directors. Annually, the Nominating Committee shall solicit nominations for individuals to fill the open positions on the Board of Directors in accordance with these Bylaws and procedures as shall be established by the Board of Directors. The Nominating Committee will consider nominations received and shall then present a slate of potential Directors for consideration for election by the Voting Members.

Section 3. Committee Meetings and Action. Meetings of Board Committees shall conform to the same standards for notice, quorum, voting, manner and method of acting, and other procedures applicable to meetings of the Board of Directors as

are set forth in Article V of these Bylaws, except as otherwise provided by these Bylaws, committee charter, or resolution of the Board. Meetings of Advisory Committees shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the Advisory Committee Chair, with the approval of the Advisory Committee members, except as otherwise provided by these Bylaws, committee charter, resolution of the Board, or other policy pertaining to Advisory Committees as may be determined from time-to-time by the Board.

Section 4. Minutes and Records of Action. Minutes of all meetings of and actions taken by Board and Advisory Committees shall be recorded and maintained with the records of the Corporation.

Section 5. Term; Removal and Resignation; Vacancies. Each member of a committee shall continue as such until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof. Any committee chair or member may be removed from such position at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Corporation would be served thereby. Any committee member may resign at any time by giving notice to the committee chair, the Co-Chairpersons, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Limitation on Delegated Authority. Actions taken by committees shall in all instances be subject to Article XI (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Corporation and in matters of policy.

ARTICLE VIII—COMPENSATION AND INUREMENT

Section 1. Compensation of Officers and Directors. The Corporation shall not pay any compensation to Officers and Directors for services rendered to the Corporation, unless material facts as to the contract or transaction between the association and the Director are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors consistent with D.C. Code 29-406.70(a)(1). Officers and Directors may also be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation if such reimbursement is approved in advance by the Board of Directors. Nothing herein shall be construed to preclude any Officer or Director from serving the Corporation in a capacity other than that of Officer or Director and receiving reasonable compensation for such service.

Section 2. Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE IX—LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Limitation of Liability. To the fullest extent permitted by law, the personal liability of the Directors and Officers of the Corporation is hereby eliminated.

Section 2. Indemnification. The Corporation shall indemnify its Directors and Officers in accordance with and to the fullest extent permitted by law.

Section 3. Insurance. The Corporation may purchase liability insurance on behalf of any Director, Officer, or employee, and any person who is or was serving at the request of the Corporation as a Director, Officer or employee of another enterprise against any liability asserted against him or her or incurred by him or her in any such capacity or status. Pursuant to the Act, the Association shall maintain liability insurance with a minimum limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence.

ARTICLE X—FINANCES AND RECORDS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 31, unless otherwise established by the Board of Directors.

Section 2. Budget. The annual budget of estimated revenue and expenses of the Association for the ensuing fiscal year shall be prepared by the Executive Director and approved by the Board of Directors. The Executive Director shall be charged with the duty and responsibility of administering the budget within its terms.

Section 3. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 4. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, or agent or agents of the Corporation, and in such manner, as shall be determined by resolution of the Board of

Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by either Co- Chairperson, Secretary, or Treasurer and one other Officer or Director of the Corporation.

Section 5. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep as permanent records: (i) minutes of all meetings of the Board of Directors and members; (ii) records of all actions taken without a meeting by the Board of Directors or members; (iii) records of all actions taken by a Committee of the Board on behalf of the Corporation. The Corporation also shall keep at its principal office (i) the Corporation's Articles of Incorporation, (ii) the Corporation's Bylaws, (iii) minutes and other permanent records described above for the last three years; (iv) all communication in the form of a record to members generally within the past three years, including financial statements furnished to members in the last three years; (v) a list of the names and business address of the Corporation's current Directors and Officers; and (vi) the most recent biennial report filed by the Corporation with the District of Columbia.

ARTICLE XI—DECLARATION OF POLICY

Responsibility and authority for any declaration of Corporation policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees of the Corporation are not authorized directly or indirectly to commit the Corporation in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Corporation, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Corporation.

ARTICLE XII—AMENDMENTS

Section 1: These Bylaws may be altered, amended or repealed exclusively upon approval of the Board of Directors.

Section 2: These Bylaws were adopted on June 12, 2013, and most recently amended and effective on December 13, 2016, January 31, 2018, December 9, 2019, August 12, 2021, October 20, 2021, January 31, 2022, March 16, 2022, May 11, 2022, June 23, 2022, September 6, 2022, September 5, 2024, December 11, 2024.

Ratified by:

Linda Ruschau 12/20/24
Linda Ruschau (Dec 20, 2024 13:15 EST) -----
Linda Ruschau, Board of Directors Co-Chair Date

Dave 12/19/20
Dave Paragamian (Dec 19, 2024 05:20 GMT) -----
Dave Paragamian, Board of Directors Co-Chair Date









Point of Care Marketing Association Bylaws as of 12.11.24

Final Audit Report

2024-12-20

Created:	2024-12-19
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