

**BY-LAWS
OF
ALLIANCE FOR INDEPENDENT PHYSICIANS**

ARTICLE I
OFFICES

The Corporation shall be known as “Alliance for Independent Physicians”. The Corporation is formed under the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the “Act”).

The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE II
PURPOSE

The purpose of the Corporation is to support physicians in their service to patients and the community.

Our mission is to empower the community by connecting patients with independent physicians who provide accessible, affordable, and high-quality healthcare through patient empowerment and education.

ARTICLE III
MEMBERS

The Corporation shall not have any class of voting members, but the Board of Directors may establish in these By-laws such class or classes of non-voting members, with such rights and privileges, as the Board of Directors of the Corporation may determine.

The Corporation’s membership shall consist of licensed medical doctors in private practice who submit applications for membership as approved by the Board of Directors and pay annual dues in amounts approved by the Board of Directors from year to year. Group practices may be admitted to the Membership provided each medical doctor within the Group participates in the Membership and the Group pays annual dues equal to the number of medical doctors in the Group. If a medical doctor ceases to participate, dues shall be adjusted accordingly and such cessation shall not terminate the Group’s membership unless fewer than one (1) eligible physician remains.

Membership may be revoked for good cause, including violation of these Bylaws or policies of the Corporation, upon the majority vote of the Board of Directors, provided that the affected member shall receive notice of the proposed action and an opportunity to be heard.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors. Its functions shall include, although not limited to, a working Board for organization, structure, planning, policy, finances, fund raising, program planning, and public education, consistent with the purposes of the Corporation.

Section 2. Number, Tenure, Qualifications, and Indemnifications.

A. The Board of Directors shall be self-perpetuating and shall consist of licensed medical doctors. The first Board of Directors shall consist of the following Directors:

President	Robert Hacker, M.D.
Treasurer	George Mansour, M.D.
Secretary	Hashim Raza, M.D.
Member-at-Large	Scott Hardeman, M.D.
Member-at-Large	Amit Bhandarkar, M.D.

Thereafter, the Directors shall be elected by the Board of Directors by majority vote of the Directors then in office as terms expire. Any vacancy on the Board of Directors shall be filled by majority vote of the remaining Directors. The current President shall break ties only in elections or appointments of Directors and Officers.

B. The number of Directors shall be not less than five (5) not more than fifteen (15), and shall include the following persons whom shall be voting members of the Board of Directors: President, Secretary, Treasurer, and two Members-at-Large

C. The term of the Board of Directors shall be three (3) years for all positions. Board position terms will start at the Annual Business Meeting in January and end in December as outlined below:

<u>Odd Numbered Years</u>	<u>Even Numbered Years</u>
President	Secretary
Treasurer	Member-at-Large
Member-at-Large	

D. Directors shall be indemnified for liability sustained through exercise of their duties herein to the fullest extent as authorized by law.

E. In addition to any other qualification requirement, each Director shall: (1) attend at least two-thirds (2/3) of the meetings of the Board of Directors, and if the Directors fails to attend at least two-thirds (2/3) of the meetings of the Board of Directors without a valid excuse approved by the President, that Director shall terminate and any vacancy on the Board of Directors shall be filled by majority vote of the remaining Directors; (2) participate in the planning, coordinating, and activities of the Corporation's events committee with respect to annual events that the committee undertakes to support the Corporation; (3) commit to support the vision and purposes of the Corporation; and (4) execute an agreement agreeing to comply with all the requirements for qualifications as a Director and continued qualification.

F. Committees appointed by the Board of Directors may present prospective Directors to the Board of Directors, but prospective Directors shall not become Directors until elected as required by Article IV, Section 2, Subsection A of these By-laws.

Section 3. Regular Meetings.

The regular meetings of the Board of Directors shall be held quarterly each year and at the discretion of the Board of Directors for the Corporation or at an hour and place fixed by Directors at its last prior meeting.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or three (3) or more of the Directors. The person or person authorized to call special meetings may fix any place, within or without the State of Missouri, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice.

Notice of any regular meeting shall be given not less than fourteen (14) days prior to the scheduled meeting date. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the meeting date. All notices shall be in writing and delivered personally or sent by mail or electronic means to each Director at the address shown in records of the Corporation. A Director may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes of the meeting or the corporate records of the Corporation. The attendance of a Director at any meeting shall constitute a waiver of any required notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The nature of the business to be transacted at any special meeting of the Board must be specified in the notice or waiver of such notice of such

meeting. No such notice or waiver is required for regular meetings unless specifically required by the Articles of Incorporation or applicable law (including the Act).

Section 6. Quorum; Participation by Telephone.

Three-fifths (3/5) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a quorum of the Directors are present a majority of those present may adjourn the meeting from time to time without further notice. Members may participate in and attend any meeting of the Board, whether regular or special, through the use of a conference telephone or other communications equipment by means of which all person participating in the meeting can hear each other, and participation in such meeting in this matter shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes.

Section 7. Manner of Acting.

The act of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law, the Articles of Incorporation or these Bylaws.

Section 8. Resignations.

Any director may resign at any time by giving written notice to the Board of Directors, President, or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, then upon delivery.

Section 9. Removal of Directors.

Unless otherwise required by law, a Director may be removed from the Board of Directors by the Board of Directors with or without cause at any regular or special meeting of the Corporation. A Director who fails to attend at least two-thirds (2/3) of the meetings in any calendar year or three (3) consecutive meetings of the Board of Directors may be removed from the Board of Directors at the discretion of the President.

Section 10. Vacancies.

Any vacancy on the Board of Directors shall be filled for the unexpired portion of the term by the President.

Section 11. Action Without a Meeting.

Any action which is required to be or may be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by

all of the Directors then in office. Such written consent shall be filed by the Secretary with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote at a meeting duly held.

ARTICLE V
OFFICERS

Section 1. Officers.

The officers of the Corporation shall be a President, a Secretary, and a Treasurer who shall also be members of the Board of Directors. The Board of Directors may authorize such other officers from time to time who may serve as members of the Board of Directors upon the approval of a majority of the Board of Directors. No two offices may be held by the same person.

Section 2. Election, Qualification, and Term of Office.

The officers shall be elected annually by the Board of Directors at its annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided, and each officer shall be eligible to succeed themselves, except that the President may only serve two consecutive terms in their respective office.

Section 3. Duties of Officers.

The duties of the officers shall be such as usually attach to such officers and in addition thereto, such further duties as may be designated from time to time by the Board of Directors.

Section 4. Indemnification.

Officers shall be indemnified against liability sustained through exercise of their duties herein to the fullest extent as authorized by law.

Section 5. Removal.

Any officer may be removed by a vote of a majority of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 6. Resignations.

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board of Directors, the President, or the Secretary, as the case may be, unless otherwise

provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies.

A vacancy in any office because of death, incapacity, resignation, removal, disqualification or otherwise, may be filled by President for the unexpired portion of the term.

ARTICLE VI
COMMITTEES

Section 1. Committees.

Each Committee of the Corporation may have two (2) Co-Chairs who shall serve two (2) year staggered terms, hold voting rights, and may attend Board Meetings, and the Annual Planning Meeting. For each Board Meeting at least one (1) Committee Co-Chair is required to be in attendance to report to the Board regarding Committee business as necessary. No committee shall have the authority to bind the Corporation or exercise the powers of the Board of Directors unless expressly authorized by resolution of the Board.

Section 2. Finance Committee.

The Finance Committee is responsible for reviewing the financial operations of the Corporation with the Treasurer and President and to:

- (1) Make recommendations to the Board and each Committee Chair regarding financial matters;
- (2) Prepare and submit annual budgets for the Corporation's operations in general and for each committee;
- (3) At least one (1) chair shall serve on the Events Committee to advise on financial matters regarding annual fundraising and marketing activities; and
- (4) Perform such other duties and have such other authority and powers as the President or the Board of Directors may prescribe.

Section 3. Marketing Committee.

The Marketing Committee is responsible for Communications, Digital Marketing, and Social Media published by the Corporation, which includes:

(1) Make recommendations to the Board and each Committee Chair regarding marketing matters;

(2) The Corporation's marketing plan, including Digital Marketing/Social Media, advertising campaigns, press releases, or other public relations materials, and to ensure all Officers and Committees are following the strategic marketing plan;

(3) Schedule and lead Marketing Committee meetings;

(4) Cultivate and build public relations and marketing opportunities;

(5) Maintain communications about specific items that need to reach the members and invitations to the Corporation's events;

(6) Interface with the Web Hosting Company with regard to training or any other issues with the website as appropriate;

(7) Regularly review and update the materials posted on each page of the Corporation's website and any social media outlets used by the Corporation as appropriate; and

(8) Market to new members.

Section 4. Events Committee.

The Events Committee is responsible for planning and identifying fundraising and philanthropic activities, which includes:

(1) Formulate a committee and conduct regular committee meetings;

(2) Plan an annual fundraising event when appropriate to support the Corporation;

(3) Negotiation of venue contracts for each fundraising event when appropriate. Venue options shall be presented to the Board of Directors for voting and final approval;

(4) Schedule, coordinate, and market community service events with St. Louis metropolitan area charitable organizations that align with, relate to, or otherwise support the Corporation's mission;

(5) Work with the Marketing Chairperson and Digital Marketing/Social Media Chairperson to coordinate all advertising and recognition of events, including press releases and social media attention;

(6) Evaluate the financial success of each event with the Finance Committee and report to the Board of Directors;

(7) Plan educational speeches and arrange for guest speakers to present to the membership; and

(8) Perform such other duties and have such other authority and powers as the President or the Board of Directors may prescribe.

Section 4. Membership Committee.

The Membership Committee is responsible for reviewing membership applications and eligibility, which includes:

(1) Formulate a committee and conduct regular committee meetings;

(2) Evaluate the membership applications for approval and present to the Board of Directors for final approval; and

(3) Perform such other duties and have such other authority and powers as the President or the Board of Directors may prescribe.

ARTICLE VII
COMPENSATION

The Board of Directors shall not receive compensation for their services as such, but may be reimbursed for bona fide expenses incurred arising out of services rendered upon resolution of the Board; provided, however, that nothing herein shall prohibit payment of compensation to an individual serving as a Director who renders services to the Corporation in another capacity.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts.

The Board of Directors shall require two officers of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, draft, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers of the

Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. 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 4. Fiscal Year.

The fiscal year of the Corporation shall be a calendar year beginning in January of each year.

ARTICLE IX
BOOKS AND RECORDS

Section 1. Retention of Records.

The Corporation shall keep as permanent records current and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

Section 2. Records to be Kept at Principal Office.

The Corporation shall keep a copy of the following records at its principal office:

- (1) Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
- (2) Bylaws or Restated Bylaws and all amendments to them currently in effect;
- (3) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members;
- (4) A list of the names and business or home addresses of its current directors and officers;
- (5) Its most recent annual report delivered to the Secretary of State; and
- (6) Appropriate financial statements of all income and expenses.

Section 3. Inspection of Records.

The Corporation shall make such records as are required under the Act or any other applicable law available for inspection and copying to those persons and to the extent required under the Act or any other applicable law. Such inspection and copying shall be accompanied at a reasonable time and location specified by the Corporation. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of “The General Not For Profit Corporation Act” of Missouri or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by action approved by a majority of the Directors in office at the time the amendment is adopted. The Corporation shall provide notice of any meeting of Directors at which an amendment is to be approved. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE XII
DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved in accordance with the procedure prescribed in the Act. At any time when the dissolution of the Corporation is authorized, the Board of Directors then holding office shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefor, of all liabilities and obligations of the Corporation, in accordance with the provisions of the Articles of Incorporation.

ARTICLE XIII
CONFLICT OF INTEREST AND COMPLIANCE

Each Director and Officer shall disclose any actual or potential conflict of interest in accordance with the Conflict of Interest Policy adopted by the Board of Directors. No Director or Officer shall participate in deliberations or votes in which such person has a material financial interest. The Corporation shall not condition membership, leadership, or participation on the

volume or value of referrals, and shall operate in compliance with all applicable healthcare fraud and abuse laws.

ARTICLE XIV
ADOPTION

These Bylaws shall become effective immediately upon their adoption by a vote of a majority of the Board of Directors of the Corporation.

ADOPTED ON FEBRUARY 4, 2026.