

**NATIONAL ASSOCIATION OF PREFERRED PROVIDERS  
AMENDED AND RESTATED BYLAWS**

**ARTICLE I: NAME**

- 1.1. **Name:** The name of this Corporation shall remain National Association of Preferred Providers.
- 1.2. **DBAs:** The business of the Corporation may also be conducted under such other names as may be adopted by the Corporation at a later time.
- 1.3. **Name Change.** The Corporation may change its name by vote of a majority of the Board of Directors. Any such name change shall be done by filing notice of the use and of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation.

**ARTICLE II: PURPOSES**

- 2.1 **Purpose:** The purpose of Association is to promote the general wellbeing of its members by providing education regarding their health, profession, and trade. NAPP may represent its members in influencing legislation that will affect them and their families to facilitate a better outcomes and lower healthcare costs. NAPP may also provide grants and school scholarships to members and their families. NAPP supports grassroots organizations that strive to improve the communities of its members. NAPP also provides members with health care plans, and supplemental benefits that best fit their needs.
- 2.2 **Powers:** The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things to engage in any and all lawful activities which may be necessary, or convenient to effect the purposes for which the Corporation has been organized.

**ARTICLE III: MEMBERSHIP**

- 3.1 **General Rights and Powers:** Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the number of classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions, governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Except as may otherwise be required by law, Articles of Incorporation, or these Bylaws, any right of members to vote and any right, title, or interest in or to the Corporation shall cease and divest upon termination of membership, except that liability of a member for the sum due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

- 3.2 Eligibility for Other Classes of Membership:** The Board of Directors may approve additional classes of membership for, but not limited to, individuals, businesses, and all other organizations, which seek to affiliate the Corporation.
- 3.3 Dues:** Annual dues for voting members and all other classes of members shall be determined by the Board of Directors.
- 3.4 Voting Rights:** Except as otherwise provided, each member shall be entitled to one vote on each matter upon which members have voting rights. Upon payment of dues, the member is considered to be in good standing and vested with full voting rights.

#### **ARTICLE IV: ANNUAL MEETING OF MEMBERS**

- 4.1 Time and Date:** The annual meeting of the members shall be held on the second Tuesday of the month of December in each year at the time designated by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.
- 4.2 Special Meetings:** Special meetings of the members may be called by the Board of Directors or upon written request/petition of at least one fifth of the voting members who shall have stated in writing the purpose of such a meeting.
- 4.3 Quorum:** One tenth of the number of voting members present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.
- 4.4 Proxies:** At any meeting of the members, a member entitled to vote may do so by proxy in writing for that meeting. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue.

#### **ARTICLE V: BOARD OF DIRECTORS**

- 5.1 Management:** The business of the Corporation shall be managed by a Board of Directors consisting of at least 3 and not more than 9 members, including the officers of the Corporation.
- 5.2 Powers:** The Board of Directors shall have control and management of the affairs and business of the Corporation.

- 5.3 Terms:** All Directors will be elected to serve a three (3) year term. When a Director's term expires, the Director shall continue to serve until a successor has been elected. There shall be no limit on the number of terms one can serve as a Director, consecutive or otherwise.
- 5.4 Vacancies:** Vacancies in the Board of Directors may be filled by the Board of Directors due to resignation or removal of a Director. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term of the Director being replaced.
- 5.5 Removal of Directors:** A Director may be removed by a two-thirds majority vote of the Board of Directors.
- 5.6 Quorum and Vote:** A majority of the members of the Board of Directors shall constitute a quorum. Each Director shall have one vote.
- 5.7 Board of Director Meetings:** A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as the annual meeting of members. The Board of Directors may also provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.
- 5.8 Board Composition:** In order to be considered for membership on the Board of Directors the individual must be 18 years of age and a member, or representative of a member, in good standing.

## ARTICLE VI: OFFICERS

- 6.1 Officers:** The officers of the Corporation shall be the Board Chair, Secretary and Treasurer, all of whom shall be chosen by the Board of Directors. The Corporation may also have at the discretion of the Board, additional Vice Chairs and such other officers as may be deemed expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more offices.
- 6.2 Term of Office:** Each officer shall serve a three (3) year term of office. There is no limit on the number of terms one may serve as an officer, consecutive or otherwise.
- 6.3 Removal and Resignation:** Subject to the rights, if any, of an officer under any contract of employment, the Board of Directors may remove any officer at any time by giving written notice. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

- 6.4 Board Chair:** The Board Chair shall be subject to the control of the Board of Directors. The Board Chair shall lead the Board of Directors in performing its duties and responsibilities, this includes, if present, presiding at all meetings of the Board of Directors and shall perform all other duties incident to the office or properly required by the Board of Directors. The Board Chair may sign the Corporation's deeds, mortgages, bonds, contracts, or other designated instruments. The Board Chair, with the consent of the Board of Directors, may delegate signature authority to any other Director or responsible staff person as required to expeditiously conduct the business of the Corporation.
- 6.5 Secretary:** The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors. The minutes of each meeting shall state the time and place that it was held, and such other information as shall be necessary to determine the action taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or Board Chair.
- 6.6 Treasurer:** The Treasurer shall perform all duties incident to the office or which the Board of Directors, or the Board Chair properly requires. The Treasurer may appoint, with approval of the Board of Directors, a qualified fiscal agent or member of the staff to perform all or part of the duties assigned. The Treasurer shall render to the Board of Directors from time to time as may be required by the Board of Directors, an account of all transactions and of the financial condition of the Corporation.
- 6.7 Compensation for Board Service:** By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.


## ARTICLE VII: MISCELLANEOUS

- 7.1 Amendments:** These Bylaws may be amended, altered, repealed, or enhanced by an affirmative vote of a two-thirds majority of the Board of Directors.
- 7.2 Depositories.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.
- 7.3 Contracts.** The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers authorized by these Bylaws, 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.

- 7.4 Checks, Drafts, Etc.:** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 7.5 Fiscal Year:** The fiscal year of the Corporation shall end on the last day of December of each year.
- 7.6 Investment.** Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.
- 7.7 Fiscal Accountability:** The financial books and records of the Corporation shall be reviewed annually by a public accountant.
- 7.8 Books and Records:** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep a record giving the name and address of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney or the general public for any proper purpose at any reasonable time.
- 7.9 Dissolution:**
- A. Dissolution will require a two-thirds (2/3) majority vote of the Board of Directors. In the event dissolution is contemplated, at least seven (7) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.
  - B. In the event of dissolution of the Corporation, the Board of Directors, shall after payment of all liabilities of the Corporation, dispose of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner to such organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes.
- 7.10 Nondiscrimination.** The Corporation is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, color, ancestry, or national origin.
- 7.11 Political Activity.** The Corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office.
- 7.12 Gifts.** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

## CERTIFICATION

This is to certify that the foregoing Amended Bylaws of National Association of Preferred Providers have been duly adopted by the Board of Directors.



Rami Hassan - President

Date: 1/20/22