

PATIENT ADVOCATE CERTIFICATION BOARD, INC.

REGULATIONS

**ADOPTED BY A UNANIMOUS VOTE OF THE BOARD OF DIRECTORS
DECEMBER 14, 2015**

ARTICLE I. GENERAL PROVISIONS

Section 1. Name

The name of the corporation is Patient Advocate Certification Board, Inc.

Section 2. Purpose

The purpose of this corporation shall be to oversee the development and administration of a national credential for patient advocates, and the tenets, competencies and standards for earning this credential. In carrying forward this general purpose, the corporation shall conduct all activities as the Board of Directors determines is appropriate.

Section 3. 501(c)(3) Status

- A. The corporation shall receive and maintain funds of real or personal property, or both, exclusively for charitable, religious, scientific, literary or educational purposes, whether directly or by contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.
- B. No part of the net earnings of the corporation shall inure to the benefit of any Director of the corporation, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Fiscal Year

Unless the Board of Directors determines otherwise, the fiscal year of the corporation shall end on September 30.

ARTICLE II. CORPORATE OFFICES

The principle offices of the corporation shall be in the City of Canton, Stark County, Ohio, or at such other place as the Directors may from time to time determine or as the activities of the corporation may require.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Power

All of the power of the corporation shall be managed and controlled by the Directors of the corporation. Subject to the provisions of Nonprofit Corporation Law, the Articles of Incorporation and these Regulations, the Directors are authorized and empowered to do and perform every act and thing which they shall deem necessary, expedient or advisable to carry out the purposes of the corporation.

Section 2. Number of Directors

The number of Directors of the corporation shall be no less than five and no more than 11. The number shall be determined by the Directors from time to time.

Section 3. Terms of Office

Terms of the Directors shall be staggered as follows: one-third of the Directors shall have terms for one year, one-third of the Directors shall have terms for two years, and one-third or the remainder of the Directors shall have terms for three years. To implement staggered terms, the Directors shall designate the terms for the current Directors. Upon the conclusion of each staggered term, the term of that office shall thereafter be three years.

Section 4. Policies and Procedures

The Board of Directors may adopt and amend such policies and procedures as the Directors determine are necessary or helpful to the effective operation of the corporation. The Directors shall conduct themselves in accordance with the policies and procedures at all times.

Section 5. Removal

Any Director may be removed by a vote of 2/3 of all Directors whenever in their judgment the best interests of the corporation would be served thereby.

Section 6. Vacancy

The unexpired term of any Director shall be filled by an appointment by the Board of Directors.

ARTICLE IV. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Manner of Meetings

Meetings of the Board of Directors may be held in person, by telephone conference, by computer conference, or as otherwise determined by the Board.

Section 2. Regular Meetings

Regular meetings of the Board of Directors shall be held monthly or more frequently, at such times as are determined by the Board. The President or the President's rotating designee shall chair all regular meetings of the Board of Directors.

Section 3. Annual Meeting

An Annual Meeting of the Board of Directors shall be held each year at the first meeting in November and shall be chaired by the President. The Annual Meeting shall include the election and installation of officers, the receipt of annual reports, and such other business as may properly come before the Board.

Section 4. Special Meetings

The President or a majority of all Directors may call special meetings of the Board of Directors at reasonable times and upon giving notice of no less than two business days. The President shall chair all special meetings of the Board of Directors

Section 5. Notice

Notice of regular meetings and the Annual Meeting of the Board of Directors shall be given by posting such notice on the corporation's official online site no less than seven days before the meeting.

Section 6. Waiver of Notice

If a Director attends a meeting without protesting a lack of proper notice, then the lack of proper notice shall be deemed to be waived by the Director. Any protest regarding a lack of proper notice shall be made before or at the commencement of the meeting.

Section 7. Quorum

A majority of the Board of Directors shall constitute a quorum for the purpose of meeting and voting.

Section 8. Voting

Each Director shall have one vote and may cast a vote only if attending the meeting where the vote takes place.

Section 9. Affirmative Vote of Majority of Quorum

Except where otherwise provided, the affirmative vote of a majority of a quorum attending a meeting shall be necessary for the authorization or taking of any action voted upon by the Directors.

Section 10. Consensus Voting on Issues Involving Credentials

On issues involving the substance of or procedure to earn credentials provided by the Patient Advocate Certification Board, Inc., the following voting shall apply:

- A. Upon the first vote on the issue, the affirmative vote of the entire quorum of Directors attending the meeting shall be necessary for the authorization or taking

- of action voted upon. If the first vote results in the affirmative vote of a majority but less than the entire quorum, then the minority voters shall explain their positions and the issue shall be postponed until the next meeting of the Board of Directors.
- B. At the next meeting of the Board of Directors, upon motion and second, the issue shall be voted upon a second time, and the affirmative vote of the entire quorum of Directors attending the meeting shall be necessary for the authorization or taking of action voted upon.
 - C. If the second vote results in the affirmative vote of a majority but less than the entire quorum, then the issue shall be voted upon a third time, and the affirmative vote of 3/4 of all Directors shall be necessary for the authorization or taking of action voted upon.

Section 11. Adjournment

A majority of the Directors attending a meeting, whether or not a quorum exists, may adjourn the meeting from time to time.

ARTICLE V. OFFICERS

Section 1.

The Officers of the Board of Directors of Patient Advocate Certification Board, Inc. shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer

Section 2.

Officers shall be elected from the Board of Directors.

Section 3. Term of Office

Officers shall be elected for a term of one year and may be re-elected to additional terms in the same office.

Section 4. Removal

Any Officer may be removed by a vote of 2/3 of all Directors whenever in their judgment the best interests of the corporation would be served thereby.

Section 5. Vacancy

The unexpired term of any Officer shall be filled by an appointment by the Board of Directors.

ARTICLE VI. DUTIES OF OFFICERS

The duties of the Officers include, but are not limited to, the following:

Section 1. President

- A. The President shall be the Chief Executive Officer of the corporation.
- B. Except as provided in Article IV, Section 2, the President shall preside at all meetings of the Board of Directors.
- C. The President shall appoint the chairs of all standing committees and of such committees as may be established from time to time.
- D. The President shall be an ex-officio member of all committees.
- E. The President shall oversee all documents, reports, statements and certificates required by law to be properly made, kept and/or filed.
- F. The President shall report to the Board of Directors all matters which the interests of the corporation may require to be brought to its notice.

Section 2. Vice President

- A. The Vice President, in the absence, disability or resignation of the President, shall assume the powers and duties of the office of President.
- B. The Vice President shall assist the President in the discharge of the President's duties as requested and perform such other duties as may be designated by the President and/or the Board.

Section 3. Secretary

- A. The Secretary shall be responsible for keeping and maintaining all minutes, records and communications of the Board and the corporation.
- B. The Secretary shall give proper notice of regular meetings and the Annual Meeting of the Board of Directors.
- C. The Secretary shall maintain on the corporation's official online site the schedule of rotating chairs of regular meetings.
- D. The Secretary shall be responsible for overseeing information technology for the corporation.
- E. The Secretary shall be responsible for overseeing transparency for the corporation.
- F. The Secretary shall make all records of the corporation available for inspection by any Director upon reasonable notice.

Section 4. Treasurer

- A. The Treasurer shall be responsible for keeping accurate records and books of the corporation's accounts, funds, revenues, expenditures, debts and finances.
- B. The Treasurer shall provide a financial report at each regular meeting of the Board of Directors and at the Annual Meeting.
- C. The Treasurer shall be the Chair of the Finance Committee.
- D. The Treasurer shall have the care and custody of and be responsible for all accounts, funds, securities and financial instruments and documents of the

- corporation. All monies, funds, revenues and expenditures of any kind shall go through the Treasurer's books.
- E. The Treasurer shall direct the deposit of all funds in the name of the corporation in such banks or other depositories as determined by the Board of Directors.
 - F. The Treasurer shall make, sign and endorse in the name of the corporation all checks, notes, drafts and other instruments for the expenditure of money. Expenditures over \$250.00 shall require the authorization of the Board of Directors. Expenditures over \$100.00 shall require the signatures of both the Treasurer and another officer of the corporation.
 - G. The Treasurer shall submit to the Board of Directors at the Annual Meeting a full and complete written financial report for the preceding fiscal year.
 - H. The Treasurer shall make all books and financial records of the corporation available for inspection by any Director upon reasonable notice.

ARTICLE VII. COMMITTEES AND TASK FORCES

Section 1. Committees

The Board of Directors may establish committees which shall have such duties as conferred or authorized by the Directors. A majority of any such committee shall determine its action and fix the time and place of its meetings, unless the Directors provide otherwise. The Board of Directors may change the duties and members, fill vacancies and dissolve any such committee. All committees shall be chaired by a Director.

Section 2. Finance Committee

Patient Advocate Certification Board, Inc. shall have a Finance Committee, which shall be chaired by the Treasurer and shall include two other Directors. Responsibilities of the Finance Committee shall include preparing and recommending the annual budget, internal controls, independent audits, investment policy, and such other activities as may be necessary or helpful for the sound financial operation of the corporation. The Finance Committee shall report on the financial status of the corporation at all regular meetings of the Board of Directors and at the Annual Meeting.

Section 3. Task Forces

The Board of Directors may establish task forces to research and study any assigned topic and to make recommendations to the Board of Directors. A majority of any such task force shall determine its action and fix the time and place of its meetings, unless the Directors provide otherwise. The Board of Directors may change the duties and members, fill vacancies and dissolve any such task force. All task forces shall be chaired by a Director.

Section 3. Records

The Chair of each committee and task force shall provide to the Secretary of the corporation timely advance notice of the meetings of such committee or task force, and shall timely provide the Secretary with a full copy of all minutes, communications and other records relating to the work of the committee or task force.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

Parliamentary authority for the corporation shall be the current edition of Robert's Rules of Order, Scott, Foresman and Company, Glenview, Illinois.

ARTICLE IX. AMENDMENTS

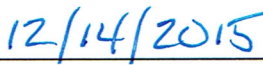
The Regulations may be amended or repealed upon a vote of 2/3 of all Directors at any regular or special meeting of the Board of Directors. The full text of any proposed amendment or repeal shall be contained in a notice to the Directors no less than 10 days before such meeting.

ARTICLE X. DISPOSITION OF FUNDS

In the event of the dissolution of the corporation, the books of the organization must be audited and any remaining funds be given to a nonprofit organization with a like mission or purpose.

Adopted by a unanimous vote of the Board of Directors on December 14, 2015.


Secretary


Date