

PATIENT ADVOCATE CERTIFICATION BOARD, INC.

REGULATIONS

ADOPTED BY A UNANIMOUS VOTE OF THE BOARD OF DIRECTORS

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

Directors will serve three years from the day they are approved and agree to serve. They can be re-elected for one more term for a total of six years. Any service on the Executive Committee will be within the 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. Nominations and Election of Board members

New Board members are selected by a majority of the existing Board of Directors

Section 6. Nominations and Elections for Board Officers.

All Board officer positions are open every year. The current office holder is not subject to automatic renewal of that position. Election of Board Officers will take place on line, decided by a majority of the Board members and announced at the annual meeting.

Section 7. Executive Committee

The Executive Committee consists of all the Officers of the Board of Directors.

Section 8. 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 8. 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. All meetings of the Board require a quorum for any votes to be taken.

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. Quorum

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

Section 7. Voting

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

Section 8. 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 9. Voting on Issues Involving Credentials

An Ad Hoc committee will be formed to develop any changes to the substance of or procedure to earn credentials provided by the Patient Advocate Certification Board, Inc., The findings and recommendations will be submitted to the Board and decided upon by a vote of 75% of the entire Board.

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. Past President

The Past President will serve on the Executive Committee for one year after their term as President.

ARTICLE VI. DUTIES OF OFFICERS

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

Section 1. President

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

The Vice President, in the absence, disability or resignation of the President, shall assume the powers and duties of the office of President. 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

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

Section 4. Treasurer

The Treasurer shall be responsible for keeping accurate records and books of the corporation's accounts, funds, revenues, expenditures, debts and finances. The Treasurer shall provide a financial report at each regular meeting of the Board of Directors and at the Annual Meeting. The Treasurer shall be the Chair of the Finance Committee and 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. 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.

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 \$500.00 shall require the authorization of the Board of Directors. Expenditures over \$250.00 shall require the signatures of both the Treasurer and another officer of the corporation. 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. 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 membership, actions 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. At least 50% of each Committee will be Board certified. The following are standing committees of the Board:

- A. Finance Committee.
- B. Bylaws Committee.
- C. Compliance Committee.
- D. Certification Exam Committee
- E. Continuing Education Committee
- F. Marketing and Communication
- G. Education Committee.

Section 2. Task Forces and Ad Hoc Committees.

The Chair, with the approval of the Board of Directors may appoint such task forces or Ad Hoc Committees as are deemed necessary to further the purpose of the organization. Task Forces and Ad Hoc Committees are chaired by a member of the Board but may include other Patient Advocates.

ARTICLE VIII. LIABILITY INSURANCE

The corporation will provide directors and officer's liability insurance (D&O) as an essential part of the organization's risk management program, providing indemnification (reimbursement) for any losses and financial resources for defense costs and any possible settlement in the event an insured suffers such a loss as a result of a legal action brought for alleged wrongful acts in their capacity as directors and officers.

ARTICLE IX. PARLIMENTARY AUTHORITY

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

ARTICLE X. AMENDMENTS

The regulations or amendments may be repealed or amended by 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 XI, 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 non-profit organization with a like mission or purpose.

Adopted by a unanimous vote of the Board of Directors on February 25, 2019