BYLAWS
of the
URGENT CARE COLLEGE OF PHYSICIANS, INC.

ARTICLE I
NAME, PURPOSES, AND LOCATION

Section 1.01 Name. Urgent Care College of Physicians, Inc.

Section 1.02. Purposes. The Urgent Care College of Physicians (UCCOP) is a nonprofit 501 (c)(3) Corporation incorporated in the State of Illinois and organized to foster quality, value, and advancement in the clinical practice of urgent care medicine, through research, education, and advocacy for its practitioners and patients.

Section 1.03 Location. The principal office and headquarters of UCCOP shall be located at 4320 Winfield Road, Suite 200 Warrenville, IL, but, as necessary, may be relocated as designated by the Board of Directors.

ARTICLE II
MEMBERSHIP

Section 2.01 Qualifications of Members: Membership may be granted to any qualified individual who supports the mission and purposes of UCCOP and who pays annual dues as set by the Board of Directors. Members shall be allopathic or osteopathic physicians holding an active license to practice medicine in the United States or its territories or be actively serving as physicians in the United States Armed Forces. Members must dedicate a significant percentage of their time to the practice of urgent care medicine. Teaching or administration of urgent care shall be considered practicing within the specialty. The Board of Directors may establish additional requirements for membership. Members shall have the right to elect Directors. Retired physicians – those who are no longer actively practicing and/or have voluntarily allowed their medical licenses to lapse – who have been active Members of UCCOP in the past may continue to hold active Membership in the organization.

Section 2.02. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds vote at a meeting of the Board of Directors or by affirmative written vote of all Directors, may suspend or expel a Member, whenever, in the Board’s judgment, the best interests of the corporation will be served thereby. By a majority vote of those present at any regularly constituted meeting of the Board of Directors, the Membership of any Member who becomes ineligible for Membership may be terminated. Any Member in default in the payment of dues is automatically terminated. Any Member at risk of termination, for reason(s) other than not paying dues, shall be given at least 30 days notice of the Board’s intent for such termination and be allowed to present written rebuttal or defense to the board, during this time, prior to a vote.

Section 2.03 Resignation of Membership. Any Member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the Member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.04. Dues. Dues for Members shall be established by the Board of Directors.
Section 2.05. Member Meetings. The Annual Membership Meeting shall be held during each calendar year. If UCCOP holds an annual conference in a given year, the annual meeting shall be held at the annual conference, and such Membership Meeting shall not require any written notice other than a notation in the conference agenda. Terms of Directors, if scheduled to begin and terminate in any given year, will do so on the date of the Annual Membership Meeting for that year, subject to the automatic extension provision as specified in Section 3.02. A minimum of 20% of the total Members present in person or by proxy shall constitute a quorum for transaction of business at a Membership meeting. Meetings may be called by the President, by a majority of the Board of Directors, or at the submission of a written petition containing signatures of at least 10% of the Members, by notice mailed to each Member not less than thirty (30) days before such meeting.

Section 2.06. Voting by Members. Votes may be cast by Members who are present and designated as voting prior to each meeting or by proxy. All proxies shall be signed and delivered in writing to the Secretary (or other person designated by the President or Board of Directors) prior to the commencement of any meeting. Individual Members shall have one vote. No additional proxies, no changes in designations for voting, no additional individual Members will be accepted for voting purposes after the outset of each meeting, provided that the meeting opens with a quorum at or after the scheduled time with a call for any persons present to deliver such proxies or designate individuals for voting and provided that all persons who present themselves at the time of that call are given the opportunity to register proxies or individuals for voting.

ARTICLE III
AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body for UCCOP and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Eligibility, Selection, and Tenure. The Board of Directors shall consist of not fewer than nine (9) and no more than fourteen (14) Directors. The first Board will be appointed by the incorporators and will include Directors with one and two-year terms, to begin a process of staggered terms. Directors must be active Members in good standing of UCCOP and actively participate in the practice, administration, or teaching of Urgent Care Medicine. At the time of appointment or election, the Director shall not be retired from the practice of Urgent Care Medicine. Any Director or Officer who does retire from practice while serving as Director or Officer shall be permitted to complete the term of Director or Officer, whichever term runs to a later date. After terms of the first Directors end, new Directors shall be elected by majority vote of the College’s Members at an annual meeting. Prior to the election, each Member in attendance shall receive a short self-authored biography of each candidate and a disclosure of all businesses in which the candidate owns at least a 5% interest. The Board shall state, prior to any election of Directors, the exact number of positions that are available for that election. Years of service are not strict 12 month periods but shall be counted from the date of each annual meeting, and terms of Directors will begin and terminate in the appropriate year on the date of the Annual Membership Meeting. Each elected Director shall hold office for a term of three (3) years, with the maximum number of full consecutive three-year terms being two (2). Any Director who has served two full (three year) consecutive terms must take leave of the Board for at least one year. However, if a Director, having served two full consecutive three-year terms, is also an officer, that Director’s term shall automatically be extended until the expiration of the officer term then being served. Vacancies existing by reason of resignation, death, incapacity, or removal before
the expiration of his/her term shall be filled by a majority vote of the remaining Directors. In the event of a tie vote, the President shall choose the succeeding Director.

Two Directorships shall be reserved for appointment by the President of UCAOA. Those who are so appointed must be Members of UCCOP. The President of UCAOA is encouraged, but not required, to appoint himself/herself to one of these Directorships. In the event that no eligible individuals are available, these Directorship positions will remain vacant. These Directors shall serve at the will of the President of UCAOA and shall not serve specific terms. No Director appointed by the President of UCAOA shall serve for more than six (6) consecutive years without taking a one-year leave of absence from the Board of Directors. A Director appointed by the President of UCAOA, who has served four (4) or more years without a leave of absence of at least one (1) year from the Board of Directors, shall not be eligible to stand for election to the Board of Directors.

The Nominating Committee shall strive, prior to any election of Directors, to present a slate of candidates such that election by the Members will maintain balanced representation on the Board. Such balance should be with respect to the regional distribution of Members in the United States and their status as academic, hospital, or private practice physicians.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.04. Removal. A Director may be removed with or without cause by a 2/3 vote of the remaining Directors at a meeting, or by action in writing of all other Directors (not including the Director in question) pursuant to Section 3.09, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Director at risk of removal shall be given at least 30 days notice of the Board's intent for such removal and will be allowed to present written rebuttal or defense to the board during this time, prior to a vote.

Section 3.05. Regular Meetings. The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times, and places as the Board shall determine. In the event any Director shall miss any two (2) consecutive regular meetings, the Board of Directors shall automatically review that Director's continued Directorship. It shall be the responsibility of the UCCOP President to contact said Director prior to any removal decision being final so as to determine the desire of or appropriateness of that Director to continue her/his Directorship.

Section 3.06. Special Meetings. Special meetings shall be at such dates, times, and places as the Board shall determine.

Section 3.07 Notice. Meetings may be called by the President or at the request of any three (3) Directors by written notice sent to each Director at the most recent address given to the College by the Director. For the purpose of this Section 3.07, such notice in writing requirement shall be deemed to have been met if said notice is sent either by First Class United States Mail or by electronic means at least seven (7) days prior to the meeting. If a Director is present at a meeting, this is de facto evidence of adequate notice having been given to that Director.
Section 3.08. Quorum. A quorum shall consist of a majority of the Board attending in person and through teleconferencing. All decisions (unless otherwise stated in these Bylaws) will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting on occasion without further notice.

Section 3.09. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. For the purpose of this Section 3.09, such consent in writing may be by paper or electronic means. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.10. Participation in Meeting by Conference Telephone. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. If any Director gives the President at least 48 hours notice that said Director will not attend in person, adequate provision for teleconferencing of any Director not able to attend in person must be made if such provision is requested by Director not able to attend.

Section 3.11. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the Corporation as employees or independent contractors may receive reasonable and appropriate compensation.

ARTICLE IV
AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, a Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may designate. No two (2) or more offices may be held by the same person. The offices of President and Treasurer may not be held by persons who each own at least a 10% interest in the same business enterprise. Only Directors voted onto the Board by the UCCOP Membership are eligible to hold an officer position; Directors appointed to the Board by the UCAA president are not so eligible.

Section 4.02. Election of Officers; Terms of Office. The officers of the Corporation shall be elected, from those eligible, by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office are two (2) years, and no officers shall serve in the same office for more than two consecutive terms. Officers shall hold office until the next regularly scheduled Board of Directors meeting following the second two (2) year term, or until a successor is duly elected and qualified, whichever occurs sooner.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. Removal. An officer may be removed with or without cause by a majority vote of the Board of Directors at a meeting of the Board of Directors, or by action in writing of all other Directors pursuant to Section 3.09, whenever in the Board's judgment the best interests of the
Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. President. The President shall be a Director of the Corporation and will preside at all meetings of the Board of Directors. The President shall be a member ex-officio of all Committees of the Corporation. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.06. Vice-President. The Vice-President shall be a Director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall be the chair of the Nominating Committee and perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 4.07. Secretary. The Secretary shall be a Director or other individual appointed by the Board of Directors and shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director.

Section 4.08. Treasurer. The Treasurer shall be a Director of the Corporation and shall report to the Board of Directors at each regular meeting on the status of the Corporation’s finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.09. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE V
INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation will be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or willful misconduct in the performance of her/his duties and as permitted by Illinois law. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer, or employee is entitled.

ARTICLE VI
CONFLICT OF INTEREST

In the event a Director has a direct or significant financial or personal interest in any matter or
arrangement coming before the Board of Directors, said Director shall fully disclose the nature of
the interest and, if deemed appropriate by a majority of the Board of Directors present, this Director
shall withdraw from discussion, lobbying, or voting on the matter or arrangement.

ARTICLE VII
BOOKS AND RECORDS

Section 7.01 Maintenance and Inspection of Articles and Bylaws. Correct books of account of
the activities and transactions of the Corporation shall be kept at the office of the Corporation.
These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a
copy of these Bylaws, and all minutes of meetings of the Board of Directors. The Corporation shall
also keep on its website a copy of the Bylaws as amended to date, and a copy of the Certificate of
Incorporation. These web pages shall be available for inspection by any Member of the College at
all times.

Section 7.02. Inspection by Directors. Every Director shall have the absolute right at any
reasonable time to inspect all books, records, and documents of every kind and the physical
properties of the Corporation. This inspection by a Director may be made in person or by an agent
or attorney, subject to said agent or attorney being approved by the UCCOP President, which
approval shall not be unreasonably withheld. The right of inspection includes the right to copy
and make extracts of documents. However, this right to copy and make extracts of documents shall
not extend to documents considered to be of a proprietary corporate nature such as Membership
mailing lists and vendor mailing lists, or of a confidential personnel nature such as employee
personnel records.

Section 7.03. Annual Statement of Certain Transactions. The Corporation shall comply with
appropriate laws, respecting the filing, when and if applicable, of an annual statement as required,
reporting on any loans, guarantees, indemnifications or advances by the Corporation for the benefit
of its officers and Directors.

Section 7.04. Public Inspection and Disclosure. The Corporation shall have available for public
inspection at its principal office a copy of its three (3) most recent annual exempt Corporation
information returns and a copy of its application for recognition of exemption and determination
letter. In addition, in the event that the Corporation provides services or information to the public
for a fee, and such services or information are available from the federal government free of charge
or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable
format in any solicitation or offer by the Corporation.

ARTICLE VIII
AMENDMENT OF BYLAWS

These Bylaws may be amended by a 2/3 majority vote of the Directors present at a meeting of the
Board of Directors to approve such amendment, provided at least seven (7) days prior written notice
is given to each Director of the proposed amendment, or provided all members of the
Board waive such notice, or by unanimous consent in writing without a meeting pursuant to
Section 3.09.
The above and foregoing Bylaws of the URGENT CARE COLLEGE OF PHYSICIANS was adopted, with amendment, April 21, 2011 by unanimous vote of the Board of Directors.

By: [Signature] President

By: [Signature] Secretary