

AMENDED AND RESTATED BYLAWS  
OF  
NEVADA PRIMARY CARE ASSOCIATION, A Nevada Non-Profit Corporation

ARTICLE I  
NAME, OFFICES, and PURPOSE

- 1.1 NAME. The name of the Corporation shall be Nevada Primary Care Association.
- 1.2 PRINCIPAL EXECUTIVE OFFICE. The Principal Executive Office of the Corporation is hereby fixed at 3264 Goni Road, Suite 152, Carson City in the State of Nevada, 89706, or at such other location as the Board of Directors may from time to time determine.
- 1.3 REGISTERED OFFICE. The Registered Office of this corporation shall be as determined by the Board of Directors.
- 1.4 OTHER OFFICES. Branch or subordinate offices may be established by the Board of Directors at such other places as may be desirable.
- 1.5 PURPOSE. The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific, and literary objects and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to promote such other charitable objects and purposes as determined by the Board of Directors, in its discretion. Specifically, the purpose of the corporation is to improve the quality, access, and delivery of care to the medically underserved in the State of Nevada.
- 1.6 FISCAL YEAR. The fiscal year shall be from July 1 to June 30.

ARTICLE II  
MEMBERS

- 2.1 CLASSIFICATION OF MEMBERS. All organizations desiring to be members of Nevada Primary Care Association (hereinafter “NVPCA” or the “Corporation”) shall make written application and pay the membership dues and assessments, if any. The Corporation shall have the following classes of members:
  - 2.1.1 Organizational Member: Organizational members of NVPCA are: Federally Qualified Health Centers (FQHC), which can be Community Health Centers, Tribal Health Centers, Migrant Health Centers, and Health Care for the Homeless Programs and Health Services for Residents of Public Housing Programs which serve Nevadans, among others and FQHC Look-Alikes.

- 2.1.2 Associate Member: Associate members of NVPCA are: Providers of primary health care who do not meet the above criteria to become organizational members; or other organizations that demonstrate a commitment to the mission of NVPCA through programs or activities that support the provision of comprehensive primary health care services to underserved populations regardless of the patient’s ability to pay (e.g., on a sliding fee scale).
  - 2.1.3 Corporate Member: Corporate members of NVPCA are: Any nonprofit or for-profit entities that have an interest in supporting primary health care services in NV and are interested in advocating for and supporting NVPCA’s goals to improve access to health care for Nevada’s underserved populations while improving their health and wellbeing. This is a non-voting membership.
- 2.2 APPLICATION FOR MEMBERSHIP. Membership shall be by application and submitted to the Chief Executive Officer of NVPCA. Membership shall become effective upon confirmation of required documents and payment of membership dues.
- 2.2.1 Application for Organizational Membership: Each Organizational membership application must present evidence that it meets the criteria for membership. Documentation shall include, but not be limited to the following:
    - a. Copy of the most recent Notice of Award or Look-Alike designation letter from HRSA
  - 2.2.2 Application for Associate Membership: Each Associate Membership applicant must present evidence that it meets the criteria for membership. Documentation shall include, but not be limited to:
    - a. Evidence of non-profit, 501(c)3 corporation or public sector status
    - b. Copy of mission statement
    - c. List of provided services
  - 2.2.3 Application for Corporate Membership: Each Corporate Membership applicant must present evidence that it meets the criteria for membership. Documentation shall include, but not be limited to:
    - a. Copy of mission statement
    - b. List of primary care health care organizations working in the State of Nevada
- 2.3 REPRESENTATION. Each organizational or associate member shall designate or appoint one representative as the NVPCA voting member. The representative

shall serve at the pleasure of the appointing member organization or association to vote and act on behalf of the member whenever membership action is required. Any voting member may at any time appoint a replacement representative, upon written notice to the Corporation.

2.3.1 Removal of Representative: An organizational or associate member representative shall be automatically removed upon suspension or expulsion of his or her organization or association, or upon termination of his or her association with the organizational member or associate member.

2.4 VOTING. Each organizational and associate member appointed member representative shall have one vote. A voting member not in good standing is not eligible to vote on any action to remove, expel, or suspend itself from membership or office, nor would an ineligible member be included in determining a quorum for action. The voting members entitled to notice of any meeting or to vote at such meeting shall only be organizations in good standing on the Corporation's records on the record date the notice is sent.

No voting member shall have more than one vote in any matter brought before the members or within the voting power of the Board of Directors.

2.5 MEMBERSHIP DUES. The Board of Directors may establish such membership fees, dues, and assessments for members which may vary by class of membership and may establish such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the suspension, proration, or refund of dues and assessments as necessary or appropriate.

The membership year of the Corporation shall be on a rolling calendar beginning on the first of the month following the submittal and approval of the membership application and ending on the last day of the twelfth month of the membership year. Annual renewal notice and invoice of dues payable shall be given no later than thirty (30) days prior to the membership expiration date with net 30 terms. If dues have not been paid by membership expiration date, a payment reminder notice will be sent and payment must be received within the 30-day grace period following membership renewal date, otherwise, account will be considered not in good standing.

2.6 SUSPENSION OF MEMBERSHIP. Any member who fails to pay any dues or other assessments within the thirty (30) day grace period of delivery of written notice, shall be suspended from membership. Upon payment of all past-due dues and assessments, such member shall be automatically reinstated. If the dues or special assessments are not paid for an entire membership year, however, the organization must reapply for membership in accordance with section 2.2.

Members, who indulge in unethical practices, or display conflicts of interest shall

be suspended from membership. During any period of suspension, organizational and associate members shall not be entitled to the rights and privileges of membership, including without limitation, the right to vote.

- 2.7 TRANSFER OF MEMBERSHIP. No membership in the Corporation is transferable. Members shall have no ownership rights or beneficial interests of any kind in the Corporation's assets.
- 2.8 ANNUAL MEMBER MEETINGS. The annual meeting of members shall be held in September of each year. At such meetings, assuming a quorum exists as defined in Section 2.11, directors shall be elected for any vacancies or re-elected for new terms by majority vote of those members with voting rights who are present, and any other proper business may be transacted. The term for the newly elected directors shall begin in November of each year.
- 2.9 SPECIAL MEMBER MEETINGS. Special meetings of the members may be called for any purpose permitted under Chapter 82 of Nevada Revised Statutes at any time by the Board, the President, or by the members entitled to cast not less than twenty-five percent (25%) of the votes at such meeting. Upon request in writing to the President, any Vice President, or the Secretary, by any person or persons entitled to call a special meeting of members, the Secretary shall cause notice to be given to the members entitled to vote that a special meeting will be held not less than thirty (30) nor more than sixty (60) days after the date of the notice.
- 2.10 NOTICE OF ANNUAL OR SPECIAL MEMBER MEETING. Written notice of each member meeting shall be given not less than ten (10) or more than sixty (60) days before the date of the meeting to each voting member. Such notice shall state the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action, but any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of the nominees intended to be presented for election at the time of the notice.

Notice of a members' meeting shall be given personally, by mail, or e-mail, addressed to the member at the address of such member appearing on the books of the Corporation.

- 2.11 QUORUM FOR MEMBERS' MEETING. Twenty-five percent (25%) of the voting members in good standing shall constitute a quorum at any members' meeting. If a quorum is present, the affirmative vote of the majority of the voting members represented and voting at the meeting on any matter shall be the act of the voting members. Notwithstanding the foregoing, the (1) sale, transfer, and other disposition of substantially all of the Corporation's assets and (2) a merger

or consolidation of the Corporation shall require the approval of not less than two-thirds (2/3) of those members in good standing voting.

- 2.12 **ADJOURNED MEETING AND NOTICE THEREOF.** Any members' meeting, whether or not a quorum is present, may be adjourned from time to time. In the absence of a quorum, no other business may be transacted at such meeting.

It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted, other than by announcement at the meeting at which such adjournment is taken; provided, however, when a members' meeting is adjourned for more than forty-five (45) days or, if after adjournment a new date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting.

- 2.13 **ACTION WITHOUT MEETING.** Any action may be taken without a meeting and without prior notice if a consent in writing, setting forth the actions to be taken, is signed by the holders of outstanding membership interest having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all membership interests entitled to vote were present and voted. The date for determining members entitled to give consent pursuant to this Section, when no prior action by the Board has been taken, shall be the day on which the first written consent is given.

- 2.14 **CONDUCT OF MEETING.** The President shall preside as chair at all meetings of the members unless another chair is appointed by the President. The President shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The chair's ruling on procedural matters shall be conclusive and binding on all members, unless at the time of ruling a request for a vote is made by a member entitled to vote and represented at the meeting, in which case the decision of a majority of such membership interest shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the chair shall have all the powers usually vested in the chair of a meeting of members.

### ARTICLE III BOARD OF DIRECTORS

- 3.1 **POWERS.** Subject to limitations contained in the Nevada Revised Statutes, the Articles of Incorporation, of these bylaws, and of actions required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may, as permitted by law, delegate the management of the day-to-day operation of the business of the Corporation to a Chief Executive Officer or other persons or officers of the Corporation provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be

exercised under the ultimate direction of the Board. Without prejudice to such general powers, it is hereby expressly declared that the Board shall have the following powers:

- a. To select and remove the Chief Executive Officer, prescribe the powers and duties of that position consistent with law, or with the Articles of Incorporation or bylaws, fix the compensation, and perform an annual review of the Chief Executive Officer.
- b. To conduct, manage, and control the affairs and business of the Corporation and to make such rules and regulations consistent with law, with the Articles of Incorporation, and these bylaws.
- c. To adopt, make, and use the forms of certificates of membership and to alter the form of such certificates from time to time in their best judgment.
- d. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities therefor.
- e. To elect and vote to fill vacancy of a member organization representative whose previous representative is no longer with the member organization.

- 3.2 **COMPOSITION OF THE BOARD.** The authorized number of directors shall be a minimum of nine (9) and maximum of thirteen (13) unless changed by amendment of the Articles and bylaws duly adopted by approval of not less than two-thirds (2/3) of those members voting if a quorum is present.

Directors shall be elected at annual members' meetings or by consent of members in lieu of meeting. If any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special members' meeting held for that purpose. Nominations shall be accepted up to seven (7) days prior to the annual meeting and at the annual meeting. Each member shall cast the number of votes that equals the number of positions to be filled. The individuals that receive the highest number of votes will fill the positions available; however, if the individuals who receive the highest number of votes are associate members, they can only fill up to three (3) of the total Board positions. If there are more associate members than positions available for associate members, then the positions will be filled by the organizational members who receive the most votes.

- 3.3 **CHIEF EXECUTIVE OFFICER.** The Board of Directors may appoint a Chief Executive Officer who shall be the corporate general manager and shall be responsible for carrying out corporate policies and programs and the directions of the Board of Directors and shall perform such other functions as set forth by the Board. The Chief Executive Officer shall be responsible for the Corporation's

records. The Chief Executive Officer shall serve as an ex officio non-voting member of the Board of Directors and each of the Corporation's committees. The Board of Directors shall perform an annual written evaluation of the Chief Executive Officer's performance and shall have complete discretion and authority to hire and fire the Chief Executive Officer.

3.3.1 Other Staff: The Chief Executive Officer shall be empowered to employ such additional staff and/or independent contractors as may be required to carry out the programs and work of the Corporation. Such staff and/or independent contractors shall be responsible to and serve under the direction of the Chief Executive Officer.

3.4 **TERM OF OFFICE.** Each director shall hold office for a two (2) year term and until a successor has been elected and qualified.

3.5 **ABSENCE.** Any director unable to attend a meeting shall communicate by email or phone to the Board Chair or CEO of the Corporation, stating the reason for his or her absence prior to the meeting. If a director is absent for more than four meetings without written or verbal notice, the Board may request the member organization provide a new representative to serve on the NVPCA Board of Directors. If a director ceases to be affiliated with the organizational or associate member of which he or she is a representative, such person shall be automatically terminated as a director.

3.6 **VACANCIES.** Any director may resign effective upon giving written notice to the President, Vice President, Secretary, or any member of the Board, unless the notice specified a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board, including those existing as a result of a removal of a director, shall be filled by the Board of Directors at a regularly scheduled board meeting or by written consent. A director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director. The Board may declare vacant the office of a director who has been declared of unsound mind or convicted of a felony by an order of court.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

3.7 **REMOVAL OF DIRECTORS.** Except as otherwise provided in Chapter 82.296 of the Nevada Revised Statutes, any director or one or more of the incumbent

directors may be removed from office by the majority vote of Board of Directors excluding the director who is subject to removal.

- 3.8 **BOARD MEETINGS.** Except that the Board shall have regular meetings at the time and place of the annual member meeting and at least six (6) times each year at such time and place as the Board may determine, the Board shall meet upon call of the President, at such times and places as the President designates and shall be called to meet upon demand of a majority of its directors. Notice of all meetings of the Board of Directors shall be sent by email or other mode of transmittal to each director of the board at the last recorded address at least ten (10) days in advance of such meetings.
- 3.9 **PLACE OF BOARD MEETING.** Any meeting of the Board shall be held at any place within or outside the State of Nevada which has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal executive office of the Corporation.
- 3.10 **SPECIAL BOARD MEETINGS.** Special meetings of the Board for any purpose may be called at any time by the President, or the Secretary or by any two directors.

Special meetings of the Board shall be held upon at least four (4) days written notice by U.S. mail or forty-eight (48) hours' notices given personally, by e-mail, facsimile, telephone, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the director for the purposes of notice.

- 3.11 **QUORUM OF THE BOARD FOR TAKING ACTION.** A majority quorum shall consist of at least fifty percent (50%) plus one (1) of the membership of the Board of Directors. Approval by a majority of those directors present at regular board meeting at which a quorum is present shall constitute an action of the Board. A two-thirds (2/3) majority vote is required for hiring/firing the Chief Executive Officer. . Every act or decision done or made by a majority of the directors then in office shall be regarded as the act of the Board, unless a different number is required by law or by the Articles of Incorporation or bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors if any action taken is approved by at least a majority of the number of directors required as noted above to constitute a quorum for such meeting.
- 3.12 **PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

- 3.13 **WAIVER OF NOTICE.** The transactions of any meeting of the Board however called and noticed or wherever held are valid. Either before or after the meeting, each of the directors not present signs a written waiver of notice, consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.
- 3.14 **ADJOURNMENT.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment.
- 3.15 **FEES AND COMPENSATION.** Directors and members of committees may not receive any compensation for their services but may be provided reimbursement for service-related expenses as may be fixed or approved by the Board.
- 3.16 **ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Board may be taken without a meeting if, before or after the action, all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

ARTICLE IV  
OFFICERS AND THEIR DUTIES

- 4.1 **OFFICERS.** The officers of the Corporation shall be, at a minimum, a President, Vice-President, and a Secretary/Treasurer. The Corporation may also have at the discretion of the Board, one or more vice presidents, one or more assistant vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected or appointed in accordance with the provisions of these bylaws.
- 4.2 **ELECTION AND TERM.** The officers of the Corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board at the first meeting following the annual meeting of members for one-year terms, and shall hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successors shall be elected.
- 4.3 **SUBORDINATE OFFICERS.** The Board may elect, such other officers as the business of the Corporation may require, each of whom shall hold office for such

period, have such authority, and perform such duties as are provided in these bylaws or as the Board may from time to time direct.

Any officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall be necessary to make it effective.

- 4.4 VACANCIES. A vacancy of any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these bylaws for the regular election or appointment to such office. Vacancies in any office may be filled for the balance of the term thereof by vote of the Board of Directors at any regular or special board meeting.
- 4.5 PRESIDENT. The President shall: (i) preside at all members' meetings, (ii) arrange for the time and place of holding regular meetings, (iii) call special meetings of the Board of Directors for the purpose of carrying on the Corporation's work, (iv) appoint chairpersons and members of all committees, and (v) serve as a chairperson of the Board of Directors.
- 4.6 VICE PRESIDENT. The Vice President shall assume the office of President when a vacancy is declared in that office. The Vice President shall preside over all meetings and assume full authority of the President in the President's absence. In the event of the removal of the President through resignation, death, or other action; the Vice President shall preside until such time as a new President is elected by the Board of Directors.
- 4.7 SECRETARY/TREASURER. The Secretary/Treasurer shall have the following duties and powers:
- a. Annually approve the record of and update the names and addresses of the Members;
  - b. Keep a record of all proceedings of the meetings of the Members and the Board of Directors;
  - c. Serve as the chair of the Membership and Finance Committees;
  - d. Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and financial transactions of the Corporation and shall cause to be sent to the members such financial statements and reports as are required to be sent to them;
  - e. Make a report of the financial affairs of the Corporation at the regular meetings of members; and

- f. Perform, in general, all duties incident to the office of Secretary/Treasurer and such other duties as are assigned by these Bylaws or by the President.
- 4.8 SURETY BOND. The members may require any Officer to execute to the Corporation a bond in such sums and with sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his or her duties and for the restoration to the Corporation of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

ARTICLE V  
COMMITTEES OF THE BOARD

The board may appoint one or more committees, each consisting of one or more directors and two or more members, and delegate to such committees any of the authority of the Board, except with respect to:

- a. The approval of any action which requires members' approval;
- b. The filling of vacancies on the Board or on any committees;
- c. A proposal for amendment or repeal of bylaws or the adoption of new bylaws;
- d. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable by a committee of the Board;
- e. The appointment of other committees of the Board or the members thereof.

Any such committee must be appointed by resolution adopted by a majority of the authorized number of directors and may be designated by an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the Board or such committee shall otherwise provide, the regular or special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

ARTICLE VI  
OTHER PROVISIONS

- 6.1 INSPECTION OF RECORDS. The Corporation shall keep at its Registered Office and its Principal Executive Office (1) the original or a copy of these bylaws as amended to date certified by an officer, (2) a copy of articles of incorporation with all amendments certified by the Secretary of State, and (3) a Membership ledger or duplicate, revised annually, all of which shall be open to

inspection by members at all reasonable times during office hours. If the Corporation has no principal business office in Nevada, it shall, upon the written request of any member, furnish to such member a copy of the aforementioned documents as amended and revised to date.

- 6.2 PRESUMPTION OF ASSENT. A member representative who is present at a meeting of the members at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a dissent shall be entered in the minutes of the meeting or unless he or she files a written dissent before the adjournment thereof or forwards such dissent by certified mail to the Secretary/Treasurer immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member representative who voted in favor of such action.

ARTICLE VII  
LIABILITY OF DIRECTORS AND OFFICERS

- 7.1 ELIMINATION OF LIABILITY. A director or officer of the Corporation shall not be personally liable to the Corporation or its members for damages for breach of fiduciary duty as a director or officer, excepting only acts or omissions which involve intentional misconduct, fraud, malfeasance, misfeasance or a knowing violation of law, but liability shall otherwise be eliminated or limited to the fullest extent permitted by Nevada law, as it may be allowed from time to time.
- 7.2 MANDATORY INDEMNIFICATION. The Corporation shall indemnify the officers and directors of the Corporation to the fullest extent permitted by Nevada law as the same exists or may hereafter be amended.
- 7.3 MANDATORY PAYMENT OF EXPENSES. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to Corporate indemnification.
- 7.4 EFFECT OF AMENDMENT OR REPEAL. Except as provided in the Articles of Incorporation or by Nevada law, this corporation reserves the right to amend or repeal any provision contained in these Bylaws. However, any amendment to or repeal of any of the provisions in this Article VI shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any act or omission of such director or officer occurring prior to such amendment or repeal.
- 7.5 INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, director, employee, or agent of the Corporation against any liability asserted against or incurred by the

officer, director, employee, or agent in such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify the officer, director, employee, or agent against such liability under the provisions of this Article.

ARTICLE VIII  
AMENDMENTS

These Bylaws may be altered, amended, or repealed by approval of not less than two-thirds (2/3) of those members voting where quorum is present.

ARTICLE IX  
CONFLICTS WITH GENERAL CORPORATION LAW

In the event and to the extent of any conflict between the provisions of these Bylaws and any mandatory requirements of Nevada Revised Statutes, Chapter 82, as it may be amended from time to time, the latter shall govern and all other provisions of the Bylaws not in conflict thereof shall continue in full force and effect.

ARTICLE X  
CONFLICT OF INTEREST

10.1 **DUTY TO DISCLOSE.** Each officer and Director shall comply with the procedures of the Corporation's conflicts of interest policy with respect to any transaction in which an economic benefit is provided by the Corporation to a Director or officer:

- a. in exchange for services rendered;
- b. in connection with the purchase or sale of one or more assets or services or;
- c. in connection with any partnership, joint venture or revenue sharing arrangement (an "Applicable Transaction").

The Board may provide parameters from time to time defining transactions that are not subject to this policy to the extent that the authorized officers of the Corporation comply with the parameters set forth in such policy, in which case such transaction will not be considered an Applicable Transaction.

10.2 **APPROVAL OF APPLICABLE TRANSACTIONS.** Except as otherwise provided pursuant to the Corporation's policy, all Applicable Transactions must be approved by the affirmative vote of a majority of a quorum of the Board in advance in accordance with the following procedures:

- a. Disinterested Board. Any officer or Director that will benefit, directly or indirectly from such Applicable Transaction, shall not participate in any discussions with respect to the Applicable Transaction, except to the extent of the disclosure required hereunder and in the conflicts of interest policy and in response to inquiries of the disinterested members of the Board, and shall leave the room before the Board votes to approve or disapprove the Applicable Transaction.
- b. Acquisition of Relevant Data. The Board shall determine and obtain sufficient comparable data, including, but not limited to asset or business valuation appraisals, compensation surveys, copies of third-party bids or offers, and such other data necessary for the Board to determine, in good faith, that the value of the economic benefits provided to the officer or Director are fair in comparison to the assets, services or other consideration to be provided by the officer or Director to the Corporation.
- c. Records of Proceedings. The Board shall document, before the implementation of the Applicable Transaction:
  - i. the name of the officer or Director, the nature of the Applicable Transaction, a summary of the comparable data reviewed, a summary of any other action taken to determine the economic fairness of the Applicable Transaction to the Corporation, and the Board’s decision as to whether such Applicable Transaction is approved;
  - ii. the names of the persons who were present for discussions and votes relating to the Applicable Transaction, the content of the discussion, and a record of any votes taken in connection therewith.

CERTIFICATE OF PRESIDENT

THIS IS TO CERIFY that I am the duly elected, qualified, and acting president of NEVADA PRIMARY CARE ASSOCIATION and that the above and foregoing Bylaws, constituting a true original copy, were duly adopted as the Bylaws of said Corporation on September 27, 2021, by the Members of said Corporation and subsequently were revised with a non-substantive change (address change) on the date noted below.

IN WITNESS WHEREOF, I have hereunto set my hand.

[Redacted Signature]

Steve Flores,  
Board President

Date