

**Oklahoma Physicians
Resource/Research Network, Inc.**

BYLAWS

**Article I
Identification**

Section 1: Name. The name of the Organization shall be “Oklahoma Physicians Resource/Research Network, Inc.”, hereinafter OKPRN.

Section 2: Offices. The principal office of OKPRN shall be located at such place as shall be specified by the Board of Directors. OKPRN may also have offices at such other places as designated by the Board of Directors.

Section 3: Mission. The mission of OKPRN shall be: To improve the quality of primary health care in Oklahoma by attracting, developing, and distributing resources and by conducting relevant practice-based research.

To achieve the purposes of OKPRN there shall be no discrimination in membership classes or on the Board of Directors because of race, color, religion, sex, age, national origin, disability, genetic information, veteran’s status or sexual orientation.

Section 4: Seal. The corporate seal and logo of OKPRN shall be in such form as the Board of Directors may select. Said seal and logo may be used by causing them, or a facsimile thereof, to be impressed or affixed or otherwise reproduced.

Section 5: Fiscal Year. The fiscal year of OKPRN shall be the calendar year.

**Article II
Nonprofit Purposes**

Section 1. IRC Purposes This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Article III
Membership**

Section 1: Term and Classes. Persons possessing the necessary qualifications may, upon satisfactory application, be admitted to membership in OKPRN in one of the following classes:

- (a) PROFESSIONAL MEMBERS. Individuals who are engaged in a health care profession.

- i. Active members: Professional members who have completed their training, who have completed or updated their annual surveys, and who have paid their membership dues, if any have been instituted. Active members may vote and hold office within the organization.
 - ii. Affiliate members. These are professional members who have either not completed their initial or annual membership survey or paid, if instituted, their annual dues.
 - iii. Trainees. These are future professionals likely to become active or affiliate members once they have completed their professional training.
- (b) LIFE MEMBERS. Individuals qualifying as life members may, upon approval of the OKPRN Board of Directors, be admitted to life membership in OKPRN in one of the following categories:
- i. Retired life members. An OKPRN member who has retired from active full-time employment and has attained a minimum of ten (10) years of OKPRN membership may apply to OKPRN for Retired Life Membership. Retired Life Members shall be entitled to all privileges of General Members.
 - ii. Honorary life members. The Board of Directors may, by a two-thirds (2/3) vote at any duly constituted meeting, provided at least a majority of the then entire number of voting Directors vote in the affirmative, designate and elect as Honorary Members of OKPRN individuals who are deemed to be outstanding in the field of health care, operations or research. Honorary Life Members shall be entitled to all privileges of membership except the right to vote or hold office in OKPRN.
- (c) SPECIAL EXPERTISE MEMBERS: Individuals whose unique expertise, credentials, and experiences are determined by the Board of Directors to be beneficial to OKPRN. Special Expertise members may vote and hold office in OKPRN.
- (d) RETIRED ANNUAL MEMBER. A current OKPRN member, in the Professional or Special Expertise class of membership that has retired from active full-time employment. Retired Annual Members shall have no vote, and may not hold office in OKPRN

Section 2: Approval of Membership. Application for membership shall be made in writing (printed or electronic) on a form provided by OKPRN. The Executive Director or designate shall resolve any questions as to membership eligibility or membership status; provided that all Special Expertise members shall become members only upon approval of the Board of Directors.

Section 3: Membership Dues. The amount of the annual dues for all classes of members shall be determined by a majority vote of the then entire number of voting Directors.

- (a) Professional, Retired Annual, and Special Expertise Membership Dues. The amount and effective date of dues for Professional, Retired Annual, and Special Expertise Members shall be determined annually by the Board of Directors. Notwithstanding the above, the Executive Director, after approval from the Executive Committee and

due consideration for the long-term budgetary impact such programs may have, may establish discounted dues structures as part of special membership programs offered for the purpose of increasing OKPRN membership.

- (b) Retired Life Member Dues. The dues for Retired Life Members shall be a one-time payment equal to three (3) times the amount of annual dues for Professional, and Special Expertise Membership at the time of application. Payment in full must be made during the year of application.
- (c) Honorary Life Members shall not be required to pay annual dues.

Section 4: Membership Voting Status. A member with voting privileges shall be entitled to vote as a member in good standing provided that the member's dues have been paid.

Section 5: Membership Discipline. The Board of Directors is authorized to establish a grievance or disciplinary process consistent with state and federal laws.

Article IV Board of Directors

Section 1: Number. The Board of Directors shall be composed of not less than seven (7) nor more than fifteen (15) voting Directors, plus the Executive Director or Managing Director as an ex officio non-voting Director who may be excused from a Board of Directors meeting by the President/Chair where matters concerning the Executive Director or Managing Director are being considered. The elected Directors shall consist of the following: the President/Chair, the Secretary/Treasurer, the Past President/Chair, up to 6 additional OKPRN members, and up to 6 at-large Board members.. The Board of Directors shall determine prospectively the number, if any, of at-large Board members to be elected each year. The Past President/Chair shall be a voting member of the Board by virtue of the position for the first year following his term as President/Chair. No less than 1/3 of directors shall be in the field of family practice and no less than 1/2 shall be in the field of primary care (i.e. family physician, pediatrician, Ob-Gyn, and internal medicine).

Section 2: Qualification. All candidates for election at large to the Board of Directors must be qualified Professional or Special Expertise Members of OKPRN in good standing at the time of the nomination or appointment. In the event that the basis on which a Director was originally determined to be eligible for Professional or Special Expertise membership is changed after election or during term of office, or if individual circumstances are deemed by the Board to seriously limit the participation of a Board member in the affairs of OKPRN, such change or individual circumstances may be considered by the Board cause for disqualification as a director. A two-thirds (2/3) vote of then entire number of voting Directors may remove a disqualified Director.

Section 3: Election - Term of Office. All Directors elected shall be chosen as provided in Article XI of these Bylaws. Each such elected Director shall assume office the beginning

of the next month following election and shall hold office for the greater of a three (3) year term, or until a successor is elected except that the term for President/Chair and Secretary/Treasurer shall be two (2) successive years and the term for the Chair Designate shall be one (1) year. Elected Directors may not be elected to more than two (2) consecutive three year terms; provided that service on the Board as President/Chair, Past President/Chair, or Chair Designate will not be counted toward such six year limit. The terms of Directors shall be staggered as nearly as is feasible so that at-large Directors are not serving concurrent terms.

Section 4: Vacancies. Any vacancy in the Board shall be filled for the unexpired term by vote of a majority of the entire number of the remaining voting Board members. Vacancies in President/Chair, Past President/Chair, or Chair Designate shall be filled by vote of the Board by mail, facsimile, or other telecommunication methods.

A vacancy in the office of the President/Chair shall be filled by the Chair Designate who shall serve as President/Chair for the balance of that term and the following two year term. If there is no sitting or elected Chair Designate at the time of the vacancy in the President/Chair, the Board of Directors shall appoint a director to serve as President/Chair until the next general election, and at such next general election a President/Chair shall be elected. A vacancy in the office of Past President/Chair shall remain vacant until filled by the then President/Chair at the conclusion of his term as President/Chair. A vacancy in the office of Chair Designate shall remain vacant until the next general election when a Chair Designate would normally be elected.

Section 5: Board Meetings. The Board shall meet at least semi-annually.

Section 6: Special Meetings. Special meetings of the Board may be called by the President/Chair or upon the written request of any five (5) members of the Board.

Section 7: Notice of Meetings. Written notice of each Board meeting shall be given (electronically) or mailed to each Director at least seven (7) days before such meeting.

Section 8: Quorum. A majority of the existing Board membership shall constitute a quorum for the transaction of business. The act of a majority of the then entire number of voting Directors shall be the act of the Board, unless a greater number is required by statute, the Articles of Incorporation or elsewhere in the Bylaws.

Section 9: Presiding Officer. At all meetings of the Board, the President/Chair, or if absent, the Chair Designate if any, or if absent the Secretary/Treasurer shall preside as Chair.

Section 10: Powers and Duties.

- (a) The Executive Director or designee shall manage and control the property, business and affairs of OKPRN, subject to Board of Directors' oversight, control and direction, and the Board of Directors or the Executive Director shall exercise all powers of OKPRN not reserved to the members by statute or by the Bylaws or the Articles of Incorporation.

- (b) The OKPRN Board of Directors is the ultimate governing body of OKPRN. The Board is also responsible for approving the policies of OKPRN. More specifically, and without limitation, the Board performs the following functions:
- i. Approves the strategic plan and monitors its implementation;
 - ii. Sets policies which it determines to be consistent with OKPRN's vision, mission and key objectives;
 - iii. Takes appropriate action to invest, preserve, expand and utilize the reserves of OKPRN consistent with the strategic plan;
 - iv. Approves an annual budget designed to further what it determines to be OKPRN's objectives and monitors the success or failure of planned objectives;
 - v. Establishes OKPRN's bylaws and amends them from time to time as appropriate in accordance with Article XII of these bylaws;
 - vi. Further defines OKPRN's volunteer organizational structure and sets forth terms and conditions of affiliations and professional emphasis groups consistent with the Bylaws;
 - vii. Ensures that OKPRN adopt and implement a succession plan for its volunteer leaders that will provide for a diverse, competent, dynamic and committed pool of members which can be considered for positions as openings arise at all levels of OKPRN;
 - viii. Selects OKPRN's Executive Director or designee, sets terms and conditions of employment, evaluates his/her performance and makes plans for succession or contracts with an association management group;
 - ix. Reviews and approves extraordinary operational items which are outside the budget or which it determines will have a pronounced and long-term impact on OKPRN, such as OKPRN's location and physical plant;
 - x. Appoints from among its members, individuals to act as liaisons with any affiliated organizations; and
 - xi. Participates in OKPRN's initiatives as appropriate and approves OKPRN's affiliations with other organizations and the terms for such affiliation.
- (c) The Board may act as a whole in fulfilling its responsibilities or refer matters to standing, functional, or ad hoc committees. Committees shall be subject to the control and direction of the Board; and the Board shall hold all committees responsible for specified outcomes.
- (d) The Board, in reaching decisions, will make good faith efforts to ensure that appropriate information, available at the time and relevant to a matter, is considered. All Board members should feel free to volunteer any information and/or raise any question in furtherance of this objective in a climate of professionalism with due respect for opposing views. Board decisions, once made, are, however, decisions of the Board and all Board members are expected to accept those decisions and be supportive of them.

Section 11: Removal of Directors and Officers. Any Director or Officer may be removed from office, with or without cause, upon an affirmative vote of two-thirds of the then entire number of voting Directors taken at a duly constituted Board of Directors meeting.

Section 12: Indemnification of Officers and Directors. When a person is sued, either alone or with others, because he/she is or was a Director or officer of OKPRN, or of another corporation serving at the request of OKPRN, in any proceeding arising out of his/her alleged misfeasance or nonfeasance in the performance of his/her duties or out of any alleged wrongful act against OKPRN or by OKPRN, he/she shall be indemnified for his/her reasonable expenses, including attorneys' fees incurred in the defense of the proceedings, if both of the following conditions exist: (a) The person sued is successful in whole or in part, or the proceeding against him/her is settled with the approval of the court; (b) The court finds that his/her conduct fairly and equitably merits such indemnity.

Section 13: Payment of Indemnification. The amount of such indemnity which may be assessed against OKPRN its receiver, or its trustee, by the court in the same or any separate proceedings, shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceedings, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon OKPRN, its receiver, or its trustee, and upon the plaintiff or other parties to the proceeding. The court may order notice to be given also to the members of OKPRN in the manner provided in these bylaws for giving notice of members' meetings, in such form as the court directs.

Article V Officers

Section 1: Number. The officers of OKPRN are: President/Chair, Secretary/Treasurer, and, every other year, a Chair Designate.

- (a) Elected Officers. The elected officers of OKPRN are the President/Chair, the Secretary/Treasurer, and, every other year, the Chair Designate.
- (b) Non-elected Officers. Officers of OKPRN who are not elected are the Executive Director or designee and other non-elected officers specifically designated by the Executive Director or the Board of Directors.

Section 2: Election Term of Office. All elected officers shall be chosen as provided in Article XI of these Bylaws. Each officer shall assume office on the first of the calendar year following the general election for a term or terms as specified in Article IV, Section 3, or until death, resignation or removal.

Section 3. Qualification. All candidates for office must be qualified Professional or Special Expertise of OKPRN in good standing at the time of nomination or appointment. In the event that the basis on which an officer was originally determined to be eligible for Professional or Special Expertise Membership is changed after his election, or during his term of office, such change may be considered by the Board cause for disqualification as an officer. A two-thirds (2/3) vote of the then entire board may remove a disqualified officer.

Article VI Duties of Officers

Section 1: President/Chair. The President/Chair shall serve as the presiding officer at meetings of the members and of the Board; and shall be an ex-officio voting member of all committees of the Board.

Section 2: Chair Designate. The Chair Designate shall perform the duties of the President/Chair during the President/Chair's absence or temporary disability. In the event of the President/Chair's death, resignation or inability to serve, the Designate shall become President/Chair of OKPRN for the balance of the unexpired term and the following full term of office; shall represent the President/Chair at the President/Chair's request and assist in carrying out the objectives of OKPRN. The Chair Designate shall have such other powers and perform such other duties as the Board or the President/Chair may determine.

Section 3: Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the preparation of a record of the proceedings of all meetings of the Board and of any other business meeting of OKPRN and for the financial affairs of OKPRN. This latter responsibility shall include the preparation, interpretation and dissemination of periodic financial reports to the Board, and shall also perform such other duties as the President/Chair may determine. The Board may authorize an Assistant Secretary/Treasurer, and the Executive Director may assign paid staff. They shall perform the duties of the Secretary under his/her supervision, or in the case of his/her absence or disability.

Section 5: Executive Director. The Executive Director shall be the chief executive officer of OKPRN and shall:

- (a) be appointed by the Board and serve at its pleasure;
- (b) be an ex-officio, non-voting member of the Board and all Standing Committees; and
- (c) have general charge and supervision of the affairs and business of OKPRN, subject to Board of Directors' oversight, control and direction.

Each year, the Executive Director shall submit a written report to the members summarizing the activities and accomplishments of OKPRN during the previous fiscal year.

Section 6: Delegation of Authority. In the case of the absence of any officer of OKPRN, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officers to any other officer or to any Director.

Section 7: Special Corporate Acts. All deeds, mortgages, leases, and all other written contracts and agreements to which OKPRN, as authorized by the Board, shall be a party, upon authorization by the Board of Directors or in accordance with budgets or procedures approved by the Board, shall be executed in its name by Board officers or others authorized by the Board of Directors.

Article VII Committees

Section 1: Standing Committees. There shall be the following standing committees, each having at least three (3) Board members, with the members (except in the case of the Executive Committee) and chair of the Committee appointed by the President/Chair and with each expressly authorized by and responsible to the Board, having duties stated below:

- (a) **NOMINATING COMMITTEE.** The Nominating Committee shall be composed of members, including the President/Chair of OKPRN, appointed by the President/Chair, plus the Executive Director as an ex officio non-voting member. It shall identify candidates for all national offices and submit the names of the candidates to the President/Chair for Board approval, who shall in turn direct that ballots be prepared and distributed to the voting members in accordance with Article XI Section 1(b).
- (b) **EXECUTIVE COMMITTEE.** The Executive Committee shall be composed of the Immediate Past President/Chair, if any, the President/Chair, the Secretary/Treasurer, and in years where there is no Past President/Chair then the Chair Designate. The Executive Director shall be a non-voting ex-officio member. The Executive Committee shall have the authority to act on behalf of the Board of Directors in between meetings of the Board, except that the Executive Committee shall not have the authority to take action on any matter for which the Certificate of Incorporation, Bylaws or Oklahoma State law require a greater vote of Directors than a majority of the entire number of voting Directors. The Executive Committee shall make a written report to the Board of Directors at each Director's meeting concerning all acts taken by the Executive Committee on behalf of the Board of Directors since the previous Board of Directors' meeting.

Section 2: Other Committees. In addition to the committees mentioned in Section 1 of this Article other committees may be appointed by the President/Chair subject to such conditions or limitations as may be specified by the Board.

Article VIII Parliamentary Procedure

Meetings of the voting members, Board of Directors and Committees of OKPRN shall be governed by the rules contained in Robert's Rules of Order (Newly Revised) in all cases to which they are applicable and in which they are consistent with statute, the Articles of Incorporation or the Bylaws of OKPRN.

Article IX Professional Emphasis Groups

Section 1: Creation and Relationship to OKPRN. Upon a finding that there is a sufficient number of members interested in a particular professional emphasis and desirous of forming a Professional Emphasis Group (hereafter "PEG") within OKPRN, OKPRN Board of Directors may, if it deems it in the best interest of OKPRN, create a PEG for such field of professional emphasis. A PEG will be an integral part of OKPRN, will not be a separate legal entity, and will not be separately incorporated.

Section 2: Governing Instruments. Each PEG shall adopt its own Operating Guidelines setting forth specific procedures for its operations. Such Bylaws, and any amendments thereto, shall be based upon model Bylaws provided by OKPRN Board of Directors and shall not be effective unless and until approved by a majority vote of OKPRN Directors present at a duly constituted OKPRN Board of Directors meeting, provided at least a majority of the then entire number of voting Directors vote in the affirmative. The Bylaws of the PEG shall allow OKPRN Board of Directors to remove any PEG Officer, or other member of the PEG Governing Body, with or without cause, upon a two-thirds vote of OKPRN Directors present at a duly constituted OKPRN Board of Directors meeting, provided at least a majority of the then entire number of voting Directors vote in the affirmative, and shall allow OKPRN Board of Directors to appoint individual(s) to fill the remaining term of those individuals removed.

Section 3: Reporting to OKPRN Board of Directors. Each PEG shall report to OKPRN Board of Directors on its activities and in accordance with procedures set forth by resolution of OKPRN Board of Directors.

Section 4: Finances. The finances of each PEG shall be included within the financial statements of OKPRN; however, each PEG shall adopt its own budget which must be approved by OKPRN Executive Director. A PEG may not incur any obligations in excess of those included within its approved budget without the express written consent of OKPRN Executive Director. The assets derived by the PEGs, and the liabilities incurred by the PEGs within the authority granted herein, shall be those of OKPRN.

Section 5: Dissolution and Reinstatement. OKPRN Board of Directors may, by an affirmative vote of two-thirds (2/3) of the then entire number of voting OKPRN Directors, dissolve a PEG upon finding that the activities of the PEG are inconsistent with or contrary to the best interests of OKPRN. Prior to such a vote, a PEG shall have an opportunity to review a written statement of the reasons for such proposed dissolution

and an opportunity to provide OKPRN Board of Directors with a written response to such proposal within a thirty (30) day period. OKPRN Board of Directors by an affirmative vote of two-thirds (2/3) of the then entire number of voting OKPRN Directors, may, at any time, reinstate a dissolved PEG upon a finding that such action would be in the best interests of OKPRN.

Section 6: Membership. Membership in OKPRN shall be one of the requirements for membership in a PEG.

Article X Meetings of Members

Section 1: Annual Business Meeting. An annual meeting of the voting membership of OKPRN shall be held on such date, time and place, within or outside the state of incorporation (Oklahoma), as the Board of Directors may determine. Failure to hold an annual meeting shall not cause any forfeiture or dissolution of OKPRN.

Section 2: Special Meetings. Special meetings of the members shall be called by the President/Chair at any time upon the written request by a majority of the Board or ten (10) percent of the voting members of OKPRN. Such meetings shall be held within sixty (60) days of call or receipt of request, and may be convened within or outside the state of incorporation.

Section 3: Notice of Meeting. Notice of the time and place and purpose of each special meeting shall be served by mail, facsimile or electronic mail upon each voting member of OKPRN not less than thirty (30) nor more than forty-five (45) days before the meeting. Notice of the time and place of annual meetings should not be less than sixty (60) days before the meeting. Said notices shall be mailed to the member's mailing address as it appears on the books and records of OKPRN.

Section 4: Presiding Officer. At all meetings of the members, the President/Chair, or if absent, Chair Designate if any, or if absent the Secretary/Treasurer shall preside as Chair.

Article XI Elections and Balloting

Section 1: Mail Balloting Officers and Directors. Elections of Officers and Directors shall be conducted by traditional or electronic mail ballot in accordance with the procedures outlined below:

- (a) No later than ninety (90) days prior to the annual meeting each year, the Nominating Committee shall prepare and submit to the President/Chair its list of nominees for the offices to be filled. The Nominating Committee shall list one or more candidates for each office to be filled. The Board of Directors shall approve the nominees or return the unapproved nominees to the Nominating Committee for a substitute nomination to be submitted for Board approval.

- (b) The Board-approved list of nominees in ballot form will be prepared and distributed by e-mail to all voting members of OKPRN no later than sixty (60) days prior to the Annual meeting. Voting will take place at the Annual Meeting.
- (c) No provision of these Bylaws shall prevent any member of OKPRN eligible to vote from casting a write-in vote, on an official ballot, for any eligible member or members of OKPRN not selected by the Nominating Committee.
- (d) Completed ballots, to be valid, must be received at the office of OKPRN by e-mail or fax no later than fourteen (14) days after the mailing of the ballots to members; each ballot shall so state upon its face.

Section 2: Elections

- (a) VOTES REQUIRED: Each elected officer and elected Director shall be elected on the basis of a plurality of votes cast for that office.
- (b) TIE VOTES: In the event a tie occurs during an election, through two or more candidates for the same office receiving the same number of votes, successive balloting shall be conducted between the tied candidates until one candidate receives a plurality.
- (c) SUCCESSION TO THE POSITION OF PRESIDENT/CHAIR: At the expiration of the term of the President/Chair, the office of President/Chair shall not be filled by election of the members; rather, the Chair designate shall automatically become Chair.

Section 3: Referendum and Other Mail Balloting. The Board of Directors may submit any matter of OKPRN's business, whether or not it is required to be acted upon by the voting members, to the voting membership for action by mail ballot. Except in the cases of actions for which law or these bylaws require a different voting percentage, the affirmative vote of a majority of mail ballots cast shall be necessary to authorize action provided for in the mail ballot, subject to a quorum of members who respond.

Section 4: Different Positions. In the event that the membership of OKPRN shall authorize, by a change in the Bylaws, the election of new and/or different positions on the Board of Directors, but the membership does not at the time of such authorization fill such positions, a vacancy or vacancies within the meaning of these Bylaws shall be considered to exist and such vacancy or vacancies shall be filled as provided in these Bylaws.

Section 5: Voting Eligibility. Every Professional, Special Expertise, or Retired Life member of OKPRN in good standing shall be entitled to one (1) vote on any matter of OKPRN's business to be acted upon by vote of the membership.

Article XII Bylaws Changes

Section 1. Methods. The method named in Section 4 of this Article shall be used to change the Bylaws of OKPRN, unless the Board of Directors determines by majority vote of those present at a duly constituted Board of Directors' meeting, that in a particular situation the method in Section 2 or 3 of this Article shall be used.

Section 2.

- (a) The Bylaws may be amended at the annual meeting or otherwise electronically or by a mail ballot of voting members.
- (b) Such mail ballots shall be circulated for return within thirty (30) days following distribution, and shall specify the effective date of the change, if approved.
- (c) An amendment to the bylaws may be adopted by the affirmative vote of two-thirds (2/3) of mail ballots cast.

Section 3.

- (a) The Bylaws may be amended by two-thirds (2/3) vote of the voting members present at a duly constituted general meeting provided such proposed amendment is circulated to the members in writing at least ten (10) days prior to such meeting of the members.
- (b) Unless otherwise specified all such amendments shall become effective on the date of the vote.

Section 4.

- (a) The Bylaws may be amended by a two-thirds (2/3) vote of the Directors present at a duly constituted meeting of the Board of Directors, provided at least a majority of the then entire number of voting Directors vote in the affirmative, and provided such proposed amendment is circulated to the Board of Directors in writing at least ten (10) days prior to such meeting of the Board.
- (b) Unless otherwise specified all such amendments shall become effective on the date of the vote.

Article XIII Terms Used

Section 1: Gender. As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plural shall be substituted for the singular number in any place wherein the context may require such substitution or substitutions.

Article XIV Records

Section 1: Confidentiality. The Board of Directors may declare any meeting minutes, or portion thereof, or any other corporate records as confidential and not reviewable by the public or members upon a finding that it is in the best interests of OKPRN to do so. The Board shall exercise this power, if at all, judiciously.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 13 preceding pages, as the Bylaws of this corporation.

Dated: December 12, 2013

Directors Signatures

Kristy Baker, APRN

James M. Crutcher, MD, MPH

Jennifer Damron, MPH

Margaret Enright, MPH/CDE

Helen Franklin, MD

Robert Gray, MD

Stanley Grogg, DO

Neil Hann, MPH

Russell Kohl, MD (President)

Ray Long, MD

James Mold, MD

Sachidanandan Naidu, MD

Scott Stewart, MD

Frances Wen, PhD