

**ARTICLES OF AMENDMENT OF
NATIONAL ORGANIZATION OF RHEUMATOLOGY MANAGERS**

The undersigned, on behalf of the nonstock corporation set forth below, and pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. Name. The name of the corporation is National Organization of Rheumatology Managers, a nonstock corporation (the “Corporation” or “NORM”), a Virginia nonstock corporation.

2. Amendment. That the Articles of the Corporation shall be amended. Article IV, “Members” shall be deleted and replaced in its entirety with the following:

ARTICLE IV – MEMBERS

NORM is a membership organization and shall have two classes of members: Active Members and Non-Voting Members.

A. Voting Active Members. Active Members must be actively employed in a management position in ~~the field of rheumatology~~ a rheumatology clinic that provides direct patient care to patients through or under the supervision of a (1) Board-certified rheumatologist, (2) Board-eligible rheumatologist, or (3) advanced practice provider (“APP”) specializing in rheumatology. A rheumatology clinic does not include an entity, organization, or association that primarily provides non-clinical administrative or management services, functions or duties to outpatient rheumatology clinics. Active Members shall have the right to vote and to serve as directors and officers. Any Active Member vote to be taken by written ballot may be satisfied by a ballot submitted by electronic transmission by the Active Member or the Active Member's proxy, provided that any such electronic transmission shall either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the Active Member or the Active Member's proxy. An Active Member who votes by a ballot submitted by electronic transmission is deemed present at the meeting of members.

B. Non-Voting Members. Non-Voting Members shall hold no voting rights and shall not be permitted to serve as directors or officers. There may be multiple subcategories of Non-Voting Members. The designation of each subcategory of Non-Voting Member and the qualifications and rights of members of each subcategory of Non-Voting Member shall be as set forth in the Bylaws of the Corporation.

3. All other provisions of the Corporation’s Articles remain the same.

4. Adoption. The foregoing Amendment was recommended to the Voting Members by a resolution unanimously adopted by the Board of Directors on _____, 2024. The total number of votes cast by the Voting Members FOR the Amendment was ____ and the total number of votes cast by the Voting Members AGAINST the Amendment was __. The number cast for the

Amendment by the Voting Members was sufficient for approval by that Voting Members, the sole voting group of the Corporation.

Date Signed: _____, 2024

NATIONAL ORGANIZATION OF
RHEUMATOLOGY MANAGERS

By: _____
Nancy Ellis, President