

**National Organization of Rheumatology Managers
Amended and Restated Bylaws**

Dated: _____

**Article I
OFFICES**

Principal Office: The principal office of the National Organization of Rheumatology Managers (“NORM”) shall be at such location as the Board of Directors may designate from time to time. NORM may have such other offices as the Board of Directors may designate or as the business of NORM may require from time to time.

Registered Office and Agent: Pursuant to Section 13.1-833 of the Virginia Code, NORM shall maintain a registered office within the Commonwealth of Virginia and a registered agent who is a resident of the Commonwealth of Virginia and a director of NORM, an officer of NORM or a member of the Virginia State Bar.

**Article II
MISSION**

The mission of NORM will be:

- To develop and maintain a forum for gathering, analysis, and distribution of information pertaining to rheumatology practice administration.
- To promote cooperation, understanding, and fellowship among its membership.
- To serve as a focus for the education of its members and the practices they serve.
- To be conscious of, and work toward, the resolution of problems confronting rheumatology medical practices.
- To serve as a conduit for communication with and through any organization providing rheumatologic care.
- To serve as a liaison between members who have special areas of expertise in rheumatology practice management, and those individuals/practices who are searching for this type of expertise.
- Through the education, support and mentoring activities of its members, enhance patient access to affordable, efficient rheumatologic care; and to enhance each member’s ability to provide such care in his/her practice.
- Provide a forum for members to network with others whose knowledge base complements and/or enhances their own.
- Enhance rheumatology advocacy efforts.

Article III
MEMBERSHIP CRITERIA

There will be two classes of members:

Voting Active Members: ~~Individuals Voting Active Members must be~~ actively employed in a management position ~~in the field of rheumatology may be Active Members 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. Board-certified rheumatologist. 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 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.

Non-Voting Members: Non-Voting Members shall not vote, serve as directors or officers. The Board shall determine from time to time the rights and privileges of each category of Non-Voting Member. Non-Voting Members may attend NORM’s meetings. NORM shall have the following categories of Non-Voting Members:

~~a. Corporate Member: An organization, for profit or not for profit, that seeks to support NORM’s informational and educational purposes as set forth in Article II.~~

~~b.a. Non-Rheumatology Affiliate: An individual, in a management position, working at a private medical practice/physician practice or outpatient clinic location that provides evaluation and management (E/M) services ~~consult and consultation office visits to patients s, etc.~~ in addition to rheumatology infusion services; however, such clinic location in the specialty of rheumatology that does not ~~staff~~ have a (1) Board-certified rheumatologist, (2) Board-eligible rheumatologist, or (3) advanced practice provider (“APP”) specializing in rheumatology board-certified rheumatologist onsite providing day-to-day management services and/or decision-making in a clinical capacity, and does ~~infuse/administer rheumatology drugs.~~ A Non-Rheumatology Affiliate shall not include individuals working at free-standing infusion sites or within a management services organization ~~structures~~ or an entity that solely provides non-clinical administrative and/or management services.~~

~~e.b. Associate Member: An individual, not in a management position, serving~~

working at a rheumatology practice as a support staff member where his/her direct supervisor is a Voting Active Member, but not in a management role. An Associate Member reports to an Active Member (i.e., Bio Coordinators). There may be no more than four (4) Associate Members per practice. Each Associate Member must be sponsored for membership by a Voting Active Member. An Associate Member shall not include individuals working at a management services organization structure or entity that solely provides non-clinical administrative and/or management services.

~~d. Emeritus Member: A former Voting Active Member that is fully retired and is not working on a part time basis, which shall include consulting in any capacity, within the medical field. Social membership only. An individual, who is Non-working, fully retired, not consulting, and a former NORM Voting Active Member, director, officer, or committee member.~~

~~e.c. Provider Member: A licensed individual with an individual, unique National Provider Number ("NPI") – board-certified rheumatologist or licensed APP working who works in the field of rheumatology private practice by providing direct patient care in a clinic setting. An individual who – and not solely serves in a management or supervisory role is not eligible to be a Provider Member.~~

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Notwithstanding the foregoing, the following do not qualify for NORM membership as a Voting Active Member or Non-Voting Member: (i) turnkey non-clinical management and administrative solutions for rheumatology practices; (ii) individual consultants and managers; and (iii) corporate members; and (iv) management service organizations or entities that solely provide non-clinical administrative and/or management services.

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Application for and Acceptance of Members: Each candidate for membership shall apply for membership on an application form approved by the Membership Committee. The Membership Committee shall review such applications and accept as Voting Active Members or Non-Voting Members such persons who meet the applicable qualifications for membership.

Fees and Dues: The Board of Directors shall establish and periodically revise annual dues for each class of members.

Loss of Membership Status: An individual's ~~or organization's~~ status as a member shall automatically terminate when such individual ~~or organization~~ ceases to meet the eligibility requirements for the applicable class of membership or fails to pay the applicable annual dues by the due date (or the end of any later grace period) set by the Board of Directors. Individuals shall promptly notify NORM when he/she ceases to meet the eligibility requirements for the applicable class of membership. The individual's membership status shall terminate on the date he/she no longer met the qualifications for the applicable class of membership. Notwithstanding the preceding, an individual ceasing to be a Voting Active Member solely due to discontinuing employment in a rheumatology practice may, at the discretion of the Membership Committee, continue to be treated as a Voting Active Member of NORM for purposes other than voting and serving as a Director or and Officer, with no increase in

dues, until the end of the then current fiscal year. ~~Such Any~~ former Voting Active Member under this paragraph may attend NORM's meetings during such membership extension period.

Restrictions on Transfer: Membership in NORM is unique to the individual Member and is non-transferable.

Place and Time of Meetings: Meetings of members may be held at such place and at such time as may be provided in the notice of meeting and as may be approved by the President or the Board of Directors.

Annual Meetings: The annual meeting of members for electing directors and transacting other business shall be held each year at such time and place as may be designated by the Board of Directors in a resolution and set forth in the notice of the meeting which shall usually be held in September of each year.

Notice of Meetings: Written notice stating the place, day and hour of each meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by electronic mail to the members not less than ten days or more than fifty days before the date of the meeting.

Quorum and Voting Requirements: At any meeting of the members, the Voting Active Members present in person or by proxy who constitute one-tenth (1/10th) of the Voting Active Members entitled to vote at the meeting shall be sufficient to constitute a quorum for the transaction of business. The affirmative vote of a majority of the votes entitled to be cast by the Voting Active Members present shall be necessary for the approval of any action unless a greater proportion is required for a particular matter by these Bylaws or the Virginia Nonstock Corporation Act (hereinafter called the "Act").

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Article IV DIRECTORS

Directors: NORM will have a Board of Directors. All powers shall be exercised by or under the authority of, and the business and affairs of NORM managed under the direction of, the Board of Directors, subject to any limitations set forth in these Bylaws or the Act.

Elected Directors: The Board of Directors shall be no fewer than six (6) and no more than nine (9) voting directors elected by the Voting Active Members for staggered three-year terms, with as equal a number of directors in each of the three classes as is practical under the circumstances. The President and Immediate Past President, as non-voting ex-officio members, are not counted for purposes of the preceding sentence. Directors serving at the date of adoption of these amended Bylaws shall serve the remainder of their current terms. Subsequently, directors shall be elected to serve three-year terms by the Voting Active Members at the annual meeting. No director may serve more than two full or partial consecutive terms. A former director may be reelected after a period of twelve (12) months following the last day of his or her second consecutive term.

Ex-officio Directors: In addition to the elected directors, there shall be no more than three ex-officio directors, as follows.

- a. The President of NORM shall serve as an ex-officio director. The President shall only be entitled to vote to break a tie, unless otherwise provided for under these Bylaws.
- b. The Vice President of NORM shall serve as an ex-officio director. The Vice President shall be a voting member of the Board. In years where there is a vote for a new Vice President, an open position on the Board may be posted for election at the annual meeting. The candidate elected to fill this position will be eligible to serve only the remainder of the incoming Vice President's term as director. The newly elected director will be notified of the duration of the partial term remaining after the first Board meeting following the annual meeting. The newly elected Vice President will serve the remaining partial term and is eligible to run when such term is finished.
- c. The Immediate Past President of NORM shall be a non-voting ex-officio director for one year following the expiration of his or her term as President if he or she consents to serve. With the consent of the Board and the Immediate Past President, an existing Immediate Past President may continue to serve an additional one-year term as a non-voting ex-officio director.

Resignation, Removal and Vacancies:

- a. A director may resign at any time.
- ~~b.~~ An individual shall cease to be a director on the date that such individual ceases to be a Voting ~~an~~ Active Member.
- ~~b.c.~~ The Board of Directors may remove a director who no longer meets the qualifications to be a director or violates NORM's Articles of Incorporation, ~~or these~~ Bylaws, or policies by an affirmative vote of two-thirds (2/3), provided such vote shall include the President, but shall exclude the director whose conduct is question. The Board of Directors decision is final and is not subject to further review or appeal.
- ~~e.d.~~ The Active Members may remove a director with or without cause, but only at a meeting called for such purpose. The notice of the meeting shall state that the purpose of the meeting is the removal of such director.
- ~~d.e.~~ A vacancy among the directors may be filled with a Voting ~~an~~ Active Member, for the remainder of the term, by a vote of the Board of Directors or the Board of Directors may, in conjunction with the Nominating Committee, choose to allow such vacancy to remain open until the next annual meeting of the members at which the Voting Active Members may elect a replacement for the remainder of the term.

Nomination and Election Process: The Board shall determine the number of open positions on the Board of Directors. Candidates for the Board of Directors shall be nominated by the Nominating Committee. Candidates and their qualifications shall be presented by the Nominating Committee to the membership in advance of the annual meeting or to the Board in advance of its meeting, as applicable. In addition to nominations from the Nominations Committee, nominations shall be accepted from the Voting Active Members or the directors, as applicable.

Participation: Directors are expected to actively participate in their roles and shall attend at least seventy-five (75%) of the meetings. The Board of Directors, at its sole discretion, may approve any leaves of absences in extenuating circumstances.

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Article V OFFICERS

Officers: The officers of NORM shall be a President, a Vice President, a Secretary and a Treasurer. Only individuals currently serving as directors or who have been nominated to be elected directors at that year's annual meeting of members may be elected as officers. However, the Vice-President and President may continue to serve in those offices and the Vice-President may accede to the office of President following the end of the terms for which they had been elected directors. The Board of Directors shall consider the nominee's experience and tenure as a director when electing officers of NORM.

Terms of Officers: At its meetings preceding the annual meetings of the members:

- a. In year in which a Vice-President is completing his or her term as Vice-President, the Board of Directors shall elect an incoming Vice President for a two-year term as Vice President and a succeeding two-year term as President, and the outgoing Vice-President shall succeed to the office of President for a two-year term.

- b. The Board of Directors shall elect the Secretary and the Treasurer for ~~two~~ one-year terms.
- ~~b-c.~~ The officers shall not be subject to term limits.

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Continuance: Officers shall continue to serve until their resignations, removal by the Board of Directors for any reason, or their successors are elected.

Vacancies: Any officer vacancy shall be filled by the Board of Directors.

Compensation of Officers: Officers shall not be compensated for their service except for reimbursement of reasonable expenses for attendance at NORM functions or when representing NORM at other events that have been approved by Board of Directors in advance.

Duties of the President: The President shall be the chief executive officer of NORM. The President shall preside over all meetings of the members and Board of Directors. The President shall communicate to the members and the Board of Directors on such matters and shall make such suggestions as may, in the President's opinion, promote the welfare of NORM. The President shall also perform such other duties as are necessarily incident to the office of President or assigned by the Board of Directors. Unless otherwise set forth in these Bylaws, the President shall appoint the chairpersons of each committee and ensure that proper records are maintained, and reports filed.

Duties of Vice President: The Vice President will preside over meetings in the absence or unavailability of the President and represent NORM with respect to other associations, industry groups, government or other organizations as requested by the President. The Vice President shall chair a committee of his or her choice or to which he or she is appointed.

Duties of the Secretary: The Secretary shall direct the administrative activities of NORM and shall perform such other duties as may be assigned to the Secretary by the Board of Directors.

The Secretary shall keep minutes of each member's meeting and of each Board Meeting. The Secretary shall chair a committee of his or her choice or to which he or she is appointed.

Duties of the Treasurer: The Treasurer shall direct the financial affairs of NORM including banking and investment accounts, accounting records and reports, tax returns, receipts and disbursements.

Article VI COMMITTEES

NORM shall have Board committees and member committees as deemed appropriate and necessary by the Board. The composition, duties and terms of such committees not addressed in these Bylaws shall be established by resolution of the Board of Directors.

Participation: Committee members are expected to actively participate in their roles and shall attend at least seventy-five percent (75%) of the meetings. The Committee Chair, at its in his/her sole discretion, may approve any leaves of absences in extenuating circumstances.

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Appointment and Removal: The Board of Directors may appoint and remove all Committee Chairs in its sole discretion. The Board of Directors may remove a Committee Chair or Ceommittee member who no longer meets the qualifications to be a Committee Chair or Ceommittee member or violates NORM's Articles, ~~of Incorporation or these~~ Bylaws, or policies by an affirmative vote of two-thirds (2/3), provided such vote shall include the President. The Board of Directors decision is final and is not subject to further review or appeal.

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The standing committees appointed by the Board of Directors shall be a Nominating Committee and a Membership Committee.

Nominating Committee: The Nominating Committee selected by the Board of Directors shall use their best efforts to encourage, recruit, and vet nominees for the Board of Directors for elections by the Voting Active Members and the Board of Directors. The Nominating Committee may, at its sole discretion, create standards and guidelines for the nomination of the Board of Directors to encourage diversity, inclusion, and depth of knowledge. For purposes of nominees for election at the annual meeting, the Nominating Committee shall be appointed in June of each year.

Membership Committee: The Membership Committee selected by the Board of Directors shall set criteria for membership, create appropriate application forms, evaluate and approve applications and encourage applications from appropriate individuals and organizations.

Article VII MISCELLANEOUS PROVISIONS

Fiscal Year: The fiscal year for NORM will be the calendar year.

Amendments: These Bylaws may be amended by an affirmative vote of two-thirds (2/3) or more of the Voting Active Members voting at a meeting at which a quorum is present,

provided that any proposed amendments have been electronically mailed or faxed to the members at least [fourteen \(14\)](#) days prior to vote.

Ratification by Voting Active Members and Board of Directors

I, hereby, certify that these Amended and Restated Bylaws (i) were electronically mailed to the members at least fourteen (14) days prior to vote; (ii) were approved by the affirmative vote of two- thirds (2/3) or more of the Voting Active Members at the annual meeting of NORM members held September 14, 2024, at which a quorum was present; and (iii) amend and replace in their entirety all prior Bylaws of NORM.

Date

Katie Taylor, Secretary