

**UPDATED Notice and Explanation of Proposed Bylaw Amendments**

The purpose of this UPDATED Notice is to supplement the original Notice provided to the Voting Active Members of NORM at least fourteen (14) days’ notice of the proposed Amended and Restated Bylaws. After several responses from our NORM members regarding the ever-changing healthcare landscape, we have revised the proposed amendments. Thes updates are identified below.

These UPDATED Amended and Restated Bylaws will be presented to the Active Voting Members for review and approval at its Annual Meeting on September 14, 2024.

The UPDATED Amended and Restated Bylaws reflecting the proposed changes are attached to this UPDATED Notice. An overview and explanation of the changes is also set forth below. The majority of the changes are intended to make clear NORM’s current policies, practices, and intent to ensure consistent operations moving forward.

1. Change #1; Article III; Voting Active Members: The language for Voting Active Members should be consistent with the language included in the Articles of Incorporation, reflect the intent of the NORM Members and Board, and be consistent with the application and screening process utilized by the Membership Committee.

* Original Language. “Individuals actively employed in a management position *in the field of rheumatology* may be Active Members.”
* Proposed Language. “Active Members must be actively employed in a management position *in a rheumatology clinic that provides direct patient care to patients through or under the supervision of a 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*.”
* UPDATED Change: Expand the licensed individuals who provide clinic supervision of direct patient care services to not only Board-certified rheumatologists, but also Board-eligible rheumatologists and APPs specializing in rheumatology.
* UPDATED Language: “Voting Active Members must be actively employed in a management position *in 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*.”
* There are no other changes to the definition of an Active Voting Member.

1. Change #2; Article III; Non-Voting Members: The Bylaws delineate the different subcategories of Non-Voting Members, including, Corporate Member, Non-Rheumatology Affiliate, Associate Member, Emeritus Member, and Provider Member. We will discuss each of these categories more specifically.

* Corporate Members. According to step 3 of the Membership Application Process, NORM does not allow corporate members. The following do not qualify for NORM membership: (i) turnkey solutions to rheumatology practices; (ii) individual consultants; and (iii) corporate members. Therefore, the Bylaws should be amended to remove this membership subcategory as corporate members are not “members.” Corporate “members” are more reflective of corporate sponsors or supporters. In the event the Board desires to include Corporate Sponsors or Supporters as “affiliates” of NORM, but not as members, this can be accomplished through Board policy, which is permitted under the Bylaws.
* Non-Rheumatology Affiliates. We recommend adding the clarifying language to make clear the types of clinical locations that are non-rheumatology affiliates. This includes outpatient clinics and physician practices that provide patient office visits as well as rheumatology infusions, but there is no board-certified rheumatologist onsite that provides day-to-day clinical oversight or management decision-making. This specifically excludes MSO structures and standalone infusion clinics that solely provide infusion services only.
  + UPDATED Language. To ensure consistency with the recommended change to Voting Active Member, we expanded the definition of licensed individuals who provide onsite day-to-day clinical oversight and management decision-making to not only Board-certified rheumatologists, but also Board-eligible rheumatologists and APPs specializing in rheumatology.
* Associate Member. We recommend adding the clarifying language to make clear the types of individuals who qualify as an Associate Member. This category is a non-voting member that is not a manager, but holds the role of a support staff member where his/her direct supervisor is a NORM Voting Active Member. An Associate Member does not include individuals working at an MSO.
* Emeritus Member. We recommend adding clarifying language to make clear that Emeritus Members must be a former Active Voting Member that is no longer working, which is defined as fully retired and is not working part-time or providing consulting services in any capacity within the medical field.
* Provider Member. We recommend adding clarifying language to make clear the requirements for Provider Member status, which is a licensed individual that holds an induvial, unique NPI and works in the field of rheumatology by providing direct patient care in a clinic setting (and not solely in a management or supervisory role).

1. Change #3; Article III; Loss of Membership Status: We recommend adding a provision to make clear that if a member no longer meets the qualifications for membership, the duty is on the member to notify NORM that the individual no longer meets the qualifications. This will alleviate the burden of the Board and/or Membership Committee in making these determinations. Further, the individual’s membership status will terminate on the date the member no longer met the qualifications for the specific membership category.
2. Change #4; Article VI; Removal of Director: The Bylaws should be clarified to make clear that the Board may remove a Director or Committee Member who does not meet the qualifications or who violates a provision of the Articles, Bylaws, or policy. This determination must be made with a Super Majority Vote (two-thirds (2/3) of the Board Members, which excludes the individual Board Member in question and includes the President. The Board’s decision is final and not subject to further review or appeal. This is standard language and will assist in making Board decision-making clear.
3. Change #5; Article VI; Director Participation. We recommend clarifying that Directors are expected to actively participate within their roles. They must attend at least seventy-five percent (75%) of the meetings. The Board can approve any leaves of absences in extenuating circumstances, which shall be solely discretionary.
4. Change #6; Article V; Officers. We recommend including a reminder that the Board shall consider an individual’s experience and tenure as a director when selecting officers. Officer vacancies are filled by the Board. This will ensure consistency with current practices.
5. Change #7; Article V; Officer Terms. We recommend making clear that officers will not have director term limits. This will ensure consistency in leadership and reflect current practice.
6. Change #8; Article V; President Voting. We recommend making clear that the President’s role is non-voting, except where there is the need for a tie-breaking vote or where a Director, Officer, Committee Chair, or Committee Member needs removed. This will ensure consistency with current practices.
7. Change #9; Article VI, Committees. We recommend making clear that the Board can appoint and remove Committees as well as Committee Chairs and Committee members.
8. Change #10; Article VI; Committee Participation. We recommend clarifying that Committee members are expected to actively participate within their roles. They must attend at least seventy-five percent (75%) of the meetings. The Committee Chair can approve any leaves of absences in extenuating circumstances, which shall be solely discretionary.
9. Change #11; Article VI; Nominating Committee. We recommend making clear that the Nominating Committee will use best efforts to fill all available Board seats. This is consistent with current practice and the Articles.

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