

BYLAWS OF

NATIONAL COMMISSION ON THE CERTIFICATION
OF PHYSICIAN'S ASSISTANTS, INC.

ARTICLE I. NAME

The name of the Corporation shall be

NATIONAL COMMISSION ON THE
CERTIFICATION OF PHYSICIAN'S ASSISTANTS, INC.

(hereinafter referred to as the "Commission").

ARTICLE II. PURPOSES

The purposes of the Commission shall be as set forth in the
Commission's Articles of Incorporation.

ARTICLE III. OFFICES

SECTION 1. Registered Office. The initial registered office of the Commission shall be 3384 Peachtree Road, N. E., Suite 560, Atlanta, Georgia 30326; and the name of the Commission's registered agent shall be David L. Glazer. The registered office need not be identical with the principal office of the Commission and may be changed at any time by the Board of Directors.

SECTION 2. Other Offices. The Commission may also have offices at such other places both within and without the State of Georgia as the Board of Directors may from time to time determine.

ARTICLE IV. PARTICIPATING ORGANIZATIONS

SECTION 1. Definition of Participating Organization. Whenever used in these Bylaws, the term "Participating Organization" shall mean any organization entitled to elect or appoint an individual or individuals to the Commission's Board of Directors. The term "Participating Organization" shall therefore include Charter Organizations (as set forth in Article IV, Section 2 hereof) as well as other organizations afforded representation on the Commission's Board of Directors.

SECTION 2. Charter Organizations: The following organizations by virtue of their representation on the Commission prior to enactment of these Bylaws shall be classified as Charter Organizations:

American Academy of Family Physicians
American Academy of Pediatrics
American Academy of Physician's Assistants
American College of Physicians
American College of Surgeons
American Hospital Association
American Medical Association
American Nurses Association
American Society of Internal Medicine
Association of American Medical Colleges
Association of Physician Assistant Programs
U.S. Department of Defense
Federation of State Medical Boards of the United States
National Board of Medical Examiners

SECTION 3. Additional Participating Organizations; Application: To be considered for the status of Participating Organization relative to the Commission, a candidate organization must apply in writing and supply such information as the Commission may require from time to time in order to enable the Commission to adequately evaluate the candidate.

SECTION 4. Additional Participating Organizations; Admission: New member organizations will be admitted upon concurrence of a three-fourths (3/4) vote of all of the Directors.

SECTION 5. Voting Rights of Participating Organizations: No Participating Organization shall have any voting rights on any proposition whatsoever; however, Participating Organizations shall have the right to appoint a Director or Directors to the Commission as provided in Article V of these Bylaws.

SECTION 6. Transfer: The rights and duties of a Participating Organization are not transferable or assignable.

SECTION 7. Resignation of Participating Organizations: Any Participating Organization may resign at any time by giving written notice of such resignation to the Secretary of the Commission to be effective thirty (30) days from the date said notice is received.

SECTION 8. Termination of Participating Organizations: If any Participating Organization shall fail to appoint a Director or Directors as provided in Article V, Section 2 of these Bylaws, its status as a Participating Organization may be terminated upon

affirmative vote of a majority of the Board of Directors at any regularly scheduled meeting.

ARTICLE V. DIRECTORS OF COMMISSION

SECTION 1. General Powers. The Directors of the Commission shall be responsible for the setting of policies concerning the property, business, and affairs of the Commission, and shall have all other powers granted by the Georgia Nonprofit Corporation Code.

SECTION 2. Number, Selection and Tenure.

A. The number of Directors shall be not less than three (3) nor more than thirty-five (35), and each Director shall have one vote. Each Participating Organization shall appoint one Director, except that the American Academy of Physician's Assistants shall appoint five (5) Directors. Each Director shall serve at the discretion of the Participating Organization appointing such Director. If a Director appointed by a Participating Organization cannot, for any reason, assume his duties, or attend a properly convened meeting of the Directors, an alternate Director appointed by the appropriate Participating Organization may act in his place until such time as the Director can resume his duties. The Immediate Past President of the Commission, if he is not otherwise a Director, shall be an ex-officio, nonvoting member of the Board of Directors during the term of office of his successor as President.

B. The Directors of the Commission shall, by a majority vote, elect three additional Directors-at-Large; one of whom shall be a physician, knowledgeable in health manpower matters, and two of whom shall be representatives of the public.

C. A Director shall be appointed or elected for three year terms, and shall serve at the pleasure of his Participating Organization.

D. No Director shall serve for more than two consecutive terms. A Director, elected or appointed to serve an unexpired term, shall not be regarded as having served a term unless he has served two or more years.

E. Directors shall be natural persons who have attained the age of twenty-one (21) years.

SECTION 3. Resignation. Any Director may at any time resign by giving written notice of such resignation to the Secretary of the Commission to be effective thirty (30) days from the date said notice is received.

SECTION 4. Vacancies. In case of a vacancy on the Commission occurring by reason of death, disability, resignation, termination of appointment, or otherwise, of an appointed or elected Director, a successor to fill the unexpired term shall be appointed or elected, as provided in Article V, Section 2, of these Bylaws for the appointment or election of Directors.

SECTION 5. Compensation. No Director shall receive any remuneration for his services. When authorized by the Commission, reimbursement may be made for travel and other expenses incurred in attending meetings of the Commission or in otherwise discharging official duties as prescribed by the Commission.

SECTION 6. Meetings. An annual meeting of the Commission shall be held at such place and time as the Directors may determine, and at such meeting the Commission shall elect officers and transact such other business as shall be required. In the event that more than a single meeting is deemed necessary in any given year by the Commission, such additional meetings shall be scheduled by the Commission as required to accomplish the purposes of the Commission.

SECTION 7. Notice of Meetings. Notice of any meetings of the Board of Directors of the Commission shall be given at least fifteen (15) days previously by notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Commission. Any Director may waive in writing notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not properly called or convened. Neither the business to be transacted nor the purpose of any meeting of the Commission need be specified in the notice or waiver of notice of such meeting except when the business to be transacted or the purpose of any meeting relates to amendment of these Bylaws or the Commission's Articles of Incorporation.

SECTION 8. Quorum. Two-thirds of the Directors shall constitute a quorum for the transaction of business at any meeting of the Directors of the Commission. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Commission except where otherwise provided by law or by these Bylaws.

SECTION 9. Budget. At each annual meeting, the Commission shall approve the operating budget of the Commission for the following fiscal year; provided, that if more than one meeting of the Commission is held in any fiscal year then the operating budget may at the Board's option, be approved at the meeting closest to the beginning of the Commission's fiscal year.

SECTION 10. Presumption of Assent. A Director who is present at a meeting of the Board shall be presumed to have concurred in any action taken at the meeting, unless his dissent to such action shall be entered in the minutes of the meeting or unless he shall submit his written dissent to the person acting as the secretary of the meeting before the adjournment of the meeting or shall forward such dissent by registered or certified mail to the Secretary of the Commission within twenty-four hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who, being present at the meeting, failed to vote against such action.

SECTION 11. Action by Consent. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in a writing setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote of the Board.

SECTION 12. Procedure. The conduct of all meetings of the Commission shall be governed by Sturgis' Standard Code of Parliamentary Procedure, as revised from time to time.

ARTICLE VI. EXECUTIVE COMMITTEE

SECTION 1. Powers. During the interval between the meetings of the Directors of the Commission, the Executive Committee shall act on behalf of the Board and shall have responsibility for the implementation of the policies and programs established by the Directors of the Commission, for the preparation of the tentative budget, and for counseling the Executive Director. The Executive Committee shall have authority to delegate such duties and responsibilities as it may deem advisable, and as are otherwise permitted by law to be delegated.

SECTION 2. Membership. The President, Vice-President, Secretary, Treasurer, Immediate Past President, and such Directors of the Commission as the Directors may elect shall be members of the Executive Committee. The members of the Executive Committee shall serve until the next annual meeting of the Directors of the Commission and until their successors are elected and qualified.

SECTION 3. Meetings. The Executive Committee may provide for regular or special meetings and may adopt rules and procedures for conducting its activities and subject to the approval of the Directors of the Commission provided they are not in conflict with these Bylaws or with the Articles of Incorporation and subject to the approval of

the Directors of the Commission. Notice of any such meeting shall be given in the same fashion as required by these Bylaws for notice of Board of Directors meetings.

SECTION 4. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business and the affirmative vote of a majority of those present at any properly constituted meeting shall be required for any action by the Executive Committee. The procedures provided in Sections 10 and 11 of Article V of these Bylaws shall be equally applicable to actions taken by the Executive Committee.

SECTION 5. Records. All action by the Executive Committee shall be recorded and reported to the next scheduled meeting of the Directors of the Commission for approval or revision by the Directors of the Commission; provided, that in the case of any such revision that no rights of third parties shall be affected thereby.

SECTION 6. Committees. Advisory and other committees and subcommittees and their chairmen may be designated or provided for by a majority of the Executive Committee present at a meeting at which a quorum is present. Persons who are not Directors may be designated or appointed as committee or subcommittee chairmen or members. Such committees and subcommittees will have such powers and duties as may be lawfully delegated by the Executive Committee. Such committees shall serve only for the purposes for which created and shall stand discharged upon completion of their assigned tasks, and shall have at least one Commission Director as a member.

ARTICLE VII. OFFICERS

SECTION 1. Officers. The officers of the Commission shall be President, Vice-President, Secretary, Treasurer and such other Directors as the Directors of the Commission may authorize.

SECTION 2. Election and Term of Office. The officers of the Commission shall be Directors of the Commission elected annually by the Directors of the Commission at the regular annual meeting. Each officer shall hold office until his successor shall be duly elected and qualified, or until his earlier death, resignation or removal. No officer except the Treasurer may succeed himself more than one time. The number of one year terms the Treasurer may serve will be determined by the Directors of the Commission, and in no instance may be more than three such terms. Vacancies may be filled or new offices created and filled at any meeting of the Directors of the Commission.

SECTION 3. President. The President shall preside at all meetings of the Commission and the Executive Committee, shall perform all other duties usually associated with the office of President, and

shall be an ex-officio member of all committees (other than the Executive Committee, of which the President shall be an official member in accordance with these Bylaws.)

SECTION 4. Vice-President. The Vice-President, during the absence or disability of the President, shall perform the duties of the President and shall have such further powers and duties as may be assigned to him by the President or the Directors of the Commission.

SECTION 5. Secretary. The Secretary shall keep the minutes of the meetings of the Commission; see that all notices are fully given in accordance with the provisions of these Bylaws and of the Articles of Incorporation; be the custodian of the records and seal of the Commission; keep a register of the name and address of each Participating Organization and each Director; and in general perform all duties incident to the office of Secretary.

SECTION 6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Commission and shall deposit all such funds in the name of the Commission in such banks, trust companies, or other depositories as may be designated by the Commission and in general perform all duties incident to the office of Treasurer. With the approval of the Directors of the Commission, the treasurer may delegate such duties and responsibilities related to the fiscal affairs of the Commission as he may deem appropriate.

SECTION 7. Bonds. The Directors of the Commission shall require all officers and agents of the Commission responsible for the receipt, custody, or disbursement of funds to furnish bond in such amount and with such securities as the Directors of the Commission shall approve, conditioned upon the faithful performance of their duties, the expense of such bonds to be paid by the Commission.

ARTICLE VIII.

INDEMNIFICATION OF DIRECTORS AND OFFICER.

SECTION 1. Right of Indemnification and Standards of Conduct. Every person (and the heirs and legal representatives of such person) who is or was a Director or officer of the Commission and may in accordance with Section 2 of this Article be indemnified for any liability and expense that may be incurred by him in connection with or resulting from any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the right of the Commission or otherwise), or in connection with any appeal relating thereto, in which he may become involved as a party or prospective party or otherwise, by reason of his being or having been a Director or officer of the Commission, or by reason of any action taken or not

taken in his capacity as such Director or officer or as a member of any committee appointed by the Board of Directors of the Commission to act for, in the interest of, or on behalf of the Commission, whether or not he continues to be such at the time such liability or expense shall have been incurred; provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Commission and, in addition, with respect to any criminal action or proceeding, did not have reasonable cause to believe that his conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties, and amounts paid in compromise or settlement by a Director or officer of the Commission. The termination of any claim, action, suit, or proceeding by judgment, order, compromise, settlement (with or without court approval) or conviction upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a Director or officer did not meet the standards of the conduct set forth in this Section. This Section shall be applicable to the Commission's Executive Director and his staff.

SECTION 2. Determination of Right of Indemnification. Every person (and the heirs and legal representatives of such person) referred to in Section 1 hereof who has been wholly successful, on the merits of or otherwise, with respect to any claim, action, suit or proceeding of the character described in Section 1 of this Article shall be entitled to indemnification without any further action or approval by the Board of Directors. Except as provided in the immediately preceding sentence, any indemnification under Section 1 of this Article shall be made at the discretion of the Commission, but only if (a) the Board of Directors, acting by majority vote of a quorum consisting of Directors, who were not parties to such claim, action, suit or proceeding, present and voting, shall find that the Director or officer has met the standard of conduct set forth in Section 1 of this Article, or (b) if no such quorum of the Board exists, independent legal counsel selected by the Senior Judge of the United States District Court for the Northern District of Georgia, Atlanta Division, at the request of either the Commission or the person seeking indemnification, shall deliver to the Commission such counsel's written opinion that such Director or officer has met such standards.

Notwithstanding the foregoing, no officer or Director who was or is a party to any action or suit by or in the right of the Commission to procure a judgment in its favor shall be indemnified in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Commission unless and except to the extent that the Court in which such action or suit was brought shall determine

upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the Court shall deem proper.

SECTION 3. Advance of Expenses. Expenses incurred as described in Section 1 of this Article VIII may be advanced by the Commission prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this Article.

SECTION 4. Rights of Indemnification Cumulative. The rights of indemnification provided in this Article VIII shall be in addition to any rights to which any such Director or officer or other person may otherwise be entitled under any provision of the Articles of Incorporation, Bylaws, agreement or otherwise, and shall be in addition to the power of the Commission to purchase and maintain insurance on behalf of any such Director or officer or other person against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such, regardless of whether the Commission should have the power to indemnify him against such liability under this Article or otherwise.

ARTICLE IX. MISCELLANEOUS

SECTION 1. Contracts. The Directors of the Commission may authorize an officer or officers, agent or agents of the Commission, to enter into contracts or execute and deliver instruments in the name of and on behalf of the Commission and such authority may be general or confined to specific instances.

SECTION 2. Checks. All checks, drafts, and other orders for the payment of money, notes or other indebtedness shall be signed by such officer or officers, agent or agents of the Commission, and in such manner as shall be determined and authorized by the Directors of the Commission.

SECTION 3. Gifts. The Directors of the Commission may accept on behalf of the Commission any grant, bequest, devise, contribution or gift that will not endanger the tax exempt status of the Commission.

SECTION 4. Fiscal Year. The fiscal year of the Commission shall be established by resolution of the Board of Directors.

ARTICLE X. SEAL

The seal of the Commission shall have inscribed thereon the name of the Commission, and its official logo. The Commission, by resolution of the Directors of the Commission, may alter said seal at its pleasure.

ARTICLE XI. AMENDMENTS

These Bylaws may be repealed, modified, altered or amended at any properly convened meeting of the Directors of the Commission by the approval of three-fourths (3/4) of all of the Directors; provided, however, that no such amendment shall change any of the Bylaw provisions upon which exemption from taxation, pursuant to Section 501(c) of the Internal Revenue Code of 1954, may be based.

Adopted this _____ day of _____, 1976.

Secretary