

BYLAWS
OF THE
AMERICAN COLLEGE OF PHYSICIANS SERVICES, INC.
POLITICAL ACTION COMMITTEE

ARTICLE I — NAME AND LOCATION

Section 1 — Name

The American College of Physicians Services, Inc. Political Action Committee (“Committee”) has been established by the American College of Physicians Services, Inc. (“Services”) as a political committee, pursuant to the Federal Election Campaign Act of 1971, as amended, and in accordance with section 527 of the Internal Revenue Code as amended and the regulations applicable thereto.

Section 2 — Principal Office and Address

The principal office of the Committee is located at 25 Massachusetts Avenue, NW, Suite 700, Washington, DC 20001.

ARTICLE II — ORGANIZATION

The Committee is a voluntary, non-profit, unincorporated association. Solicitation of contributions to the Committee shall be made in accordance with the requirements of applicable federal statutes and regulations (“Federal Law”). The Committee shall be independent of any political party, candidate or organization, except that Services, shall, as permitted by Federal Law, pay or defray the costs and expense incurred in the establishment and administration of, and in the solicitation of contributions to, the Committee.

ARTICLE III — PURPOSES AND POWERS

Section 1 — Purpose

The Committee has been established to promote and facilitate the accumulation of voluntary contributions in a manner consistent with applicable Federal Law to candidates for

federal office. Particular emphasis will be given to candidates who have taken responsible positions which generally support and further the specialty of internal medicine and which are in the best interest of Services, and its members.

Section 2 — Powers

To achieve the foregoing purposes, and pursuant to Federal Law, the Committee is empowered to solicit voluntary contributions from (i) its solicitable members , (ii) the executive and administrative personnel of Services, (iii) the families of such members and personnel, and (iv) any other contributors, as permitted by Federal Law. The Committee is further empowered to make expenditures and contributions to support candidates for election to federal office in the United States and to support political committees established and maintained by national political parties and others. The Committee is further authorized to accept such lawful contributions as it deems appropriate.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Members and Terms

The Board of Directors of the Committee shall consist of at least sixteen (16) voting members elected by the Board of Directors of Services, as follows:

- The Chair of the Committee Board, who shall serve for a term of two years and may serve another term at the discretion of the Board of Directors of Services;
- The currently serving President of Services as ex officio;
- The immediate past Chair of the Committee Board;
- The Director of Legislative Affairs of Services (continually serving);
- Twelve (12) members elected for three-year terms each, four members being elected each year; and
- Additional voting members of the Board of Directors of the Committee may be added depending upon the needs of the Committee at the discretion of the Board of Directors of Services.

All terms shall commence immediately following the Services Board meeting at which the members are elected. Elected PAC Board members shall be eligible for re-election for additional three-year terms at the discretion of the Board of Directors of Services. Former PAC Board Members—who served one term before the bylaw change permitting multiple terms—shall be eligible for re-election for additional three-year terms at the discretion of the Board of Directors of Services. Former Chairs of the Committee Board—who served one term before the bylaw change permitting multiple terms—may serve an additional year as Chair and may serve another two year-term at the discretion of the Board of Directors of Services. All elected PAC Board members are expected to participate substantially in making financial contributions to the PAC and contribution fund-raising for the PAC.

Section 2 — Resignation or Cessation of Membership

An individual may resign from membership on the Committee Board of Directors by submitting to the Chair a written notice of resignation and the effective date thereof. Membership on the Committee Board shall automatically cease upon an individual's cessation of membership in Services or cessation of employment by Services. If an individual Officer of the Committee Board resigns from their position for any reason, membership on the Committee Board shall automatically cease upon the effective date of the position resignation.

Section 3 — Vacancies

Any vacancy in the Board, however occurring, shall be filled by the Services Board. Vacancies on the Committee Board shall be drawn from the alternates approved by the Board in the most recent Services Nominations Committee report. An individual appointed to fill a vacancy occurring other than by expiration of a term of office shall be appointed for the unexpired term of the member he or she succeeds.

Section 4 — Policies and Procedures

The Board of Directors of the Committee shall be the governing body of the Committee and shall have authority, pursuant to federal regulations, to do all things necessary to carry out its purposes and powers and shall determine the policies and procedures applicable to (a) soliciting contributions, (b) making contributions and expenditures, (c) maintaining records, and (d) filing reports. The Board of Directors of the Committee, to the extent it deems appropriate, shall oversee the preparation and distribution of any printed or graphic material used in connection with the Committee's activities. When permitted by law, the Board of Directors of the Committee, or its designated agent, may seek advisory opinions or rulings from any governmental agency having authority to issue rules and regulations affecting the Committee on any proposal in advance of adopting or implementing such proposal.

Section 5 — Meetings

The Committee Board of Directors will meet in person once annually and conduct other business as needed by telephone, fax, or e-mail. Meetings may be called by the Chair or a majority of members of the Board of Directors, upon written, e-mail or oral notice of the time and place of the meeting to all members of the Board, provided such notice is given at least seven (7) calendar days prior to the proposed meeting.

The Chair may invite guests to any meeting. Guests may participate in discussions but are not entitled to vote on any matter. The meeting may be called into executive session upon

determination of the Chair or by majority vote of the members present. Under such circumstances, only members of the Board shall be present.

Section 6 — Quorum

A majority of the members of the Board of Directors shall constitute a quorum.

Section 7 — Voting and Act of Board of Directors

The act of a majority of the voting Directors present at a meeting or participating in a meeting through a written canvass, electronic communication, or by telephone poll at which there is a quorum shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing, including by electronic means, setting forth the action so taken shall be agreed to by all Directors in office.

ARTICLE V — OFFICERS

Section 1 — Officers

The officers of the Committee shall be a Chair, Vice Chair, Secretary, Treasurer, and Assistant Treasurer. The Chair shall be appointed as indicated in Article IV, Section I. The Director of Legislative Affairs of Services shall serve as Treasurer. Each officer shall serve until his or her successor has been appointed. The Vice Chair and Secretary shall be elected by majority vote of the Committee Board, shall serve for a term of one-year, and may be reelected. Except for the Assistant Treasurer, subject to section 6, below, all officers must be members of the Committee Board. In the event that any officer is unable or unwilling to continue serving as an officer, the successor shall be appointed by the Services Board in the same manner as the officer would otherwise be chosen.

Section 2 — Chair

Subject to the advice and consent of the Committee, acting through its Board of Directors, the Chair shall administer and have general and active management and supervision of all the affairs of the Committee. The Chair shall preside at all Committee meetings.

Section 3 — Immediate Past Chair

The Immediate Past Chair shall perform such duties as may be assigned by the Committee Board.

Section 4 — Vice Chair

The Vice Chair shall assist the Chair in carrying out his/her duties and shall preside over meetings of the Committee board in the absence of the Chair or the Chair's inability to serve. The Vice Chair shall also perform such other duties as may be assigned to him by the Chair or these articles of organization.

Section 5 — Secretary

The Secretary shall maintain the minutes of the meetings of the Committee, shall record votes, and shall perform such other duties as may be assigned to him or her by the Chair or these articles of Organization.

Section 6 — Treasurer

The Treasurer shall act as the Chief Financial Officer of the Committee, shall keep the financial and other records of the Committee, shall have general responsibility for all funds collected by the Committee, shall comply with all applicable requirements of law and shall perform such other duties as may be assigned to her or him by the Chair of the Committee. Subject to the limitations set out in Article VII, below, the Treasurer may approve and make all payments and other disbursements as are necessary to achieve the purposes of the Committee and for the efficient administration of the Committee.

Section 7 — Assistant Treasurer

The Assistant Treasurer may be appointed upon recommendation of the Chair and the Treasurer. The Assistant Treasurer may be a member of the Board or an employee or contractor of ACP Services with appropriate training and expertise. The Assistant Treasurer shall assist the Treasurer and shall perform all the duties of the Treasurer in the event that the Treasurer cannot fulfill such duties. If not already a member of the Board, the Assistant Treasurer shall serve on the Board "ex officio" without vote.

ARTICLE VI — CONTRIBUTIONS TO THE COMMITTEE

Section 1 — Solicitation

Section 1.1 Except as otherwise limited by law or these bylaws, contributions may be solicited only from the so-called "restricted class," Service's administrative and executive personnel, and the families of such Members and personnel.

Section 1.2 The Committee, acting through its Treasurer, is authorized to solicit and accept contributions from any member of the restricted class, and to accept contributions from others as may be permitted by Federal Law. Contributions to the Committee shall be wholly voluntary and no direct or indirect pressure or coercion shall be

exerted on any person to induce or to compel contributions. No contributions shall be solicited or secured by job discrimination or financial reprisals or threat thereof or as a condition of employment by or membership in Services.

ARTICLE VII — CONTRIBUTIONS BY THE COMMITTEE

Section 1 — Candidate Selection

Except as provided in Section 2 of this Article, the contribution or expenditure of any funds of the Committee to influence a federal election, including the selection of recipient candidate committees or political committees, shall be within the sole discretion of the Board of Directors of the Committee. The Committee Board of Directors shall approve the amount and recipient of the contribution by a majority of those entitled to vote.

Section 2 — Emergency Contributions

Notwithstanding the provisions of Section 1 of this Article, the designee or agent of Services, after consulting with the Treasurer and Chair of the Committee, where feasible, and in accordance with such directives as may be adopted from time to time by the Board of Directors of the Committee, is empowered to select candidate committees on whose behalf the Committee may make emergency or political exigencies expenditures or contributions.

Section 3 — Payment of Expenditures or Contributions

All contributions or expenditures by the Committee to influence a federal election shall be distributed by the Treasurer or Assistant Treasurer, as the case may be.

ARTICLE VIII— SEPARATE SEGREGATED FUND

All contributions to the Committee shall be maintained by the Committee as separate segregated funds in one or more designated campaign depositories and all expenditures by the Committee in support of any candidate or political committee shall be made from such funds and no other source, pursuant to Federal election regulations.

ARTICLE IX — BYLAWS AMENDMENTS

These bylaws may be amended by both action of the Board of Directors of the Committee vote of at least two-thirds of the members of the Board and upon approval by the Board of Services.

ARTICLE X — DISSOLUTION OF THE COMMITTEE

The Committee may be dissolved at any time by the governing body of Services, or by the Board of Directors of the Committee. In the event of such dissolution, all funds contained in the Committee's campaign depository or depositories, as the case may be, shall be disposed of pursuant to the direction of the Board of Directors of the Committee in a manner consistent with the Federal Law.

These Bylaws shall be adopted effective as of the 10th day of January 2005.

Amended May 16, 2006

Amended April 5, 2007

Amended May 18, 2010

Amended November 5, 2023