

NATIONAL ASSOCIATION OF PHYSICIAN RECRUITERS BYLAWS

ARTICLE I Purpose

Section 1.01 Objectives and Goals

1. The National Association of Physician Recruiters (hereinafter referred to as the Association or as the NAPR) was formed to meet the needs of its Members and its various publics. These needs or areas of concern deal with matters that impact the healthcare recruitment industry. Some of these areas are:
 - a. Federal, state, and local legal and legislative issues
 - b. Public relations
 - c. Membership services
 - d. Membership education
2. This Association will help promote practices, which will improve the quality of this industry.

ARTICLE II Offices

Section 2.01 Registered Office

The registered office of this Association shall be set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation of this Association.

Section 2.02 Other Offices

This Association may have such other offices as the Directors shall from time-to-time determine.

ARTICLE III Membership

Section 3.01 Classes and Qualification

There shall be four classes of membership in the Association: Active (voting), Vendor (non-voting), Life (non-voting) and Honorary (voting).

1. Active Members.
 - A. To qualify for Active Membership, an organization must recruit healthcare professionals either for profit or for its own organization.
 - 1) For-profit search organizations must recruit healthcare professionals for the healthcare industry.

3. Life Members (Retired Members).
 - A. Life Membership may be conferred upon persons who have been Active Members of NAPR in good standing for a continuous period of ten (10) years or more, prior to retirement from all regular employment.
 - B. Life Members may accept, at no cost, a listing in the Association's membership records, and may be listed in the online Association's Membership Directory.
 - C. Life Members may attend NAPR meetings at the Member rate, and shall receive all regular NAPR e-mailings, including a subscription to the NAPR online newsletter, and be entitled to all rights and privileges of an Active Member except that they shall not have the right to vote, nor the right to hold office.

4. Honorary Members
 - A. Honorary Membership may be conferred upon anyone who has been an Active Member in good standing of NAPR for a continuous period of fifteen (15) or more years and who has been actively involved in the NAPR by service at either the committee level or the Board of Directors' level.
 - B. To be considered for Honorary Membership, a candidate may be recommended by the NAPR President or a candidate may submit a written request, which shall include a summary of the candidate's NAPR service. Approval of a request for Honorary Membership shall be upon the recommendation of the President and the approval of the Board of Directors.
 - C. Honorary Members shall enjoy all the privileges of Active Members, including the right to vote, with waiver of all subsequent dues.

Section 3.02 Membership Application

1. For all categories of membership, an organization shall make an online application for membership in the manner and upon the terms and conditions specified by the NAPR Board of Directors on the form(s) (the "Application for Membership") prescribed by the NAPR Board of Directors.
2. Organizations applying for Active Membership shall disclose on the application form the names, addresses, and principals of any organization engaging in and/or any business directly related to healthcare recruiting in which the applicant or any principal of the applicant has an interest.
3. All membership applications shall be acted upon by the Membership Committee as provided in these Bylaws. The NAPR Board of Directors shall review the membership application to the extent deemed necessary and shall act on the recommendations of the Membership Committee, accepting or rejecting the applicant for

membership in this Association.

4. The NAPR Board of Directors will act upon membership applications received based on whether or not acceptance of the applicant is consistent with the Association's desire to be recognized as an organization of experienced, stable, reliable and competent practitioners.

Section 3.03 Term and Termination of Membership

1. Membership shall be on an annual rolling year basis and shall be renewed subject to approval by the Board of Directors for each new annual rolling year unless terminated hereinafter provided.
2. A Member may voluntarily terminate membership on thirty (30) days' written notice to the Secretary-Treasurer of this Association. During the thirty-day notice period, the Member shall continue to perform the obligations of membership as well as continue to enjoy all privileges of membership.
3. A membership may be involuntarily terminated by action of the NAPR Board of Directors pursuant to criteria established in these Bylaws. In the case of an involuntary membership termination, the NAPR Board of Directors shall give written notice to the Member at least thirty (30) days prior to the effective date of the termination. During the thirty-day period, the Member shall continue to perform the obligations of membership as well as continue to enjoy all privileges of membership.
4. A membership shall terminate automatically and without notice upon the Member's failure to pay the membership dues of the Association in the amounts of and at the times established by the NAPR Board of Directors. Such termination shall not relieve the Member of any dues owed or other arrearages.
5. Notwithstanding the provisions of Article III, Section 3.01(3) [Life Membership] of these Bylaws, a membership shall terminate automatically and without notice when the Member ceases to be actively engaged in healthcare recruiting as determined in the sole discretion of a majority of the Board of Directors or when the Member organization disposes of all or substantially all of its business or assets, or is consolidated or merged into another organization.

Section 3.04 Transfer of Membership

No Member may transfer its membership or any rights arising therefrom.

Section 3.05 Responsibilities and Right of Members

1. Each Member organization shall appoint one official representative and one or more alternates to exercise membership rights of the Association. Alternates may exercise membership rights in the absence of the official representative. The names of persons

designated as representatives or alternates shall be delivered to the Secretary-Treasurer of the Association, who shall maintain a register of the Members of the Association and designation of such Member's representative or alternate may be made by delivering written notice of such changes to the Secretary. Such changes shall be effective upon receipt by the Secretary-Treasurer of the written notice.

2. Through its official representatives, or in his or her absence, an alternate, each Active Member organization shall be entitled to one vote in the election of directors and in the conduct of other business at annual or special meetings of the Association. The Members shall have, individually or collectively, such other duties as may be prescribed from time-to-time by the NAPR Board of Directors.
3. Compliance with the NAPR Code of Ethics – All Members shall agree in writing, by hand or electronic signature, by signing the affidavit portion of the NAPR membership application, to comply with the conditions set forth in the NAPR Code of Ethics.

Section 3.06 Non-Voting Membership

The NAPR Board of Directors may create additional classes of membership as it may deem advisable and may terminate such classes of membership, provided, however, that any such additional class or classes of membership shall have no voting rights whatsoever with respect to such membership.

ARTICLE IV Dues

The annual dues and application fees for each class of membership shall be established by the NAPR Board of Directors and shall be nonrefundable.

ARTICLE V Meetings

Section 5.01 Annual Meeting

The Annual Meeting of the Members of the Association shall be held in such months, on such day and at such hour and place as may be designated from time-to-time by the NAPR Board of Directors.

Section 5.02 Special Meetings

Special meetings of the Members of the Association for any purpose or purposes may be called in the manner specified in the Florida Nonprofit Corporation Act.

Section 5.03 Notice of Meetings

Notice of a time and place for an Annual Meeting or special meeting shall be delivered personally to each Member by electronic means to the e-mail address of

each Active Member as it appears on the Association's membership records, not less than ten (10) days before the date of the meeting. Such notice, if of a special meeting, shall state the general nature of the business to be transacted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is delivered.

Section 5.04 Quorum

A majority of the Active Members of the Association in attendance shall constitute a quorum at any meeting of the membership. The act of the majority of the voting power at any meeting at which a quorum is present shall be considered the act of the Members subject, however, to any provision of these Bylaws specifically to the contrary, or any applicable provision of law.

Section 5.05 Action by Written Consent

Any action which may be taken at any regular, annual, or special meeting of the membership may be taken without a meeting if two-thirds (2/3) of Members entitled to vote consent in writing or by electronic ballot to such action. All written or electronic consent shall be filed with the Secretary-Treasurer of the Association and maintained in the corporate records.

ARTICLE VI Voting

Whenever, in the judgment of the NAPR Board of Directors, any question shall arise which it believes should be put to a vote of the Active Membership and when the NAPR Board of Directors deems it not expedient to call a special meeting for such purpose, the directors may, unless otherwise required by these Bylaws, submit such a matter to the voting membership in writing by electronic mail, facsimile or postal mail for vote and decision, and the question thus presented shall be determined according to the majority of the votes received by electronic mail, facsimile or postal mail within fifteen (15) days after such submission to the voting membership, provided that in each case votes of at least ten percent (10%) of the voting membership shall have been received. Any and all action taken in pursuance of a majority vote in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting. Voting on any matter, including the election of directors or officers, may be conducted by electronic mail, facsimile or postal mail.

ARTICLE VII Board of Directors

Section 7.01 General Powers and Responsibility

Except as otherwise provided by the Articles of Incorporation or by these Bylaws, the management of the affairs of this Association shall be vested in a Board of Directors, hereinafter sometimes referred to as "the Board."

Section 7.02 Number, Qualification, and Election

1. Number and Qualification.

There shall be a Board of Directors consisting of not less than seven (7) nor more than fifteen (15) directors, comprised of the President, Vice President, Secretary-Treasurer, Immediate Past President, six (6) Active Member Directors-at-Large, the NAPR Services, Inc. President, the Chair of the Ethics Committee, the Chair of the Education Committee and an In-house Recruiter, all of whom shall be principals or professional associates of an Active Member organization of the Association.

2. Election.

The directors shall be elected by written or electronic ballot vote of the Active Members of this Association.

Pursuant to Article IX, Committees, Section 9.05, Nominating Committee, the Nominating Committee shall be responsible for conducting election of Board Members through the US Postal Service, electronic mail or facsimile in the manner prescribed hereafter:

a. Solicitation of Nominees:

The Nominating Committee shall solicit from the membership names of nominees for each seat on the Board of Directors which is vacant or is about to expire.

Such solicitation shall include a written or electronic notice to each Active Member sent at least ninety days prior to the date of the Annual Meeting at which Directors are to be seated.

Such notice shall invite each Active Member to submit the name(s) of potential Director candidates and shall include a form to facilitate such submission of candidate names.

At least thirty days shall be allowed for nominations from the membership. A nominee must meet all of the qualifications to serve as a Director as stated in these Bylaws. Any nominee who meets all of the qualifications to serve as a Director as stated in these Bylaws shall be included on the final ballot.

The ballot shall be comprised of the slate as recommended by the Nominating Committee and a listing of all other nominated candidates who qualified. Write-in votes for all Director positions may be cast on the official ballot and a Director elected by write-in votes cannot assume that office unless he or she is determined by the Nominating Committee to meet the qualifications as stated in

these Bylaws, Article VII, Section 7.02.

b. Ballot/Election:

Elections shall be held through a ballot to be sent via electronic means to each Active Member listing the names, background information, and position statement of persons nominated and who meet the qualifications as stated in these Bylaws, Article VII, Section 7.02.

The ballot for election shall be sent by electronic means to each voting Member no later than sixty days prior to the date of the Annual Meeting. The ballot shall be e-mailed to the address in the official membership files of the Association.

Each Active Member in good standing shall be entitled to one vote for each Director to be elected.

The official ballot, electronically signed by the official voting delegate, must be submitted to the NAPR Headquarters' Office through the e-balloting mechanism. Only one ballot per Active Member shall be recognized.

c. Ballot Tabulation:

Ballots shall be automatically counted by electronic means through the e-balloting process and verified by three (3) Members of the NAPR Headquarters' staff, who will verify the Active Member in good standing status for each ballot, and prepare a final tabulation of number of votes by candidate. The final written tabulation shall be verified by each of the three staff Members and submitted to the Nominating Committee Chairperson for announcement to the general membership prior to the Annual Meeting.

d. Ballot Retention, Inspection and Destruction:

Ballots shall be electronically stored at NAPR Headquarters Office for a period of twelve (12) months from the date of the Annual Meeting. During this twelve-month period, the electronic ballots shall be available for inspection at Association Headquarters by any NAPR voting Member upon written request to do so.

At the end of the twelve-month period from the date of the Annual Meeting, the electronic ballots shall be deleted.

e. Tie Votes:

In the event of a tie vote for any one Director position, a ballot for that position only shall be sent by electronic mail to all Active

- Members to re-vote on that Director position.
 - f. Proxy Voting:
Proxy voting is prohibited.
- 3. In the event a director or officer of the Association ceases to meet the qualifications set forth in Article VII, Section 7.02 (1) of these Bylaws, he or she may serve the remainder of the term only by a unanimous vote by remaining directors to waive the qualifications for that individual for the remainder of that term. Absent a unanimous vote by remaining directors, the individual who ceases to meet the qualifications of Article VII, Section 7.02 (1) of these Bylaws shall cease to be a director and, if applicable, cease to be an officer, and the position shall be deemed "vacant." Any vacant director position may be filled at the discretion of the President to fulfill the remainder of the term. At the expiration of the appointed term, the director must be re-elected by the membership in order to serve subsequent terms. This provision shall not apply in a situation in which the officer or director is facing termination or removal for cause as described in Article VII, Section 7.07 of these Bylaws.

Section 7.03 Nominations

Candidates for election as directors shall be nominated in accordance with Article VII, Section 7.02 (2) and Article IX, Section 9.05, of these Bylaws.

Section 7.04 Terms

Each elected director shall hold office for a term of three (3) years or until his or her successor has been elected or appointed, except that the initial directors named in the Articles of Incorporation shall serve terms established by the Board of Directors to implement the staggering of terms provided for in Section 7.05. Directors may be re-elected to the NAPR Board of Directors. However, no Director who has served two full terms, six (6) years, shall be eligible to serve on the Board until one full year has intervened from the date of retirement from the Board.

No Director who has served any combination of elected and appointed terms, which is equal to two full terms (6 years), shall be eligible to serve again on the Board until one full year has intervened from the date of retirement from the board. A one (1) year appointment exception may be made by the President to accommodate: 7.05 Staggered Terms, a lack of qualified and interested Director candidates, to fulfill completion of a special project, or for another unexpected need.

Directors and Officers may serve without restriction, whether elected or appointed.

If a Director is in an elected position, and is subsequently appointed to a Committee Chairperson position, the appointed position supersedes the elected position.

If a Director is in an elected or appointed position, and is subsequently selected to serve in an Officer position, the Officer position supersedes the elected or appointed position.

A Director who is in an elected or appointed position and is subsequently selected for an officer position, may serve any combination of elected and appointed terms, which is equal to two full terms, six (6) years, in addition to the term(s) spent in the officer progression to President and subsequent Past-President position. Upon completion of the Past-President term, the Director shall not be eligible to serve again on the Board until one full year has intervened from the date of retirement from the board.

Section 7.05 Staggered Terms

The term of office of the elected Directors shall be established in such manner that the terms of only approximately one third (1/3) of said Directors expire in any one year. In the event of a change in the number of Directors, the staggering of terms shall be preserved.

Section 7.06 Vacancies

Any vacancy in a Director's position on the Board, whether by reason of death, resignation, or removal, shall be filled by the remaining Members of the Board, even though less than a quorum. A Board Member appointed to fill a vacancy shall be appointed in accordance with the qualifications set forth in these Bylaws of this Article, and shall be appointed for the unexpired term of his or her predecessor in office.

Section 7.07 Removal

Any elected Director may be removed from office with or without cause by vote of two-thirds of the remaining Directors present at the meeting, provided that the notice of the meeting at which removal is to be considered states such purpose.

Section 7.08 Voting Rights of Directors

Each Director shall be entitled to one vote on all matters before the Board of Directors. There shall be no voting by proxy. No Director may appoint another to represent him or her at a Board Meeting, special meeting or at the Annual Conference.

Section 7.09 Association Meetings

As soon as reasonably practicable, and within thirty (30) days after the Annual Meeting of the membership, the Board of Directors shall meet for the purpose of organizing the Board, and transacting such other business as may come before the meeting. At each meeting of the Board of Directors, the President of this Association or, in his or her absence, the Vice President shall preside. The Secretary-Treasurer of this Association or, in his or her absence, any person whom the President shall appoint, shall act as Secretary of the meeting.

Section 7.10 Place of Meeting

The NAPR Board of Directors may hold its meeting at such place or places, as it may from time-to-time determine.

Section 7.11 Regular Meetings

Regular meetings of the NAPR Board of Directors shall be held at such frequency, time, and place as the Board shall from time-to-time determine.

Section 7.12 Special Meetings

Special meetings of the NAPR Board of Directors for any purpose may be called by the President, Vice President or any two (2) or more Directors.

Section 7.13 Notice of Meetings

Notice of a time and place of any Association meeting, regular meeting or special meeting shall be delivered by electronic means to each Director at least five (5) days prior to the meeting. However, in reference to Section 7.07 "Removal," a minimum of two (2) weeks' (14 days') notice is required to allow ample time for due process.

Section 7.14 Quorum

A majority of the total number of the NAPR Board of Directors shall constitute a quorum at any meeting of the Board. The act of the majority of the voting power present at any meeting at which a quorum is present shall be considered the act of the NAPR Board of Directors for all purposes of these Bylaws.

Section 7.15 Quorum Initially Present

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors. If any action is thus approved, it must be by at least a majority of those required by the Articles of Incorporation, by these Bylaws, or by law.

Section 7.16 Telephonic Meetings

Members of the NAPR Board of Directors may participate in meetings through the use of a conference telephone or similar communications equipment so long as all Directors participating in such meetings can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meetings.

ARTICLE VIII OFFICERS**Section 8.01 Officers**

The officers of this Association shall be elected by the Board of Directors and shall consist of at least a President, Vice President, and Secretary-Treasurer, all of whom shall be Directors. The Board of Directors may select such other

officers as it shall deem advisable, each of whom shall have such power and duties as the Board of Directors may from time-to-time authorize. The office of President and either Vice President, or Secretary-Treasurer may not be held concurrently by the same person.

Section 8.02 Term of Office and Qualifications

Each officer shall hold office at the pleasure of the Board of Directors and until his or her successor shall be elected and qualified to serve. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired term of any meeting of the Board of Directors.

Section 8.03 President

The President shall serve as chief elected officer of the NAPR and shall serve as Chairperson of the NAPR Board of Directors. The President shall act as the duly authorized representative of the NAPR Board of Directors in all matters in which the Board has not formally designated some other person to so act. The President shall also serve as a Member with the right to vote, on the NAPR Ethics Committee and on the NAPR Services, Inc. Board of Directors. The President shall make all required appointments of standing and special committees. The President shall perform such other duties as necessary to the office of President or as may be suggested by the NAPR Board of Directors.

Section 8.04 Vice President

The Vice President may, in the order of designation by the President, be delegated by the President to perform his or her duties in the event of his or her temporary disability or absence from meetings, and shall have such other duties as the President or the Board of Directors may assign. The Vice President shall serve as a Member, ex-officio, without the right to vote, on all standing and special committees. Other duties of the Vice President shall be designated by the Board of Directors. The Vice President shall, at the end of his or her term of office, automatically assume the position of President.

Section 8.05 Secretary-Treasurer

The Secretary-Treasurer shall ensure that the proper and legal mailing or e-mailing of notices to the membership are done. The Secretary-Treasurer shall also ensure the proper recording of the proceedings of all meetings of the membership and Board of Directors in the form of minutes. The Secretary-Treasurer is responsible for the maintenance of an accurate roster of the dues and fees and is responsible for the maintenance of financial records. The books of accounts shall at all times be open to inspection by any Director and by any Member. The Secretary-Treasurer shall also ensure the preparation of an annual financial report.

The duties of the Secretary-Treasurer may be assigned, in whole or in part, to the Executive Vice President (chief staff officer of the management company), except

that those responsibilities placed by statutory law on a secretary or treasurer of a Florida not-for-profit corporation may not be assigned to the Executive Vice President. The Executive Vice President shall have all the powers of and be subject to all the restrictions upon the Secretary-Treasurer.

The Secretary-Treasurer shall, at the end of his or her term of office, automatically assume the position of Vice-President.

ARTICLE IX COMMITTEES

Section 9.01 Committees Generally

Committees of the Association shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board of Directors from time-to-time. Except as hereinafter described, such committees shall be advisory only and subject to the control of the Board of Directors.

NAPR Standing Committees are the Communications, Education, Ethics, and Vendor Services committees and the NAPR Services, Inc. Board. Other such committees may be created, from time-to-time, by the President and Board of Directors.

NAPR Special Committees are the Convention, Marketing and Research, Nominating and Webinar committees. Other such committees may be created, from time-to-time, by the President and Board of Directors. Special committees are charged with fulfilling the responsibilities specified by the President or Board of Directors in the formation of such committee.

Section 9.02 Membership, Appointment

The Chairperson of each committee shall be appointed annually by the President subject to approval by the Board of Directors.

Section 9.03 Quorum, Meetings

A majority of the Members of the committee shall constitute a quorum at any meeting of a committee. Each committee shall meet as often as it is necessary to perform its duties.

Section 9.04 Vacancies

Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 9.05 Executive Committee

1. Number

There shall be an Executive Committee consisting of the President as Chairperson, Vice-President, Secretary-Treasurer, Ethics

Committee Chairperson, the NAPR Services, Inc. President and Immediate Past President. The Executive Committee will operate within the powers granted by the Board of Directors.

2. Duties

The Executive Committee shall meet when necessary upon call of the Chairperson to review and take action on items affecting the Association. That action shall be subject to approval of the Board of Directors. The Executive Committee shall report on all material action taken to the Board of Directors at its next meeting.

The Executive Committee shall select the new Secretary-Treasurer prior to the next term of succession of officers.

Section 9.06 Communications Committee

1. Number

There shall be a Communications Committee consisting of the Chairperson and at least two (2) persons, each of whom shall be principals or individuals employed by Active Member organizations, and shall be appointed annually by the President with approval of the Board of Directors. The Chairperson need not be a Board of Director member.

2. Duties

The Communications Committee shall be responsible for presenting the image of NAPR to the rest of the healthcare community, oversee the newsletter and write articles as directed by the Board of Directors. The Communications Committee shall also be responsible for continuous update and development of NAPR's website, with emphasis on the World Job Bank and its search engine as well as pages for member and vendor use, as well as developing links with other relevant sites, working with major search engines to maximize visibility and usage of the site; track site usage; and promote the site to the membership and other outside users.

Section 9.07 Education Committee

1. Number

There shall be an Education Committee consisting of the Chairperson and at least five (5) persons, each of whom shall be principals or individuals employed by Active Member organizations, and shall be appointed annually by the President with approval of the Board of Directors.

2. Duties

The Education Committee shall be responsible for the oversight, promotion and delivery of all NAPR educational activities including

the Annual Convention, webinars, and website education. The Committee shall work in conjunction with the Vendor Services Committee for program development, seeking sponsors and vendors.

Section 9.08 Ethics Committee

1. Number
There shall be an Ethics Committee consisting of the Chairperson and a minimum of five (5) Members. Five of the Members shall be principals or individuals employed by Active Member organizations of NAPR and appointed by the Ethics Committee Chairperson with Board approval. The Chairperson and committee members may succeed themselves.

2. Duties
The Ethics Committee shall be responsible for reviewing and acting upon reported violations of the NAPR Code of Ethics or may, on their own initiative, institute an investigation of apparent violations in accordance with policies and procedures established by and from time-to-time amended by the Board of Directors. Those disputes, which arise from the dissolution of some formal or informal relationship, will be excluded from consideration as an Ethics Complaint.

Section 9.09 Marketing and Research Committee

1. Number
There shall be a Marketing and Research Committee consisting of the Chairperson and ideally two (2) persons, each of whom shall be principals or individuals employed by Active Member organizations, and shall be appointed annually by the President with approval of the Board of Directors. The Chairperson need not be a Board of Director member.

2. Duties
The Marketing and Research Committee shall oversee development and publication of the Physician Compensation Survey, the Industry Trends Survey, and other surveys, as needed. The Chairperson need not be a Board of Director Member.

Section 9.10 Membership Committee

1. Number.
There shall be a Membership Committee consisting of the Chairperson and at least three (3) persons each of whom shall be principals or individuals employed by Active Member organizations, and shall be appointed annually by the President with approval of the Board of Directors.

2. Duties.
The Membership Committee shall be responsible for overseeing recruitment efforts, orientation and retention of members, member surveys, promotional activities, reviews and updates membership and renewal application forms, as necessary. The Membership Committee may screen and investigate all applicants for membership and may recommend action to the Board of Directors concerning such applications.

Section 9.11 Nominating Committee

1. Number.
There shall be a Nominating Committee consisting of the Chairperson and at least two (2) persons, each of whom shall be principals or individuals employed by Active Member organizations, and shall be appointed annually by the President with approval of the Board of Directors.
2. Duties.
The duties and responsibilities of the Nominating Committee shall be to solicit, screen, and nominate to serve on the Board of Directors persons who meet the qualifications set forth in these Bylaws. The Nominating Committee shall not show preference towards any candidate, nor will the Nominating Committee make specific recommendations for appointed positions. Such solicitation shall include a notice to each active Member sent at least ninety days prior to the date of each Annual Meeting at which Directors are to be seated. Such notice shall invite each Active Member to submit the names of Director candidates and shall include a form to facilitate such submission of candidate names. The Nominating Committee shall submit the names of the nominees to be e-mailed to all the Association Members entitled to vote not less than sixty (60) days prior to the date of the Annual Meeting of the membership at which time the election of the new Directors shall be held. The Chairman of the Nominating Committee shall report the name and status of each candidate to the Board of Directors on a monthly basis, during the election process.
3. Recusal
Should any member of the Nominating Committee be eligible and desirous of being re-elected, or will be re-appointed, for the Board of Directors, he or she must recuse him or herself from the Nominating Committee and the President shall appoint a replacement.

Section 9.12 Vendor Services Committee

1. Number

There shall be a Vendor Services Committee consisting of the Chairperson and ideally two (2) persons, each of whom shall be principals or individuals employed by Active Member organizations, and shall be appointed annually by the President with approval of the Board of Directors. The Chairperson need not be a Board of Director member.

2. Duties

The Vendor Services Committee shall serve as liaison to NAPR vendor members as well as recruit new vendor members. The Vendor Services Committee shall be responsible for developing programs and services by which members can benefit through vendor discounts and collective purchasing.

Section 9.13 NAPR Services, Inc. Board

1. Number

There shall be an NAPR Services Board consisting of at least three (3) persons each of whom shall be principals or individuals employed by Active Member organizations, and shall be appointed annually by the President with approval of the Board of Directors.

2. Duties

NAPR Services, Inc, is a separate for-profit subsidiary of the NAPR, with its own Board of Directors. NAPR Services' Board shall be responsible for developing and maintaining programs and services to enhance members' recruitment efforts, overseeing the World Job Bank and Recruitment Careers and developing and maintaining the Services' budget.

**ARTICLE X
BOOKS AND RECORDS, FISCAL YEAR**

Section 10.01 Books and Records

The Board of Directors of this Association shall keep records of all proceedings of meetings of the Members or Directors.

Section 10.02 Fiscal Year

The fiscal year of this Association shall be as determined by the Board of Directors.

**ARTICLE XI
WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given by these Bylaws, or by the Articles of Incorporation of this Association, or by any of the corporate laws of the State of Florida, such notice may be waived in writing, signed by the person or

persons entitled to give said notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

**ARTICLE XII
AUTHORIZATION WITHOUT A MEETING**

Any action that may be taken at a meeting of the NAPR Board of Directors or any action of any committee may be taken without a meeting if authorized in writing and signed by all of the Directors or all of the Members of such committee, as the case may be, who are entitled to notice of the meeting for such purpose.

**ARTICLE XIII
INDEMNIFICATION**

This Association, in the exercise of the power granted to Florida not-for-profit corporations generally by Florida Statutes shall indemnify its Officers, Directors, agents, and employees against certain expenses and liabilities, and may carry and maintain insurance thereof, but only under the circumstances, in the manner, and to the extent permitted by law.

**ARTICLE XIV
AMENDMENTS**

The Articles of Incorporation (subject to Florida law) and these Bylaws may be amended, repealed, or altered, in whole or in part (a) by a majority [or two-thirds] vote at any meeting of the Association, provided that a copy of any amendment proposed for consideration shall be sent to the last recorded e-mail address of each voting Member at least thirty (30) days prior to the date of the Annual Meeting of the membership; or (b) by approval of the voting Members through mail or electronic vote in accordance with the provisions of Article VI of these Bylaws.

As amended 3/8/96
As amended 12/24/96
As amended 3/12/03
As amended 12/13/05
As amended 3/11/15
As amended 3/3/16
As amended 12/19/16
As amended 2/23/17
As amended 2/20/19