

**BYLAWS
OF
AMERICAN ACADEMY OF PHYSICIAN ASSISTANTS
IN ALLERGY, ASTHMA & IMMUNOLOGY, INC.**

These Bylaws govern the affairs of AMERICAN ACADEMY OF PHYSICIAN ASSISTANTS IN ALLERGY, ASTHMA & IMMUNOLOGY, Inc., a Texas non-profit corporation.

ARTICLE 1. OFFICES

1.01. Principal Office

The Corporation's principal office in Texas will be located in El Paso, El Paso County, Texas. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors of the Corporation (the "Board") may determine. The Board may change the location of any office of the Corporation.

1.02. Registered Office and Registered Agent

The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non- Profit Corporation Act.

1.03. Purposes

The Corporation is organized for the purposes of (i) promoting the growth and development of physician assistants who have an active interest in the field of allergy, asthma and immunology; (ii) providing the general membership of the corporation with an annual conference that focuses on issues and education that pertain to physician assistants providing care to patients with diseases of allergy, asthma and immunology as well as other subspecialties (e.g. ear, nose and throat) deemed appropriate by the board of directors; (iii) using electronic media (email) and social media to reach physician assistants the field of allergy, asthma and immunology with educational materials and information on relevant issues; (iv) to promote the field of allergy, asthma and immunology through philanthropic endeavors and student support activities.

ARTICLE 2. MEMBERS

2.01. Fellow Members

A fellow member must be a CAHEA or CAAHEP-accredited physician assistant program graduate or NCCPA-certified physician assistant, who shall be employed within the fields of allergy, asthma or immunology, and is also a fellow member in good standing of the American Academy of Physician Assistants. Fellow members shall be entitled to the privilege of the floor, to hold formal office, and to vote on all matters as shall come before the general members. Formal offices for the board of directors will be held exclusively by PA fellow members with the single exception of one (1) Board Member at Large position which may be held by a nurse practitioner that is accredited by an appropriate nurse practitioner organization as noted in section 2.01.01 of these Bylaws.

2.01.01 Fellow Members- Nurse Practitioners

A fellow member can include an advance registered nurse practitioner (ARNP) who treats patients with the diseases of allergy, asthma or immunology, who is currently licensed to practice as a nurse practitioner, and who is a member in good standing within one of the ARNP national organizations. Fellow (NP) members shall be entitled to the privilege of the floor and to vote on all matters as shall come before the general members. There will be on NP who may be a member of the Board of Directors but will not be a member of the executive board. This position will be as a Board Member at Large and will consist of a two-year term. _

2.02. Sustaining Members

A sustaining member must be a physician assistant eligible for fellow membership who has chosen not to practice in the physician assistant profession or to join the American Academy of Physician Assistants. Sustaining members may attend membership meetings but shall have no voting rights.

2.03. Student Members

A student member must be a person enrolled in a CAHEA or CAAHEP accredited program or an unaccredited program recognized by the American Academy of Physician Assistants. Student members shall be entitled to the privilege of the floor, but shall not hold formal office, except for the elected Student Representative, and shall have no vote. Students may however be part of special committees as directed by the Board of Directors.

2.04. Physician Members

A physician member must be a U.S. licensed physician. Physician members shall have the privilege of the floor but shall not hold formal office and shall have no vote.

2.05. Associate Members

An associate member must be a person engaged in selling products or other services to physician assistants or an individual employed by a government agency who does not qualify for any other membership categories. Associate members shall have the privilege of the floor but shall not hold formal office and shall have no vote.

2.06. Affiliate Members

An affiliate member is a person who is ineligible for any of the above categories but is approved by the Board. Affiliate members shall have the privilege of the floor but shall not hold formal office and shall have no vote.

2.07. Honorary Members

An honorary member shall be a person who has rendered distinguished service to the physician assistant profession. Such honorary members shall be nominated by an active fellow member, approved by the Board within one (1) year, and approved by the general membership. Honorary members shall have the privilege of the floor but shall not hold formal office and shall have no vote. Honorary members are except from the payment of membership dues.

2.08. Applications for Membership

All applications for membership shall be in writing on application forms provided by the Corporation. Applications are reviewed by the Corporation administrative office or a sitting board member. No applicant shall be denied based on gender, age, race, handicap, creed, color, national origin or sexual preference. No fellow member of the American Academy of Physician Assistants shall be denied an application of membership unless such membership has been revoked for reasons of an ethical or judicial nature. All appeals will be acted upon by the Board, whose decision will be final.

2.09. Membership Dues

The amount of annual dues, late fees and assessments, as well as the manner of payment, shall be determined from time to time by the Board. Annual membership dues shall be payable on an annual basis.

2.10. Disciplinary Actions

Any member who is under sentence of suspension or expulsion shall not be entitled to any of the rights or benefits of the Corporation or be permitted to take part in any of the proceedings of the Corporation until he or she has been reinstated. Any member who has been censured, suspended or expelled by the Board may appeal, in writing, such action within six (6) months after notice is given, in writing, by the Board. A committee chair who is not a member of the Board shall arrange for an impartial, three-person panel to hear the appeal. The panel shall consist of fellow members who are not holding a chairmanship or Board office. The committee chair shall designate a time and place for the hearing of the appeal, and after giving the appellant and representatives reasonable opportunity to be heard, shall, by a majority vote

of the panel, either sustain or reverse such censure, suspension or expulsion. The decision of the panel shall be final.

ARTICLE 3. MEETINGS OF MEMBERS

3.01. Annual Meetings

The annual members' meeting will be held on such date and at such time and place as shall be designated by the Board. At the annual members' meeting the Board of Directors will hold a meeting to discuss the business of the Corporation. Board members, association fellow members and guests are welcome to attend the meeting. Only the Board of Directors will be allowed to vote on motions brought to the Board and provide testimony. Fellow members may bring forth motions and add testimony to discussed issues but may not vote on motions. Guests are welcome to attend but are not to provide testimony nor make motions.

3.02. Special Meetings

Special meetings of the members may be called by the President, by order of a majority of the Board or requested by a majority of the fellow members.

3.03. Place of Meeting

The Board may designate any place, inside or outside Texas, as the place of meeting for any annual members' meeting or for any special members' meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Corporation's registered office in Texas.

3.04. Notice of Meetings

Written or printed notice of any members' meeting shall be delivered to each member entitled to vote at the meeting not less than thirty (30) days before the date of the meeting, either personally, by facsimile transmission, by e-mail or by postal mail or by posting on the Corporation website. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at his or her address as it appears on the records of the Corporation. Notice or request by personal delivery, Internet e-mail or facsimile transmission shall be deemed to be given and received at the time when such notice shall be received by the person to whom it is addressed. If a majority of all of the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

3.05. Quorum

The members holding ten percent (10%) of the votes that may be cast at a meeting who attend the meeting in person shall constitute a quorum at the meeting, and the vote of a majority of the members present shall constitute action by the members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

3.06. Record Date

The record date for determining the members entitled to notice of any meeting of members will be established by the Board. After fixing the record date, the Board will cause to be prepared an alphabetical list of all members entitled to notice of any meeting of members, including their addresses. The list will contain a listing of members entitled to vote at the meeting but not entitled to receive notice and will be available for inspection at the principal office of the Corporation from two (2) business days after notice is given until the meeting is held. Any member entitled to vote at the meeting is entitled to access to the list for the purpose of communicating with other members. The member or the member's agent or attorney may make the inspection on written demand and copy the list at a reasonable time and at the member's expense.

3.07. Eligibility to Vote at Members' Meetings

A member in good standing is entitled to vote at a meeting of the members of the Corporation. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the notice of the meeting.

ARTICLE 4. BOARD

4.01. Management of Corporation

The affairs of the Corporation shall be managed by the Board in accordance with these Bylaws, the Texas Non-Profit Corporation Act and the Corporation's Articles of Incorporation, as amended from time to time.

4.02. Number, Qualifications and Tenure

The number of Board members shall be no less than three (3), or such other number as determined from time to time by resolution of the Board. The number of Board members may be increased or decreased from time to time, but no decrease shall have the effect of shortening the term of any incumbent Board member

Management of Corporation The affairs of the Corporation shall be managed by the Board in accordance with these Bylaws, the Texas Non-Profit Corporation Act and the Corporation's Articles of Incorporation, as amended from time to time. Board members and their respective terms are as follows: President-elect (1 year); President (1 year); Immediate Past-President (1 year); Secretary (2 year term, alternates election year with Treasurer); Treasurer (2 year term, alternates election year with Secretary); Board member at Large (3 positions, 2 PA Member at Large and 1 NP Member at Large, each with a 2 year term, they alternate election years). Director at Large (2 Positions, each 2 year term, they alternate election years- with all the benefits of the BOD's)

The position of Present-elect automatically changes to President and the position of President automatically changes to Immediate Past-President without additional elections on the dates noted below.

Board member elections and service dates will be carried out as detailed here. New recruitment and information dissemination to members occurs at our annual conference and via the Corporation website. This is typically at the end of July or in the first two weeks of August. Board member election applications will be placed on the Corporation website by the 15th of August each year or at a different time as determined by the sitting Board of Directors. There is no nomination process for Board of Director elections. Candidates for Board positions will be required to have applications submitted by midnight (San Antonio local time) on the 31st day of August. All eligible candidates with completed applications will be posted on the Corporation website by the 15th day of September and voting will be done through the Corporation website or through another form of communication like an online survey at determined by the Board of Directors. Any member needing a paper copy of the ballot can make that request known to Corporation administrative staff any time after the 15th day of September. Voting will take place for 10 days with no further voting allowed after midnight on the 25th day of September (San Antonio, TX local time). Votes will be counted by the Corporation administrative staff and that information will be sent to the current Board members and all applicants by the 29th of September. Elections ending in a tie will be subject to a re-vote within 30 days.

Board member terms all run from October 1st to September 30th.

4.03. Quorum

A majority of the number of Board members currently in office constitutes a quorum for transacting business at any Board meeting, unless a different number or portion is required by law or the articles of incorporation or these Bylaws; provided, however, that if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The Board members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Board Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Board members required for a quorum. The act of the majority of the Board members present at a meeting at

which a quorum is present shall be the act of the Board, unless the act of a greater number of directors is required by law, the articles of incorporation or these Bylaws.

4.04. Vacancies

Vacancies in the Board shall exist in the case of the death, resignation or removal of any Board member or an increase in the number of authorized Board members. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Board members though less than a quorum of the Board. Any seat to be filled by reason of an increase in the number of Board Members may be filled at an annual or special meeting of members called for that purpose. If the Board accepts the resignation of a Board member tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective, for a term of office continuing for the unexpired term of his or her predecessor in office. A Board member duly appointed to fill a vacancy shall be elected to the unexpired term of his or her predecessor in office.

4.05. Meetings

Notices of Meetings of the Board, whether regular or special, may be held either within or without the State of Texas. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board, but in no event less often than once per year. Special meetings of the Board may be called by the President and shall be called by the secretary upon written request of a majority of Board members. Written notice of special meetings of the Board shall be given personally or sent by mail e-mail or by other form of written communication to each Board member at least five (5) days before the date of the meeting. Except as set forth in Article 11 hereof, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

4.07. Duties

Board members will discharge their duties, including any duties as members of other committees, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Board members, Board members may, in good faith, rely on information, opinions, reports or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A Board member is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Board members are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

4.08. Compensation

Board members shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their duties.

4.09. Removing Board Members

The members may vote to remove any Board member at any time, with or without cause, by the affirmative vote of two-thirds (2/3rds) of the members at any special meeting at which a quorum of members is present. If any or all Board Members are removed, a new Board member or members shall be appointed by a majority vote of the remaining sitting Board members and will complete the remaining term of the removed member.

ARTICLE 5. OFFICERS

5.01. Officer Positions

The offices of the Corporation will be elected and filled as laid out in these bylaws in section 4.02. The Board may, at its option, appoint additional officers of the Corporation with such titles, authorities and

duties as the Board shall deem advisable. The same person may hold any two or more offices, except for President and Secretary.

5.02. President

The President shall be the Corporation's chief executive officer. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The President shall make a full report of the year activities at the annual meeting of members, and shall coordinate agendas for future meetings, set up forums for discussion, and appoint all standing committees and designate their respective chairpersons, subject to the approval of the Board. The President will perform other duties prescribed by the Board and all duties incident to the office of chief executive officer.

5.03. President Elect

The President Elect shall automatically succeed the preceding President as President of the Corporation, and the outgoing President shall remain as a voting member of the Board for one (1) year as the Immediate Past President. The President Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such duties as shall be prescribed by the Board. The President-elect shall organize and conduct, with the assistance of the Secretary, all annual elections and serve as chairperson of the Elections Committee and shall perform such other duties as assigned by the President or the Board.

5.04. Secretary

The Secretary shall attend all meetings of the members and the Board and record all proceedings of the meetings of the members and the Board in a book to be kept for that purpose and shall perform like duties for the standing committees, when required. The Secretary shall perform such other duties as may be prescribed by the Board or President, under whose supervision he or she shall be. Assistant secretaries, if any, in the order of their seniority or, shall perform the duties and exercise the powers of the Secretary and such other duties as assigned by the President or the Board.

5.05. Treasurer

The Treasurer shall have custody of the corporate funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board at its regular meetings or when the Board so requires an account of all transactions as treasurer and of the financial condition of the Corporation. The Treasurer's records shall be audited every year and upon leaving office in the manner set by the Board. The assistant treasurers, in the order of their seniority, if any, shall perform the duties and exercise the powers of the Treasurer and such other duties as assigned by the President or the Board.

5.06. Member at Large

Members-at-Large shall perform such duties as may be assigned by the President and/or BOD. The Directors-at-Large shall serve for two (2) years.

5.07. Director at Large

Director-at-Large shall participate in board meetings, serve as an advisor on topics related to the Corporation and shall perform such other duties as shall be assigned by the President of Board of Directors. Term 2 years.

5.08. Student Representative

The Student Representative shall act as a liaison between the Board and all student members of the Corporation, and shall perform such other duties as assigned by the President or the Board.

5.09. Removal

Any officer may be removed from office, for cause, at any time by the affirmative vote of a majority of the Board; provided, however, that the affected officer shall have been given written notice of the charges and offered an opportunity to appear and be heard on the matter before the Board takes final action. The officer may appear such action, in writing, within six (6) months after notice of removal is given and the Board has taken action to remove the officer. The Board shall designate a time and place for the hearing of the appeal. After giving the officer and his or her representative's reasonable opportunity to be heard, the Board shall, by a majority vote, either sustain or reverse the removal of the officer. The decision of the Board shall be final. Removing an officer will be without prejudice to the officer's contractual rights, if any.

5.10. Vacancies

The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

ARTICLE 6. COMMITTEES

6.01. Establishing Committees

There shall be such committees as may be established by resolution of the Board with such authority and responsibility as may be deleted by the Board or specified in these Bylaws; provided, however, that special (ad hoc) committees may be appointed by the President with the concurrence of the Board for special tasks as circumstances warrant. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of Board members. The Board may establish qualifications for membership on a committee. Establishing a committee or delegating authority to it will not relieve the Board, or any individual Board member, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to: (a) amend the articles of incorporation; (b) adopt a plan of merger or of consolidation with another corporation; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets; (d) authorize voluntary dissolution of the Corporation; (e) revoke proceedings for voluntary dissolution of the Corporation; (f) adopt a plan for distributing the Corporation's assets; (g) amend, alter, or repeal these Bylaws; (h) elect, appoint, or remove a member of a committee or an Board member or officer of the Corporation; (i) approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as described above; (j) take any action outside the scope of authority delegated to it by the Board; or (k) take final action on a matter requiring membership approval.

6.02. Standing Committees

The Corporation shall have the following standing committees: Membership, Legislative, Elections and Continuing Medical Education (CME). The Membership Committee shall encourage and promote the increase of the Corporation's membership by coordinating recruitment, retention and development of the Corporation's members. The Legislative Committee shall monitor current legislation and policies that influence the Corporation and its members and, when necessary, coordinate the proactive lobbying efforts for improved quality and standards for physician assistants practicing in the areas of allergy, asthma and immunology and encourage the membership's involvement in the legislative process. The Elections Committee shall prepare a slate of candidates to fill positions on the Board and the American Association of Physician Assistants House of Delegates, establish rules and regulations governing the elections, and conduct the elections in by mail annually at least forty-five (45) days prior to July 1 of each year. The Continuing Medical Education (CME) Committee shall coordinate the planning for CME conferences for the Corporation's members, including notification to the membership of upcoming events, and actively pursue other fundraising activities for holding conferences, such as encouraging local pharmaceutical companies to become sponsors of such CME events. All committee members shall be appointed by the President, with approval of a majority of the Board, and shall be subject to removal by the President. Each committee shall hold regular meetings, make periodic written reports to the Board, and be responsible to the President and the Board.

6.03. Term of Office

The members of each standing committee shall serve for a term of one (1) year until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated, or if the committee member dies, ceases to qualify, resigns, or is removed as a committee member. A

vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

6.04. Chair

One member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice-chair. The chair will be appointed by the President and approved by the Board of Directors. The chair will call and preside over all meetings of the committee. Committees consisting of one member must report to the Board of Directors.

6.05. Notice of Meetings

Written or printed notice of a committee meeting will be delivered to each member of a committee not less than five (5) nor more than (10) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which it is called.

6.06. Quorum

A majority of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

6.07. Actions of Committees

Committees shall attempt to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

6.08. Proxies

A committee member may not vote by proxy.

6.09. Compensation

Committee members shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their duties.

6.10. Rules

The current edition of Sturgis-Standard Code of Parliamentary Procedure shall be the parliamentary authority for all matters of procedures not specifically covered by these Bylaws. The Corporation is part of the parent organization, American Association of Physician Assistants, and, as such, the Corporation and its members are required to meet all provisions outlined in the American Association of Physician Assistants constitution, bylaws and charter policy. The Corporation shall not adopt any bylaws or policies that conflict with the American Association of Physician Assistants bylaws or policies. The Corporation shall uphold the principles, purposes and philosophy for which the American Association of Physician Assistants was founded. If the Corporation is unable to uphold the principles and purposes, the Corporation shall work through the American Association of Physician Assistants to change the philosophy by the Corporation's constitution and bylaws.

ARTICLE 7. BOOKS AND RECORDS

7.01. Required Books and Records

The Corporation will keep correct and complete books and records of accounts. The books and records include: (a) a file-endorsed copy of all documents filed with the Texas Secretary of State relating to the

Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent; (b) a copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.; (c) minutes of the proceedings of the members, Board and other committees having any of the authority of the Board; (d) a list of the names and addresses of the members, Board members, officers, and any committee members of the Corporation; (e) a financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years; (f) a financial statement showing the Corporation's income and expenses for the three most recent fiscal years; (g) all rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and (h) the Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three most recent tax years.

7.02. Inspection and Copying

Any member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than ten (10) business days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor.

7.03. Audits

Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE 8. FISCAL YEAR

8.01. The Corporation's fiscal year of the Corporation shall be determined by resolution of the Board.

ARTICLE 9. INDEMNIFICATION

9.01. When Indemnification Is Required, Permitted and Prohibited (a) The Corporation will indemnify a member of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, committee member, partner, venture, proprietor, trustee of an entity or organization, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

(b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of non-contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation will pay or reimburse expenses incurred by a member of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a member of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited as described above.

(e) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified below have been satisfied. Furthermore, the Corporation will never advance expenses to a

person before final disposition of a proceeding if the person is a named defendant or respondent in an proceeding brought by the Corporation or one or more members or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

9.02. Extent and Nature of Indemnity

The indemnity permitted under these Bylaws includes indemnity against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including attorneys' fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

9.03. Procedures Relating to Indemnification

Payments (a) Before the Corporation may pay any indemnification expenses (including attorneys' fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures: (i) majority vote of a quorum consisting of Board members who, at the time of the vote, are not named defendants or respondents in the proceeding; (ii) if such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all Board members, consisting solely of two or more Board members who at the time of the vote are not named defendants or respondents in the proceeding; (iii) determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Board members; (iv) majority vote of members, excluding members who are named defendants or respondents in the proceeding.

0') The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members or the Board that requires the indemnification as permitted above constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a) above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

(d) Any indemnification or advance of expenses will be reported in writing to the Corporation's members. The report will be made with or before the notice or waiver of notice of the next annual members' meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report will be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 10. SPECIAL PROCEDURES CONCERNING MEETINGS

10.01. Signed Waiver of Notice

Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the

required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

10.02. Waiving Notice by Attendance

A person's attendance at a meeting constitutes a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

10.03. Meetings by Telephone

The members, Board and any committee of the Corporation may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

10.04. Decision Without Meeting

Any decision required or permitted to be made at a meeting of the members, Board or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if written consent to the decision is signed by all the people entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records. Furthermore, in accordance with the articles of incorporation, action may be taken without a meeting when there are signed written consents by the number of members, Board members or other committee members whose votes would be necessary to act at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A telegram, telex, cablegram, internet e-mail or similar transmission by a member, Board member or other committee member, or a photographic, facsimile, or similar reproduction of a signed writing, will be treated as an original being signed by the member, Board member or other committee member. Consents must be delivered to the Corporation. A consent signed by fewer than all members, Board members or other committee members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within sixty (60) days after the date that the earliest-dated consent was delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the chairman or principal executive officer. The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

ARTICLE 11. AMENDING BYLAWS

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted either by the members or the Board. The notice of any meeting at which these Bylaws are altered, amended or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 12. DISSOLUTION

The Corporation may dissolve and wind up its affairs in the following manner: (1) the Board of Directors shall adopt a resolution recommending that the Corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of the members having voting rights, which may be either an annual or a special meeting; (2) a resolution to dissolve the Corporation shall be adopted upon receiving at least two-thirds of the votes that members present at such meeting in person or by proxy are entitled to cast; (3) upon adoption of such resolution by the members, the Corporation shall cease to conduct its affairs except in so far as may be necessary for the winding up thereof, shall

immediately cause notice of the proposed dissolution to be mailed to each known creditor of and claimant against the Corporation, and shall proceed to collect its assets and apply and distribute them as provided herein; and (4) the assets of the Corporation shall be applied and distributed as follows: (a) all liabilities and obligations of the Corporation shall be paid, satisfied and discharged; in the event the Corporation's property and assets are not sufficient to satisfy or discharge all the Corporation's liabilities and obligations, the Corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations; (b) assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements; and (c) all remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE 13. MISCELLANEOUS PROVISIONS

13.01. Legal Authorities Governing Construction of Bylaws

These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

13.02. Legal Construction

To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

13.03. Headings

The headings used in these Bylaws are for convenience and may not be considered in construing these Bylaws.

13.04. Number

All singular words include the plural, and all plural words include the singular.

13.05. Parties Bound

The bylaws will bind and inure to the benefit of the members of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as these Bylaws otherwise provide.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of American Academy of Physician Assistants in Allergy, Asthma & Immunology, Inc., and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the general membership held on Q ' , 2001.

Dated: DC' L ,2001

John Hollingsworth, P

Secretary of the Corporation

ARTICLE 9. DIRECTORS

Management of the affairs of the Corporation is to be vested in its board of directors ("Board of Directors"). The number of directors, which must be a minimum of three (3), that constitutes the initial Board of Directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below:

Gabriel R. Ortiz
6316 Loma de Cristo Dr
El Paso, Texas 79912

Barbara Senske Heier
RR 2, P. O. Box 433
Perham, Minnesota 56573

David B. Renner
213 Lone Hickory Rd.
Ozark, Missouri 65721

John Hollingsworth
6386 Alvarado Ct., Suite 210
San Diego, California 92120

Kathy J. Deans
10612 Marquis
Dallas, Texas 75229-5119

ARTICLE 10. LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or its members for monetary damages (other than taxes, penalties and expenses of correction) for an act or omission in his or her capacity as a director, except for an act or omission which is:

- (1) a breach of the director's duty of loyalty to the Corporation or its members;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of a director is expressly provided by applicable statute.

ARTICLE 11. INCORPORATOR

The name and street address of the incorporator are:

Name	Address
Paul A. Braden	221 N. Kansas, Suite 2000 El Paso, Texas 79901