

MCG ALLIED HEALTH SCIENCES PRACTICE GROUP, INC.

BYLAWS

ARTICLE I

PURPOSE

The purpose of the Corporation are as stated in the Articles of Incorporation of the MCG Allied Health Sciences Practice Group, Inc., as heretofore stated or as hereafter amended.

ARTICLE II

SEAL

The corporation seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal". The seal may be used by causing it or a facsimile thereof to be impressed or affixed to a document. In the event it is inconvenient to use the seal at any time, the authorized signature of an officer of the corporation, followed by the word "Seal" shall be deemed the seal of the corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 1. All of the business and affairs of the corporation shall be administered by, or under the authority of, the Board of Directors (hereinafter referred to as "Board"). The Board shall be named or elected pursuant to these Bylaws. Each voting Director shall have one vote and may vote on any question before the Board.

Section 2. The Board shall consist of eleven (11) voting members and one (1) non-voting member, to be selected as follows:

- (a) the President of the MCG shall be a voting member, ex officio;
- (b) the Dean of the School of Allied Health Sciences of the MCG shall be a voting member, ex officio;
- (c) the Associate Dean for Business Operations for the School of Allied Health Sciences of the MCG shall be a voting member, ex officio;
- (d) four (4) members selected by the Dean of the School of Allied Health Sciences of the MCG;
- (e) four (4) members shall be full-time employees of the School of Allied Health

Sciences selected by a vote of the members of the School of Allied Health Sciences Practice Plan. The method and timing of election for members selected in this category shall be as specified in the MCG School of Allied Health Sciences Practice Plan; and

(f) a representative of MCG Health Inc., to be designated by MCGHI and upon approval of the Dean of the School of Allied Health Sciences shall serve as a non-voting member of the Board.

Section 3. The term of office of each member of the Board shall be three (3) years. Of those members initially appointed to the Board: the Dean of the School of Allied Health Sciences shall appoint one member for a term ending June 30, 2006, one member for a term ending June 30, 2007 and two members for terms ending June 30, 2008; and the members of the School of Allied Health Sciences Practice Plan shall select by vote one member for a term ending June 30, 2006, one member for a term ending June 30, 2007 and two members for terms ending June 30, 2008.

Section 4. No member of the Board shall receive any compensation from the corporation for services performed in his or her capacity as a member of the Board. Members may be reimbursed their reasonable expenses actually and necessarily incurred by them in the performance of their official duties as members of the Board.

Section 5. If a vacancy should occur on the Board by reason of death, resignation, removal, disqualification or otherwise, the vacancy shall be filled by the selection of a new member in the same manner as for the previous member for the completion of that member's term.

ARTICLE IV

MEETINGS OF THE BOARD

Section 1. A regular meeting of the Board, which shall be the annual meeting, shall be held within the first six (6) months of each fiscal year of the corporation at such time and place as the President of the Board shall determine. Additional regular meetings may be held at such times and places as the Board shall determine. Notice of every regular meeting, specifying the time and place thereof, shall be given by mail, including electronic mail, to each director at his/her usual address not less than five (5) working days before the meeting.

Section 2. Special meetings of the Board may be called either by its President or by any four (4) or more voting directors. Notice of a special meeting, specifying the time, place and objects thereof, shall be given in the same manner as notices of regular meetings. No business shall be transacted at a special meeting other than on matters specified in the notice.

Section 3. At all meetings of the Board an attendance of the majority of all of the voting directors shall constitute a quorum, and a majority of such quorum may take any action which the Board is empowered to take, excepting alterations or amendments to the Bylaws or Articles of Incorporation as provided in Article XI hereof. Attendance at a meeting by a director shall serve as a waiver of notice of such meeting as to such director attending.

ARTICLE V

OFFICERS

Section 1. The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The Board may elect, at its discretion, one or more Assistant Secretaries and Assistant Treasurers. Officers shall not hold more than one office concurrently.

Section 2. The officers of the corporation shall be elected by the directors at the annual meeting. Officers shall serve two (2) year terms. If a vacancy should occur in an office, the President shall appoint a successor to serve until the next annual meeting when a new officer shall be elected to serve the remaining period of that term.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. The President of the Board shall preside at all meetings. The President shall be responsible to and report to the Board of Directors and shall have general supervision of the corporation and shall be the medium of communication between the MCG and the Board of Directors.

Section 2. The Vice President of the Board shall, in the absence or disability of the President, perform all of the duties and exercise the powers of the President. In the event of the absence or disability of both the President and Vice President, another member of the Board shall be selected by the Board to act as temporary President of the meeting.

Section 3. The Secretary of the Board shall keep full minutes of the Board in a permanent book provided for such minutes, shall issue all calls for meetings, shall notify all officers and directors of their election, and shall perform such other duties as may be incidental to this office or properly assigned by the Board. The Secretary shall have custody of the corporate seal and the corporate records and shall be responsible for their safekeeping. The Secretary shall serve as Parliamentarian. In the absence or disability of the Secretary, the Assistant Secretary shall possess all of the powers and perform all of the duties of that office.

Section 4. The Treasurer shall have custody of the corporate funds and shall keep, or cause to be kept, full and accurate accounts in books belonging to the corporation showing the transactions of the corporation, its accounts, receipts, expenditures, assets, liabilities, and financial condition, and shall see that all expenditures are duly authorized and are evidenced by proper vouchers and receipts, and shall deposit all monies and other valuable securities in the name of and to the account of such corporation in such depositories as may be named by the Board. The Treasurer shall make a full report of the financial condition of the corporation for the annual meeting of the Board and shall make such other reports and statements as may be required by the Board, by the Bylaws or Articles of Incorporation or by the laws of the State.

ARTICLE VII

COMMITTEES

Section 1. The Board may from time to time appoint such standing or special committees as it may deem appropriate for the efficient operation of the Corporation. Members of such committees shall be appointed by the Board and the President shall designate a chair for each committee.

ARTICLE VIII

FINANCES

Section 1. The fiscal year of the corporation shall be from July 1 through June 30.

Section 2. The Associate Dean for Business Operations of the School of Allied Health Sciences shall prepare and submit to the Board for approval a proposed annual administrative budget and estimate of expenditures for the ensuing fiscal year. Such budget shall be ready for submission prior to May 31 of each year.

Section 3. The financial records and accounts of the corporation shall be audited annually or at such other times as may be directed by the Board. Such audits shall be by a certified public accountant or firm designated for that purpose by the Board. A copy of such audit shall be delivered to the President of the MCG, consistent with Section 1907 of the Policies of the Board of Regents for the University System of Georgia.

Section 4. All records and accounts of the corporation shall be open to inspection by any director or any officer at any reasonable time.

Section 5. Officers of the corporation may execute contracts, agreements, notes, bonds, checks, drafts and like instruments on behalf of the corporation and as authorized by the Board, provided, however, that at least two (2) officers must sign each such instrument disbursing funds in excess of \$10,000.00 unless such instruments are made payable to the Medical College of Georgia. All contracts and agreements shall be submitted to the Dean of the School of Allied Health Sciences, or her/his designee, for review and comment prior to execution on behalf of the corporation.

ARTICLE IX

INTERESTED DIRECTORS AND OFFICERS

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial

interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board or committee which authorized the contract or transaction, or solely because his/her votes are counted for such purpose if:

- (A) The material facts of his/her interest as to the contract or transaction are disclosed in writing to the Board or committee and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested members of the Board or committee; or
- (B) The contract or transaction is fair as to the corporation as of the time it is authorized, approved, or ratified by the Board of committee.

ARTICLE X

NON-DISCRIMINATION POLICY

The corporation shall not discriminate on the basis of age, disability, gender, national origin, race, religion, sexual orientation or status as a Vietnam War Era Veteran in employment, clientele or the provision of services in any manner.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered or amended in whole or in part by a two-thirds majority vote of the voting members of the Board, provided that notice of the character of the proposed alteration or amendment shall have been given to every Director at least ten (10) days prior to the meeting at which such alteration or amendment is voted upon.

Bylaws adopted by MCG Allied Health Sciences Practice Group, Inc. Board of Directors
September 6, 2005