

**BY-LAWS**

**ASSOCIATION OF RINGSIDE PHYSICIANS, INC.**

**ARTICLE I**

Membership and Meetings

Section 1.1 - Classes of Membership: The Association of Ringside Physicians, Inc. (“ARP”) shall have three classes of Members:

1. Full Members – Physicians
2. Associate Members – Commission members and staff, attorneys
3. Allied health care professionals: **physician assistants, EMT’s, paramedics, nurses, nurse practitioners, athletic trainers, and chiropractors, and other paramedical personnel the board deems appropriate.**
4. Honorary Members – Professional athletes, broadcasters, and other prominent individuals in sport.
5. Residents/Students - Medical students, interns, and residents
6. Emeritus Members

Section 1.2 – Voting Rights: Each full Member, each Associate Member and each allied health care professional shall have one (1) vote. Honorary Members and Resident/Student, and Emeritus members shall not have a vote.

Section 1.3 – Dues: Upon the payment of annual dues, in an amount established by the ARP Board of Directors, any person who is interested in the purposes and principles of the ARP and who is willing to uphold its policies may become a member of the ARP in one of the applicable classes as described in Section 1.1.

Subject to the following, a person’s ARP membership automatically shall be terminated upon the non-payment of dues in a timely manner. Within 30 days following the due date for the payment of annual dues, the ARP shall send a written notification to a member who has not paid his or her dues in a timely manner offering a grace period within which the annual dues may be paid and the person’s ARP membership reinstated. If the person fails to pay his or her dues he/she will lose all membership rights and privileges, including voting rights and membership discounts. Dues will expire at the end of the calendar year. Dues paid before the annual conference will apply to the current year. Dues paid after the annual conference will apply to the following year.

Section 1.4 – Expulsion: For cause, any person may be expelled as a Member by a vote of the majority of the ARP Board of Directors.

Section 1.5 – Annual Business Meeting: A business meeting of the Membership shall be held each year at such time and place as determined by the ARP Board of Directors. said meeting will occur at the annual conference.

Section 1.6 – Waiver of Notice: The attendance of any Member at a meeting in the absence of proper notice shall be deemed to be a waiver of notice of such meeting by the Member.

Section 1.7 – Quorum: A simple majority of the Full, Allied Health Care Professionals, and Associate Members of the ARP, shall constitute a quorum for the transaction of business at all meetings of the Members.

Section 1.8 – Voting: Each Full, Associate, And Allied Health Care Professional Member shall be entitled to one (1) vote on any matter to be voted upon. Voting will be done electronically through email. Members need to be current on dues payments in order to vote.

Except as otherwise provided by law, the Certificate of Incorporation of the ARP, or by any other provision of these Bylaws, all matters shall be determined by a simple majority of those Members voting.

## ARTICLE II

### Board of Directors

Section 2.1 – Powers: The activities, affairs, and property of the ARP shall be managed and controlled by the Board of Directors.

Section 2.2 – Number of Directors: The number of Directors shall be twelve (12) plus the Immediate Past President. There shall not be more than two (2) non-physicians on the board at one time.

Section 2.3 – Term: The term of a Director shall be three (3) years. There shall be no limit as to the number of terms, consecutive or otherwise. A member may serve as a Director.

The terms of the Directors shall be staggered with one third (1/3) of the positions elected each year.

General Requirements - Each person nominated and elected to the board shall be:

- (a) Of high ethical and moral character;
- (b) Committed to education, research, or administrative functions as it relates to combat sports; and

- (c) Capable of functioning as a fiduciary to the ARP, absent a personal or organizational conflict of interest.

Specific Requirements -To be eligible for nomination and election to the board, the following qualifications shall be met:

- (a) Dues paying member of the ARP, in good standing, for a minimum of three (3) consecutive years;
- (b) If a physician member:
  - 1. A state medical license, or its equivalent, in good standing;
  - 2. At least twenty **(20)** CME credits in ringside medicine;
- (c) For international members seeking election to the board: attendance at one conference, along with 3 years membership in the ARP.
- (d) ARP/ACSM certification as a ringside physician if actively covering combat sports events.

#### Section 2.4 – Nomination and Election to the Board

- A. There shall be a nominating committee consisting of the vice president (chair), past president, an ARP board member appointed by the president, and two ARP members-at-large appointed by the board. Appointments to the nominating committee are for a one (1) year term. Appointed members can serve multiple terms. If a committee member cannot or is not available to fulfill his or her role on the nominating committee the ARP board will appoint an ARP board member in place of that officer.
- B. No less than sixty (60) days prior to a scheduled election, any member of the ARP who meets the specific requirements, as set forth in section 2.3.1 of these bylaws, may submit his or her name to the nominating committee, together with his or her *curriculum vitae*, a brief biography of 100 words or less, and a statement as to the reasons the nominee is desirous of serving on the board.
- C. Within their discretion, the nominating committee shall select no more than three nominees per the number of upcoming openings on the board. No less than thirty (30) days prior to the election, the nominating committee shall distribute to all ARP members the names, CV's, biographies, and statements as to why the nominee is desirous of serving on the board. The nominating committee will submit a list of candidates to the board, and the board may accept the list unchanged, or amend the list by a 2/3 majority vote.
- D. Annual elections to the board shall be held electronically in no less than 60 days before the annual meeting with the votes being cast with the president, vice president and secretary who shall tally the results to determine the successful nominees and report the results to the ARP membership immediately upon the completion of the election.
- E. Election to the board shall be based upon a simple majority of the votes cast with the nominees receiving the most votes filling the respective number of open positions on the board.

Section 2.5 : Immediate Past President: The immediate past president will sit on the ARP board, he or she may serve on any committee that the board sees fit. If the immediate past president is not available or is unable to fulfill this role, the ARP board will appoint a past board member to serve in the same capacity until an outgoing president can fulfill this role. Presidents who have resigned during a term may fulfill this role at the discretion of the ARP board.

Section 2.5 – Resignation: A Director may resign at any time by giving written notice to the President, Vice President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by such officer, and the acceptance of the resignation shall not be necessary to make it effective; however, no resignation shall discharge any accrued obligations or duties of the resigning Director.

Section 2.7 – Removal: Any Director may be removed for reasonable cause by action of a two-thirds (2/3) majority of the Board.

Section 2.8 – Annual Meetings: An annual meeting of the Board for the transaction of business shall be held at such place (within or outside the State of Delaware). This meeting will take place at the annual conference including an agenda of items to be discussed, shall be sent to each Board member at least ten (10) days prior to the meeting.

Section 2.9 – Special Meetings: In addition to its annual meeting, the Board may, from time to time, determine to hold a special meeting of the Board to transact business as may properly come before it, and may fix a time and place (within or outside the State of Delaware). Adequate and proper notice of each such meeting of the Board, including an agenda of items to be addressed, shall be sent to each Board member at least sixty (60) days prior to the meeting. In lieu of traveling to a designated location for the holding of a Board meeting other than the annual Board meeting, the Board may conduct its meeting via telephone conference; provided adequate notice of the same is sent to each Board member.

Section 2.10 - Waiver of Notice: The attendance of any member of the Board at a Board meeting in the absence of proper notice shall be deemed to be a waiver of notice of such meeting by the Board Member.

Section 2.11 – Quorum: A simple majority of the Board members in attendance at a duly convened Board meeting shall constitute a quorum for the transaction of business.

Section 2.12 – Voting: At each Board meeting, each member of the Board shall be entitled to one (1) vote on any matter to be voted upon. It is expected that a board member will respond to emails and vote in a timely fashion and regularly attend board meetings. Failure to do so may result in termination of the board position as approved by the members of the board

If a Board member is unable to attend a Board meeting, he or she may vote on matters before the Board via proxy. The proxy shall: (1) be in writing; (2) state to whom the proxy is being granted, (3) be received by the President and Vice President. (4) The proxy must be an active voting board member of the ARP

Voting at the meeting may be by ballot, roll call, or voice.

Except as otherwise provided by law, the Certificate of Incorporation of the ARP, or by any other provision of these Bylaws, all matters shall be determined by a simple majority of those Members voting.

Section 2.13– Executive Committee: The Board may form an Executive Committee consisting of the following members of the Board: Immediate Past President, President, Vice President, Secretary, and Treasurer. Matters that come before the Board which require immediate attention and resolve, and cannot await consultation, discussion, and vote by the full Board, may be addressed by the Executive Committee. If the Executive Committee is not unanimous in taking a particular course of action, the matter shall be presented to the full Board for its consideration and vote. Any actions unanimously approved by the Executive Committee are subject to the subsequent ratification of the full Board. The Immediate Past President will also be invited to attend regular meetings of the board.

Section 2.14 – Committees: The Board shall have the power to create Committees to address matters which may come before the ARP; and the Board may appoint, from time-to-time, one or more members of the Board to serve on each Committee. There shall be a Chairman of each Committee who shall report to the Board regarding the activities of the Committee.

Section 2.15 – Board Members Emeritus: Following his or her terms as a member of the ARP Board of Directors, a Board member who satisfies the following criteria may apply to the Board for status as a Board Member Emeritus:

- (a) ARP Member in good standing;
- (b) Membership in the ARP for not less than ten (10) years; and
- (c) Membership on the ARP Board of Directors for not less than **nine (9) YEARS**.

Each person seeking Board Member Emeritus status shall inform the President or Secretary of the same. Upon receipt of such notification, and after determining that the person satisfies the requisite criteria for Board Emeritus status, the Board shall vote on the application; and the person shall be deemed a Board Member Emeritus upon a simple majority vote.

Each Board Member Emeritus shall maintain such status for Life, subject to written resignation, death, or removal for cause. Board Member Emeritus grants that individual membership status without need for paying annual dues and grants that individual all membership rights and privileges, including general membership voting rights and membership discounts.

A member of the ARP Board Emeritus may provide opinion, counsel and advice to the Board; however, members of the ARP Board Emeritus shall not be entitled to a vote. Members of the ARP Board Emeritus may, but are not obligated to, attend meetings of the ARP Board.

Section 2.16 – Compensation: The Board of Directors may, from time to time, appoint and fix the compensation of such agents of the ARP as it may deem necessary and advisable for the transaction of the business of the ARP.

## ARTICLE III

### Officers

Section 3.1 – Number of Officers and Qualifications: The officers of the ARP shall be: President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may, from time-to-time, create. Officers shall have such titles, duties and authorities as the Board of Directors shall prescribe. Any person may hold more than one Office of the ARP except those of President and Secretary.

Section 3.2 – Election and Term of Office: Each officer shall be elected to a three (3) year term of office by the Board of Directors. Each such officer shall hold office until the end of the term of office to which he or she has been elected, and thereafter until a successor shall have been elected by the Board or until the earlier death, resignation or removal of such officer. The President, Vice President, and the Immediate Past President shall be members of the Board of Directors.

Section 3.3 – Resignation: The resignation of an officer shall take effect at the time specified therein or, if not so specified, upon receipt thereof by the President or the Secretary.

Section 3.4 – Removal: Any officer or agent may be removed for cause at any time by action of the Board Directors.

Section 3.5 – Vacancies: Any vacancy in any office may be filled for the unexpired portion of the term by action of the Board of Directors.

Section 3.6 – President: The President shall have general supervision of the ARP. He or she shall preside at all meetings of the board of directors and the ARP Membership; perform the duties of President; and perform such duties as properly may belong to his or her office and be prescribed, from time to time, by the Board of Directors.

Section 3.7 – Vice President: In the absence or disability of the President, the Vice President shall perform the duties of the President and also shall perform such other duties as properly may belong to his or her office and prescribed, from time to time, by the Board of Directors.

Section 3.8 – Secretary: The Secretary shall give notice of all meetings of the Membership and the Board of Directors and shall keep minutes of the latter. The Secretary also may perform such other duties as properly may belong to his or her office and prescribed, from time to time, by the Board of Directors.

Section 3.9 – Treasurer: Subject to the control and direction of the Board of Directors, the Treasurer shall have charge of the funds of the ARP and shall render a report of the condition

of the ARP treasury at each annual meeting of the Board of Directors and at such other time as may be directed by the Board of Directors. The Treasurer may perform such other duties as properly may belong to his or her office and as shall be prescribed, from time to time, by the Board of Directors.

Section 3.10— Immediate Past President; Shall be a voting member of the board and serve on any committee of the board that the directors see fit.

## **ARTICLE IV**

### Financial Matters

Section 4.1 – Deposit of ARP Funds: All income, grants, contributions, gifts, and all other revenues received by the ARP shall be deposited into an account or accounts in the name of the ARP at such banks or other depositories as the Board of Directors, from time to time, may determine.

Section 4.2 - Disbursement of ARP Funds: All checks, drafts, notes and other evidence of indebtedness of the ARP shall be made from an account or accounts of the ARP.

Section 4.3 – Prohibition: No member of the ARP shall open an account in his or her own name on behalf of the ARP.

Section 4.4 — The Treasurer, President, and Vice President may be signatories on checks written by the ARP.

## **ARTICLE V**

### Grants, Contributions and Other Financial Assistance

Section 5.1 - Power: Subject to the exclusive direction of the Board of Directors, the ARP may make grants and contributions and, otherwise, provide financial assistance to those entities whose primary purpose is the health, safety and welfare of fighters and their families or otherwise is in furtherance of ARP purposes.

Section 5.2 – Review of Requests: The Board of Directors shall review all requests for grants, contributions, and other financial assistance from other entities including the specific use to which the requested proceeds will be put. The decision of the Board of Directors to approve or disapprove the payment of ARP funds in response to a request for a grant, contribution or other financial assistance shall be exclusive and final.

Section 5.3 – Accounting: The Board of Directors shall require that each entity to which the ARP has provided a grant, contribution or other financial assistance furnish an accounting, at least annually, to show that the ARP proceeds were utilized for the purposes which were

approved by the Board of Directors. If the Board of Directors determines that the said proceeds were not properly utilized, it may withdraw all or part of the funding at any time.

Section 5.4 – Funding of Grants: If a grant, contribution or other request for financial assistance is granted, the Board of Directors may satisfy the same out of ARP funds it may designate. In addition, the Board of Directors may authorize the solicitation of funds by the ARP for the specific purpose of funding the grant, contribution, or other request for financial assistance; provided that the ARP retains full control of all such monies and ensures that the solicited contributions received by the ARP are utilized in satisfaction of the specific grant, contribution or other financial assistance.

## ARTICLE VI

### Compensation of, and Transactions with, Directors and Officers

Section 6.1 – Compensation: Officers and Directors of the ARP shall serve without compensation except for extraordinary circumstances and only if expressly directed by the Board of Directors.

When expressly authorized by the Board of Directors, an Officer or Board member may receive reimbursement for expenses actually incurred in connection with his or her duties which are reasonable and necessary to carry out the purposes of the ARP.

Section 6.2 – Dividends to Members, Directors and Officers: Other than as set forth in Section 6.1 of these Bylaws, the ARP shall not pay dividends or distribute any part of its revenues, income or profit to any of its members, Directors or Officers.

Section 6.3 – Conflict of Interest and Self-Dealing: The ARP shall make no contract; shall not enter into any transaction; nor pay any compensation which constitutes a conflict of interest or self-dealing by any of its Officers or Directors.

## ARTICLE VII

### Indemnification of Officers and Directors

Section 7.1 – Indemnification: In the event of a legal action brought against an Officer or Director of the ARP in his or her capacity as such, the ARP shall indemnify the Officer or Director to the fullest extent permitted by law.

Section 7.2 – Officers and Directors Insurance: The ARP shall maintain an Officers and Directors insurance policy to provide liability coverage and legal representation for the Officers and Directors in their capacity as such.



ARTICLE VIII

Fiscal Year

Section 8.1 – Fiscal Year: The fiscal year of the ARP shall be the calendar year.

ARTICLE IX

Public Statements

Section 9.1 - To make an official public statement on behalf of the ARP, the Board of Directors shall vote to do so by a two-thirds (2/3) “super majority” vote. Official public statements include but are not limited to consensus statements and press releases.

ARTICLE X

Amendments to Bylaws

Section 10.1 – Amendments: The power to make, alter, amend, or repeal the Bylaws of the ARP shall be vested in the Board of Directors.

Section 10.2 – Vote: To make, alter, amend, or repeal the Bylaws of the ARP, the Board of Directors shall vote to do so by a two-thirds (2/3) “super majority” vote.

The foregoing is a true and accurate copy of the bylaws of the Association of Ringside Physicians, Inc., effective October 26, 2018.

*Donald A Muzzi*

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DONALD MUZZI, MD  
President,  
Association of Ringside Physicians, Inc.

*John Neidecker DO*

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