

BYLAWS OF THE
NATIONAL FOOTBALL LEAGUE PHYSICIANS SOCIETY
a California Nonprofit Mutual Benefit Corporation

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office for the transaction of the business of the corporation shall be as set forth from time to time by the Board of Directors (the "Board") within or without the State of California.

ARTICLE II

PURPOSES

Section 1. Purposes. The purposes of the corporation shall be to continually improve the medical care of professional football players, to promote the common business interests of National Football League team physicians and to provide sports medical education and information to its Members and to the public. The President of the corporation shall administrate its business in conjunction with the Office of the Commissioner of the National Football League.

Section 2. Distribution of Assets. On liquidation or dissolution of the corporation, all properties and assets shall be distributed and paid over to the Members, consistent with the requirements of the Articles of Incorporation (the "Articles") of the corporation, in proportion to their contributions to the corporation during the years of their respective membership preceding such liquidation or dissolution.

ARTICLE III

MEMBERSHIP

Section 1. Members in General.

(a) General. The corporation shall have such categories of Members ("Categories") as are set forth in these Bylaws or in a resolution adopted by the Board of Directors. Each Member of the corporation shall be assigned to, and have the rights of, its respective Category, as described below.

(b) Categories of Members. The corporation shall have the following Categories of Members, with the following voting rights:

(i) Voting Member Category. Voting Members shall have voting rights.

(ii) Associate Member Category. Associate Members shall have no voting rights.

(iii) Emeritus Member Category. Emeritus Members shall have no voting rights.

(iv) International Member Category. International Members shall have no voting rights.

(c) Requirements for Membership.

(i) General. All Voting and Associate Members must have a formal association with a National Football League Club. Prospective Members must be nominated in writing addressed to the President of the corporation by the Head Team Physician of the NFL Club with whom the prospective Member has a formal association. The nomination letter shall set forth the nature of the prospective member's relationship with the NFL Club. The Board, in its sole discretion, shall determine whether the requisite formal relationship with an NFL Club exists in accordance with criteria established by the Board.

All Voting and Associate Members must be doctors of medicine or osteopathy, board certified in a specialty recognized by the Board, including orthopedic surgery, internal medicine, physical medicine and rehabilitation, family practice, radiology, general surgery, neurosurgery, neurology, cardiology and such other specialties as may be determined from time to time at the sole discretion of the Board. Furthermore, all Voting and Associate Members holding positions with their respective Club that are mandated by the Collective Bargaining Agreement between the NFL Management Council and the National Football League Players Association must satisfy such certification, experience, qualification, and training requirements as are set forth in the Collective Bargaining Agreement between the NFL Management Council and the National Football League Players Association and such other criteria as may be established by the Board.

(ii) Voting Members. The Head Team Physician of each NFL Club and one other physician who (i) fulfill the general requirements for membership contained in this Section 1. (c) of Article III and such other requirements as may be established by the Board; (ii) receive an affirmative vote of the Board; and (iii) pay such initial fees and dues as fixed by the Board shall become voting Members of the corporation.

(iii) Associate Members. Any physician who (i) fulfills the general requirements for membership contained in this Section 1. (c) of Article III and such other requirements as may be established by the Board; (ii) receives an affirmative vote of the Board; and (iii) pays such initial fees and dues as fixed by the Board shall become non-voting Members of the corporation.

(iv) Emeritus Members. Any physician who had or has a formal relationship with an NFL Club and was or is a member of the corporation may be nominated to be an

Emeritus Member by written communication from a present or former Member of the corporation to the President of the corporation. Physicians who have demonstrated superior dedication to the NFL and its players, as determined in accordance with criteria established by the Board and receives an affirmative vote of the Board shall become Emeritus Members. Emeritus Members shall not pay any initial fees or dues.

(v) International Members. Any physician who has a formal affiliation with the NFL Management Council and/or an NFL Club in connection with League games played outside the United States of America and who (i) otherwise fulfills the general requirements for membership contained in this Section 1(c) of Article III and such other requirements as may be established by the Board; (ii) receives an affirmative vote of the Board; and (iii) pays such initial fees and dues as fixed by the Board shall become non-voting Members of the corporation.

As an alternative to the certification and experience requirements set forth in Section 1(c) of Article III, physicians seeking NFLPS affiliation as non-voting International Members must satisfy the following criteria:

For International Members from the United Kingdom, the physician must have:

- (1) A Certificate of Completion of Training;
- (2) Sports Specialty Training and practice concentration in sports medicine, as evidence by either:
 - (a) A minimum one-year sports fellowship or diploma in sports medicine; or
 - (b) Membership Faculty of Sports & Exercise Medicine (MFSEM) or accredited fellow of the Faculty of Sports Exercise Medicine (FFSEM) recognition;

And,

- (3) Contribution to NFL medical service for a minimum of ten (10) games or three (3) years.

For International Members from Mexico, the physician must have:

- (1) Board Certification in his or her field of medical expertise;
- (2) A sports medicine specialization; and
- (3) Contribution to NFL medical service for a minimum of three (3) years.

Any International Member must maintain its formal affiliation with the NFL Management Council and/or an NFL Club in connection with League games played outside the United States of America. The Board, in its sole discretion, shall assess such

continued affiliation every three (3) years following an International Member's acceptance into the Society and shall determine whether the requisite formal relationship with the NFL Management Council and/or an NFL Club exists in accordance with criteria established by the Board.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Written Ballot of Members. Whenever the Voting Members are to vote for directors or officers or on any proposal for action which could be taken at any regular or special meeting of Members, the Voting Members may, in the sole discretion of the Board, vote by written ballot without a meeting pursuant to the following guidelines:

(a) The proposal to be voted on, and for this purpose related proposals, may be grouped as a single proposal for the written ballot.

(b) The ballot must offer the Voting Members a choice between approval and disapproval on each such proposal.

(c) The ballot must specify the number of responses needed to meet the quorum requirement and with respect to ballots other than for the election of directors, the percentage of votes of the Voting Members necessary for the proposal to be approved provided that sufficient written ballots are returned to meet the quorum requirement.

Section 2. Annual Meeting. An annual meeting of the Members of the corporation shall be held each year, at such time and place, within or without the State of California, as shall be determined by the Board for the purpose of electing directors and officers as are to be elected at such annual meeting and for the purpose of transacting such other business as may come before the Members at such annual meeting.

Section 3. Election of Directors and Officers. At the annual meeting, the Voting Members shall elect directors to fill the places left vacant by each retiring director and shall elect officers other than subordinate officers described in Section 3 of Article VII. Nominations for officers and directors may be taken from the floor. If the Members remove a director pursuant to Section 5 of Article V, the Voting Members shall elect a new director to fill the vacancy resulting from the removal of the director at any duly held meeting of the Members.

Section 4. Special Meetings. Special meetings of the Members of the corporation may be called at any time by the Board or the President, and shall be called by the Secretary upon the written request of fifty percent (50%) or more of the Voting Members, specifying the purpose of such call. At such special meetings, no business shall be transacted except as shall be specified in the call thereof.

Section 5. Attendance and Participation. A meeting of the Members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication so long as all Members participating in the meeting can hear one another.

If any Member votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, a record of that vote or action shall be maintained by the corporation.

Section 6. Notice. Written notice of all annual and special meetings of Members shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Voting Member and may but need not be given to Non-voting Members. Such notice shall state the place, date and hour of the meeting and (a) in the case of a special meeting, the general nature of business to be transacted, and that no other business may be transacted, or (b) in the case of the annual meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the Voting Members.

Section 7. Manner of Giving Notice. Notice of a Members' meeting shall be given either personally or by electronic transmission, first-class mail or other means of written communication, addressed to the Member at the address of such Member appearing on the books of the corporation or given by the Member to the corporation for the purpose of notice or to the National Football League team's office address; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. The notice, written ballot, or report shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. An affidavit of mailing of any notice, written ballot or report in accordance with the provisions of this Bylaw, executed by the Secretary or Assistant Secretary, shall be prima facie evidence of the giving of the notice.

Except as otherwise prescribed by the Board in particular instances and except as otherwise provided by an applicable law, the Secretary shall prepare and give, or cause to be prepared and given, to the appropriate Members, the notice of meetings of Members and the written ballots.

Section 8. Record Date.

(a) Notice of Meeting. The Board may fix, in advance, a date as the record date for the purpose of determining the Voting Members entitled to notice of any meeting of Members. Such record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. If no record date is fixed, Members at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of a meeting of Members. A determination of Members entitled to notice of a meeting of Members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting.

(b) Vote at Meeting. The Board may fix, in advance, a date as the record date for the purpose of determining the Voting Members entitled to vote at a meeting of Members. Such record date shall not be more than sixty (60) days before the date of the meeting. Such record date shall also apply in the case of an adjournment of meeting unless the Board fixes a new record date for the adjourned meeting. If no record date is fixed, Members on the day of the

meeting who are otherwise eligible to vote are entitled to vote at the meeting of the Members or, in the case of an adjourned meeting, Members on the date of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of Members.

(c) **Written Ballots.** The Board may fix, in advance, a date as the record date for the purpose of determining the Voting Members entitled to cast written ballots. Such record date shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited. If no record date is fixed, Members on the day the first written ballot is mailed or solicited who are otherwise eligible to vote are entitled to cast written ballots.

(d) **Any Other Lawful Action.** The Board may fix, in advance, a date as the record date for the purpose of determining the Members entitled to exercise any rights in respect of any other lawful action. Such record date shall not be more than sixty (60) days prior to such other action. If no record date is fixed, Voting Members at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later, are entitled to exercise such rights.

Section 9. Unanimous Written Consent of Members. Any action required or permitted to be taken by the Members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members.

Section 10. Members' Proxies. A Member entitled to vote on an issue before the membership may authorize another person or persons to vote by written proxy executed by that Member. Any proxy purported to be executed in accordance with this Bylaw and filed with the Secretary of the corporation shall be presumptively valid.

No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy, except that the maximum term of any proxy shall be one (1) year from the date of execution. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. Such revocation may be effected by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy. The dates contained on the forms of proxy presumptively determine the order of execution, regardless of the postmark dates on the envelopes in which they are mailed.

A proxy is not revoked by the death or incapacity of the maker or the termination of a membership as a result thereof unless, before the vote is counted, written notice of such death or incapacity is received by the corporation.

Any proxy covering the following matters requiring a vote of the Voting Members is not valid as to such matters unless the proxy sets forth the general nature of the matter to be voted on: removal of directors; election of a director or officer to fill a vacancy or amendment of Bylaws with respect thereto; approval of contract between the corporation and a director; amendment of Bylaws to alter proxy rights; amendments of Articles; sale or lease of all or

substantially all of the assets of the corporation; merger; dissolution; or approval of a plan of distribution upon dissolution.

Section 11. Quorum for Meeting of Members. A majority of the voting power of the Members entitled to vote together with at least one Voting Member associated respectively with at least a majority of the National Football League teams, represented in person or by proxy, shall constitute a quorum at a meeting of Members.

Except where a greater vote is required by the Articles or Bylaws or by applicable law and except for the election of directors or officers, if a quorum is present, the affirmative vote of a majority of the Members represented at the meeting, entitled to vote, and voting on any matter shall be the act of the Members.

The Voting Members present at a duly called or held meeting where a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

Three-fourths of all Voting Members may override any action or proposed action of the Board.

In the absence of a quorum, any meeting of Members may be adjourned from time to time by the vote of a majority of the Voting Members present, but no other business may be transacted, except as provided in the above paragraph.

Section 12. Adjourned Meeting of Members. When a Members' meeting is adjourned to another time or place, except as otherwise provided by this Bylaw, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. The meeting shall not be adjourned for more than forty-five (45) days. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 13. Voting for Directors and Officers. In any election of officers, the candidate receiving the highest number of votes is elected to such office. In any election of directors, the candidates receiving the highest number of votes up to the number of directors to be elected are elected. Four of the directors, however, shall be those Voting Members elected to the offices specified in Section 2 of Article V hereof.

Section 14. Voting by Ballots. Election for directors and officers at a meeting of Members shall be by written ballot.

Section 15. Inspectors of Election. In advance of any meeting of Members the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting of Members may, and on the request of any Voting Member or Voting

Member's proxy shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more Members or proxies, the majority of Voting Members represented in person or by proxy shall determine whether one or three inspectors are to be appointed.

The inspectors of election shall determine the number of memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum and the authenticity, validity and effect of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all Members.

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

Section 16. Inspection Rights of Members. The accounting books and records and minutes of proceedings of the Voting Members and the Board and committees of the Board shall be open to inspection upon the written demand on the corporation of any Voting Member at any reasonable time, for a purpose reasonably related to such person's interests as a Voting Member.

Inspection pursuant to this section of the Bylaws by a Voting Member may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts. If any record subject to inspection pursuant to this section of the Bylaws is not maintained in written form, the corporation shall at its expense make such record available in written form.

The right of a Voting Member to inspect and copy or obtain a copy of the list of names and addresses of Members is as prescribed by Sections 8330 through 8338 of the California Nonprofit Corporation Law.

Section 17. Resignation of Member. A Member may resign from membership at any time. Resignation shall not relieve the resigning Member from any obligation from charges incurred, services or benefits actually rendered, dues, assessments or fees arising from contract or otherwise, and shall not diminish any right of the corporation to enforce any such obligation or obtain damages for its breach.

ARTICLE V

DIRECTORS

Section 1. Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles and these Bylaws, the activities and affairs of the corporation

shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

The Board shall have sole discretion in recognizing the fulfillment of all subjective criteria contained in these Bylaws and of all requirements for membership in the corporation. The Board shall have the right and authority, in its sole discretion, to make any exceptions which it desires in appropriate circumstances. The Board shall establish, and from time to time may alter, rules defining eligibility requirements for Members and the terms and conditions upon which an eligible person may be admitted and/or terminated as a Member. Prospective Members shall be admitted only upon an affirmative vote of the Board.

Section 2. Eligibility and Number of Directors. Any Voting Member shall be eligible to be elected as an Officer or Director. The Board of the Corporation shall consist of nine(9) voting directors ("Directors"). The immediate Past President, the Current President, Vice President and Secretary-Treasurer and five additional elected Members shall be the nine Directors of the Corporations. In addition, all Past Presidents who are Members of the Society, whether Voting or Non-Voting, shall serve on the Board ex-officio without vote ("Non-Voting Directors"), with the exception of the immediate Past President who serves with vote as a Director. However, a Past President's eligibility for service as a Non-Voting Director will not affect subsequent eligibility and/or service as a voting Officer or Director.

Section 3. Selection and Term of Office. Each Member of the Board shall hold office for two years and until his successor has been elected and qualified. Except as provided in Section 4 of Article V below, directors shall be elected by the Voting Members in accordance with the requirements of Section 3 of Article IV.

Section 4. Vacancies. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time a successor may be selected before such time to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director in charge of its affairs.

Except in the case of a vacancy resulting from the removal of a director by the Members, vacancies on the Board shall be filled by a majority of the Board then in office, whether or not less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death or resignation of any director or upon the other termination of the director's membership, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Sections 7230 through 7237 of the California Nonprofit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Removal of Directors. In accordance with the requirements of Section 7222 of the California Nonprofit Corporation Law, a director may be removed without cause by the Members if the removal is approved by a majority of all Voting Members. If a director is removed by the Members, the Voting Members shall elect a new director to fill the vacancy resulting from the removal of such director in accordance with the requirements of Section 3 of Article IV.

Section 6. Place of Meetings. Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board Members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Section 7. Attendance and Participation. Any meeting of the Board, regular or special, may be held by conference telephone, electronic video screen communication, or electronic transmission by and to the corporation so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 8. Annual Meeting. The Board shall hold an annual meeting for the purpose of organization, election of offices and directors, and the transaction of other business. Annual meetings of the Board shall be held without notice at such time and place as shall be fixed from time to time by the Board.

Section 9. Other Regular Meetings. Other regular meetings of the Board shall be held without call or notice at such time as shall from time to time be fixed by the Board.

Section 10. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or any two directors.

Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours notice given personally or by telephone, telegraph, telex, or other similar means of communication, including electronic transmission. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for

purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 11. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article V. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 12. Waiver of Notice. The transaction of any meeting of the Board however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 13. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 14. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 15. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 16. Compensation. Directors may receive such compensation, if any, for their services, and such reimbursement of expenses, as determined by resolution of the Board to be just and reasonable.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The President with the approval of the Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

(a) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires approval of the Voting Members or approval of a majority of all Voting or other Members;

(b) The filing of vacancies on the Board or on any committee;

(c) The fixing of compensation of the directors for serving on the Board or on any committee;

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its expressed terms is not so amendable or repealable;

(f) The appointment of other committees of the Board or the Members thereof;

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;

(h) The approval of any transaction (i) between the corporation and one or more directors; or (ii) between the corporation and any domestic or foreign corporation, firm or association in which one or more of its directors has a material financial interest; or

(i) Any other rights or duties that are required to be exercised by the Board or the Members of the corporation under the California Nonprofit Corporation Act.

Section 2. Creation of Committees. In addition to any committee described in this Article VI, the Board may create any other committee it deems necessary and appropriate, provided that any newly created committee is approved, and the members thereof are appointed, by resolution adopted by a majority of the authorized number of directors then in office at a meeting at which a quorum is present. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be

governed by the provisions of Article V applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of the Board and each committee.

Section 3. Professional Review Committee. The Professional Review Committee ("PRC") shall be responsible for reviewing the professional conduct of, and evaluating and promoting the quality of medical care provided by, the corporation's Members. The PRC shall consist of no less than five (5) and no more than seven (7) Voting Members of the corporation with the President-Elect as one of the Members. The Board shall appoint all other individuals to the PRC. The President-Elect shall serve as Chairperson.

(a) A Voting Member who has been appointed to the PRC and whose own conduct subsequently becomes subject to the PRC's review, will recuse him/herself from the review of his/her own conduct and will be replaced by another Voting Member at the discretion of the Chairperson. A Voting Member who recuses him/herself from his/her own review will otherwise be permitted to serve on the PRC, subject to any limitations established by the PRC or the Board.

(b) In connection with the PRC's review of the professional conduct of its Members, the Chairperson may from time to time create subcommittees of the PRC for one or more limited purposes. Except as otherwise specified by the Board, the Chairperson may determine the membership and prescribe the manner in which proceedings of any such subcommittee will be conducted.

(c) The PRC, together with its duly created subcommittees, is constituted as a "peer review body" as defined in California Business & Professional Code § 805, and shall be afforded all privileges and immunities afforded under the laws of the State of California including, but not limited to, California Evidence Code § 1157 and California Civil Code §§ 43.7 and 43.8. The PRC and its duly created subcommittees will act in accordance with any policies and procedures recommended by the PRC and adopted by the Board to govern the peer review activities of the PRC.

Section 4. Committees of Members. Notwithstanding Sections 1, 2 and 3 of this Article VI, the President can appoint committees of the corporation's Members to advise the membership and/or the Board on special issues.

Section 5. Compensation. Members of committees may receive such compensation, if any for their services, and such reimbursement of expenses, as determined by resolution of the Board to be just and reasonable.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, Vice President, and a Secretary-Treasurer. The corporation may also have, at the discretion of the Board, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VII.

Section 2. Election. The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article VII, shall be Voting Members chosen every two years by the Voting Members, each shall serve at the pleasure of the Voting Members, and shall hold their respective offices until resignation, removal, or other disqualification from service (including termination from or by his respective National Football League team), or until their respective successors shall be elected. The election of a Member to the offices of President, Vice President or Secretary-Treasurer shall also constitute the election of such Member as a director of this corporation pursuant to Article V, Section 2.

Section 3. Subordinate Officers. The Board may appoint, and may authorize the President or another officer to appoint, any other officer that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined from time to time by the Board.

Section 4. Removal and Resignation. Subject to the rights, if any, of an officer under contract of employment, an officer may be removed, with or without cause, by the Board at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under a contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification (including termination from or by his respective National Football League team), or any other cause shall be filled by a majority of directors then in office, or by a sole remaining director, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. President. The President shall be the chief executive officer of the corporation and shall have and exercise the powers and perform the duties commonly incident thereto and such other powers and duties as may be from time to time assigned to him or her by the Board or prescribed by these Bylaws. He or she shall preside at all meetings of the Board and, subject to these Bylaws and to the Board, shall generally supervise the management of the corporation's affairs.

Section 7. Vice President. The Vice President shall perform such duties as may be assigned to him or her by the Board or by the President and shall have such powers as may be necessary or desirable to facilitate the performance of such duties. In the absence or disability of the President, the Vice President shall discharge the duties of the President.

Section 8. Secretary-Treasurer. The Secretary-Treasurer shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the corporation and of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary-

Treasurer shall keep at all times a complete roster of the Members of the corporation. The Secretary-Treasurer shall keep, or cause to be kept, at the principal office the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary-Treasurer shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board. In addition to the performance of such duties as are normally incident to his office, he or she shall perform such other duties as may from time to time be assigned to him or her by the Board or by the President.

The Secretary-Treasurer shall also be the chief financial and accounting officer of the corporation and, under direction of the Board and the corporation, shall collect and disburse all funds of the President and keep regular accounts in books belonging to the corporation which shall be open to the inspection of any director. He or she shall have the powers and perform the duties commonly incident to his or her office. All funds of the corporation shall be deposited from time to time to the credit of the corporation with such banks as the Board may select.

Section 9. Assistant Secretaries and Assistant Treasurers. In the absence or disability of the Secretary-Treasurer, the Assistant Secretaries and Assistant Treasurers shall, respectively, have the powers to perform the duties of the absent or disabled Secretary-Treasurer.

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification. The corporation shall, to the maximum extent permitted by law, indemnify each of its present or former directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was a director or officer of this corporation, or was serving at the request of the corporation as a director, officer, trustee, employee or agent of another entity; provided that the Board determines that such director or officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of the corporation and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, the corporation is prohibited by law from indemnifying its directors or officers against judgments, fines, settlements and other amounts, the corporation shall nevertheless indemnify each of its directors and officers against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was a director or officer of the corporation; provided that the Board determines that such director or officer was acting in good

faith and in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount of the advance unless it is determined ultimately that the director or officer is entitled to be indemnified as authorized in this Article VIII or by law.

Section 2. Insurance. The Board may authorize the corporation to purchase and maintain insurance on behalf of any director or officer against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify such person against such liability.

ARTICLE IX

OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Any and all instruments executed in the name of the corporation, including, but not limited to, contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsements of checks and drafts received, certificates, applications and reports, shall be executed by any one or more officers, employees or agents of the corporation as authorized from time to time by the Board. Such authorization may be general or confined to specific instances.

The authority of the officers and duties thereof as established and defined in Article VII of the Bylaws and by resolution of the Board include, except as otherwise provided, the authority to execute instruments in the name of the corporation when the execution of the instrument is incident to carrying out their duties.

Section 2. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

Section 3. Fiscal Year. The fiscal year end of the corporation shall be December 31.

ARTICLE X

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep at its principal office in California, if any, the original or a copy of its Articles and Bylaws as amended to date, which shall be open to inspection by Voting Members at all reasonable times during office hours. If the corporation has no office in California, it shall, upon the written request of any Voting Member, furnish to such Voting Member a copy of the Articles and Bylaws as amended to date.

The corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its Members, Board and committees of the Board and shall also keep a record of the names and addresses of the Members entitled to vote. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Subject to the provisions of the Nonprofit Mutual Benefit Corporation Law regarding access to Members' names, addresses and voting rights, any Voting Member of the corporation may: (a) inspect and copy the records of Members' names and addresses and voting rights during usual business hours on five (5) days prior written demand on the corporation, stating the purpose for which the inspection rights are requested, and (b) obtain from the Secretary of the corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of Members who are entitled to vote for the election of Directors and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled.

All other books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Any right of inspection includes the right to copy and make extracts and extends to the records of each subsidiary of the corporation, if any.

ARTICLE XI

ANNUAL AND OTHER REPORTS

Section 1. Annual Statement of Certain Transactions. The Board shall cause to be prepared and sent annually to the Voting Members and Directors, within one hundred twenty (120) days after the close of the corporation's fiscal year, a statement which briefly describes each of the following transactions, if any:

(a) Any "covered transaction" (excluding compensation of Officers and Directors) during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of "covered transactions" in which the same "interested person" had a

direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000). The description of such “covered transactions” should include the names of the “interested persons” involved in such transactions, stating such person’s relationship to the corporation, the nature of such person’s interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; and

(b) Any indemnification or advance aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the corporation pursuant to the law (presently Section 7237 of the California Nonprofit Corporations Law) providing for the indemnification of officers and directors; provided that no such report need be made in the case of indemnification approved by the Members. The amount and circumstances of such indemnification should be stated.

Within the meaning of this Section, a “covered transaction” with an “interested person” means a transaction in which the corporation, its parent or its subsidiary was a party, and in which either of the following persons had a direct or indirect material financial interest: any director or officer of the corporation, or its parent or its subsidiary; or any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary. A common directorship is not a material financial interest within the meaning of this Section.

If the corporation issues a report pursuant to Section 2 of this Article XI, the statement required by this Section shall be included therein.

Section 2. Financial Information. If the corporation receives ten thousand dollars (\$10,000) or more in gross revenues or receipts during the fiscal year, the Board shall cause to be prepared annually, within one hundred twenty (120) days after the close of the corporation’s fiscal year, an annual report containing in appropriate detail the following information:

(a) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;

(b) A statement of the place where the names and addresses of the current Members may be found; and

(c) Any information required by Section 1 of this Article XI.

The report required by this Section 2 shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

The corporation shall notify each member yearly of the Member’s right to receive the annual report prepared pursuant to this Section 2 and send the report to those Members who request it.

ARTICLE XII

AMENDMENTS

Section 1. Amendments. New bylaws may be adopted, or these Bylaws may be amended or repealed, by the approval of two-thirds of the Board or by the approval of two-thirds of the Voting Members.

No amendment on the following matters may be adopted except by vote of two-thirds of the Voting Members entitled to vote of the corporation:

- (a) An amendment to Section 2 of Article V changing the authorized number of directors of the corporation;
- (b) An amendment increasing the term of any director as provided by Section 3 of Article V;
- (c) An amendment increasing the quorum at a meeting of Members established by Section 11 of Article IV; or
- (d) An amendment repealing, restricting, creating or expanding the proxy rights of Members.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the National Football League Physicians Society, a California nonprofit corporation, and that the above bylaws are the bylaws of the corporation as adopted by the board of directors on _____, 2020.

Secretary

Amended February 27, 2020