

**BY-LAWS
OF
NEW YORK STATE MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.**

A NEW YORK NOT-FOR-PROFIT CORPORATION

**ARTICLE I
NAME AND OFFICES**

1.1 Name. The name of the corporation is **NEW YORK STATE MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.** (the "Corporation").

1.2 Offices. The principal office of the Corporation shall be located within the State of New York as the Board of Directors of the Corporation (the "Board" or the "Board of Directors") may from time to time determine. The Corporation may also have such other offices as the Board may from time to time determine or the purposes of the Corporation may require.

**ARTICLE II
PURPOSES**

2.1 Purposes. The purposes of the Corporation shall be as set forth in its Certificate of Incorporation, as amended from time to time (the "Certificate of Incorporation").

**ARTICLE III
MEMBERS**

3.1 Membership. The members of the Corporation (each, a "Member" and collectively, the "Members") shall consist of such persons who are committed to the stated purpose of the Corporation and eligible for membership as described in Section 3.2, and as determined by the Board of Directors from time to time.

3.2 Classification of Members. Membership in the Corporation shall be classified in accordance with the following categories:

(a) Regular Members. Regular members shall consist of: (i) an individual who is directly employed in management or administrative support services by an entity formally organized to provide or facilitate the provision of healthcare services; (ii) an individual employed by a management organization, hospital/hospital system, practice management firm or other business entity responsible for managing any operational component(s) of an entity providing healthcare services (which includes consultants who are responsible for operations of one or more practices on an ongoing basis); and (iii) healthcare providers/clinicians who hold an active license in New York State (each a "Regular Member"). Regular Members that are in good standing with the Corporation shall be eligible to vote, serve as a Director, run for and hold office in the Corporation, and receive such privileges and benefits of being a member of the Corporation as determined by the Board of Directors. This category of membership will include organizational memberships consisting of individuals employed by organizations engaged in the management of a medical practice and qualifying as Regular Members.

(b) Affiliate Members. Affiliate members shall consist of organizations or individuals that provide products or services to healthcare delivery organizations or serve in a vending or consulting role who do not qualify under the definition of "Regular Members" (each an "Affiliate Member"). Affiliate Members of the Corporation that are in good standing shall be eligible to vote, serve as a Director, and

receive such privileges and benefits of being a member of the Corporation as determined by the Board of Directors, provided however no more than one-third (1/3) of the composition of the Board can consist of Affiliate Members. Affiliate Members will not be eligible to run for and hold office in the positions described in Article VII of these Bylaws, but may serve as a Local Chapter Officer (defined in Section 4.9(b) below).

(c) Faculty Members. Faculty Members shall consist of individuals employed as full time professors in business or healthcare administration in an accredited institution of higher learning. Faculty Members of the Corporation shall be entitled to receive such privileges and benefits of being a member of the Corporation as determined by the Board of Directors, but shall not be able to run for and hold office or have any voting rights.

(d) Student Members. Student Members shall consist of individuals who are pursuing a healthcare or business-related degree at any accredited institution of higher learning and do not qualify for any other membership category. Student Members of the Corporation shall be entitled to receive such privileges and benefits of being a member of the Corporation as determined by the Board of Directors, but shall not be able to run for and hold office or have any voting rights.

(e) Other. The Corporation may create other categories of membership as the Board of Directors may from time to time determine. Such new categories of membership created by the Board shall not be able to run for and hold office or have any voting rights unless they meet the qualifications of a Regular Member or Affiliate Member.

3.3 Membership Dues. As a condition of membership, all members shall pay all annual dues, if any, as the Board of Directors may establish or modify from time to time, within ninety days of notice of such dues. Failure to timely pay membership dues will result in a Member forfeiting its standing as a Member of the Corporation.

3.4 Meetings. Meetings of the Members may be held at such places, within or without this State, as the Board of Directors may from time to time determine. The annual meeting of the Members shall be held on such date as shall be fixed from time to time by the Board of Directors or, if not so fixed, on such date as shall coincide with the annual meeting of the Board of Directors. Special meetings of the Members may be called by a majority of the Board of Directors or by the President of the Corporation. Special meetings of the Members may also be convened as follows: Members entitled to cast at least ten percent (10%) of the total number of votes entitled to be cast at such meeting may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two (2) months nor more than three (3) months from the date of such written demand. The Secretary, upon receiving the written demand, shall promptly give notice of such meeting, or if he or she fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice.

3.5 Notice. Notice of each meeting of the Members shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each Member entitled to vote at such meeting. If the notice is given personally, by first class mail or by facsimile telecommunications or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at his or her address as it appears on the record of Members, or, if he or she shall have filed with the Secretary of the Corporation a written request that notices to him or her be

mailed to some other address, then directed to him or her at such other address. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the Member's fax number or electronic mail address as it appears on the record of Members, or, to such fax number or other electronic mail address as filed with the Secretary of the Corporation. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically: (a) if the Corporation is unable to deliver two consecutive notices to the Member by facsimile telecommunication or electronic mail; or (b) if the Corporation otherwise becomes aware that notice cannot be delivered to the Member by facsimile telecommunication or electronic mail. The Corporation shall send notice of meetings by first class mail to any Member who requests in writing that such notices be delivered by such method.

3.6 Waiver of Notice. Notice of any meeting of the Members need not be given to any Member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member or the Member's authorized officer, director, employee, or agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

3.7 Action by the Members.

(a) Voting Privileges for Members. Each individual Regular and Affiliate Member shall be entitled to cast one (1) vote on any vote coming before the Members eligible to vote. As a condition to maintaining voting privileges, all Regular and Affiliate Members shall be required to be in good standing with the Corporation, including being up to date on the payment of all membership dues. Eligible members may vote at any official meeting of the Corporation. One-tenth of the total number of votes entitled to be cast, or one hundred votes, whichever is lesser, constitute a quorum for the purpose of voting by the membership. The Members present may adjourn the meeting despite the absence of a quorum.

(b) Authority. Members are entitled to do the following: attend the annual meeting, vote on all matters the Board of Directors presents to them, elect the At Large Directors of the Board, serve on such committees of the Corporation as the Board of Directors shall establish and open to the Members, and take any other actions reserved to Members under the law. Unless otherwise required by statute or by the Certificate of Incorporation, all corporate action shall be authorized by a majority of the votes cast, except that Directors shall be elected by a plurality of the votes cast at a meeting of Members.

(c) Participation by Teleconference. Any one or more Members who is not physically present at a meeting of the Members may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each can participate in all matters before the Members, including, without limitation, the ability to propose, object to, and vote upon specific action to be taken by the Members.

3.8 Proxies. Every Member entitled to vote at a meeting of Members may authorize another person or persons to act for him or her by proxy. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

ARTICLE IV BOARD OF DIRECTORS

4.1 Management; Qualification. The Corporation shall be managed by its Board of Directors and shall exercise all lawful powers of the Corporation that are not by statute, the Certificate of Incorporation, or these Bylaws required to be exercised by the Members. Each director of the Corporation (each, a “Director”) shall be at least eighteen (18) years of age and shall be a Regular or Affiliate Member of the Corporation that are current with membership dues, provided however no more than one-third (1/3) of the composition of the Board can consist of Affiliate Members. Directors must either have their primary workplace or residence within the State of New York for the full term.

4.2 Composition; Number of Directors. The Board of Directors shall consist of a minimum of three (3) and a maximum of seventeen (17) Directors. Subject to the foregoing, the number of Directors may be fixed by action of the Board of Directors. The Board shall be composed of at large members, such number as determined by the Board of Directors from time to time (each an “At Large Director”), and the following *ex officio* members: (i) the officers set forth in Article VII of these Bylaws, including the Immediate Past President, President, Vice President, Treasurer, and Secretary; and (ii) the Local Chapter Presidents (defined in Section 4.9(b)). The number of Directors may be increased or decreased (but not below three (3)) by action of the Board; provided, however, that: (a) any action by the Board to effect such increase or decrease shall require the vote of a majority of the entire Board; and (b) no decrease shall shorten the term of any incumbent Director.

4.3 Election of At-Large Directors and Term of Office for Directors. At Large Directors shall be elected at the annual meeting of the Members by a plurality of the votes cast by the Members entitled to vote thereon. Each Director shall hold office for a term of one (1) year and until his or her successor has been duly elected or appointed and qualified.

4.4 Removal. Any Director may be removed for cause by vote of the Members, or by vote of the Directors provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken.

4.5 Resignation. Any Director may resign his or her office at any time by giving written notice to the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon delivery thereof to such officer of the Corporation and the acceptance of the resignation shall not be necessary to make it effective. Any Director who fails to maintain a primary workplace or residence within the State of New York during their term, must submit their resignation.

4.6 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of Directors elected or appointed at large, and vacancies among such Directors for any reason, may be filled by the vote of a majority of the Directors then in office, regardless of their number. A Director elected or appointed to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business, and until his or her successor is elected or appointed and qualified.

4.7 Property Rights of Directors. No Director of the Corporation shall, by reason of such position, have any rights to or interest in the property or assets of the Corporation. In the event that the Corporation is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Corporation after necessary expenses thereof shall be distributed as provided in the Certificate of Incorporation and these By-Laws.

4.8 Affiliation with Medical Group Management Association. The Corporation shall be

affiliated with the National Medical Group Management Association (“National MGMA”) by entering into an affiliation agreement with the national MGMA, which agreement may be amended from time to time upon approval of the Board of Directors.

4.9 Local Chapters.

(a) Generally. Members shall be administratively divided into geographic organizations referred to as “Local Chapters.” The number, geographical area and designation of such Local Chapters shall be as determined by the Board of Directors from time to time. All Local Chapters operate under the management of the Board of Directors and must comply with all written requirements set forth by the Board of Directors.

(b) Local Chapter Officers. Local Chapters will be governed by local chapter officers and are encouraged to elect a Local Chapter President, Vice President, Secretary, and Member at Large from among Regular Members or Affiliate Members (each a “Local Chapter Officer”). Each Local Chapter Officer elected to serve as Local Chapter President for its respective Local Chapter shall serve on the Board as an *ex officio* Director (each a “Local Chapter President”). Each Local Chapter will complete the election of Local Chapter Officers no less than fifteen days prior to the start of the Fiscal Year. The term of office of the Local Chapter Officers shall be one year to run concurrently with the Fiscal Year of the Corporation.

4.10 Audit Oversight.

(a) During any such period the Corporation is required to file an independent certified public accountant’s audit report with the Attorney General pursuant to subdivision 1 of Section 172-b of the Executive Law, the Board of Directors, or a designated audit committee of the Board comprised solely of Independent Directors (as hereinafter defined) (“Audit Committee”), shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation’s financial statements and shall perform such other duties as are required under applicable law (including, without limitation, Section 712-a of the New York Not-for-Profit Corporation Law, as amended (the “N-PCL”). The Audit Committee, if one is designated, shall consist of three (3) or more Independent Directors. The Board or Audit Committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor.

(b) In addition to the foregoing, if the Corporation had annual revenue in excess of \$1,000,000 in the prior fiscal year or reasonably expects to have annual revenue in excess of \$1,000,000 in the current fiscal year, the Board or the Audit Committee shall:

- i. review with the independent auditor the scope and planning of the audit prior to the audit’s commencement;
- ii. upon completion of the audit, review and discuss with the independent auditor: (A) any material risks and weaknesses in internal controls identified by the auditor; (B) any restrictions on the scope of the auditor’s activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the Corporation’s accounting and financial reporting processes;
- iii. annually consider the performance and independence of the independent auditor; and
- iv. if the foregoing duties are performed by the Audit Committee, report on the Audit Committee’s activities to the Board.

ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS

5.1 Annual Meetings. The annual meeting of the Board of Directors shall be held on such date and at such time as shall be fixed from time to time by the Board or as may be specified in a notice of meeting.

5.2 Special Meetings. Special meetings of the Board of Directors may be called at any time by or at the direction of the President or by a majority of the entire Board.

5.3 Notice. Notice of each meeting of the Board of Directors, stating the place, date and time of the meeting shall be given to each Director entitled to vote at such meeting. If delivered by first class mail, facsimile telecommunications or by electronic mail, such notice shall be given not less than three (3) days before the meeting and addressed to each Director at his or her residence or usual place of business. If delivered personally or by telephone, such notice shall be given not less than two (2) days before the meeting to each Director. The notice need not specify the purposes for which the meeting is called.

5.4 Waiver of Notice. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

5.5 Place of Meetings. Meetings of the Board of Directors may be held at the office of the Corporation or at such other places, within or without this State, as the Board may from time to time determine.

5.6 Quorum of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, unless a greater quorum requirement is required by law or the Certificate of Incorporation. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice other than announcement at the meeting.

5.7 Action by the Board of Directors.

(a) Action. Except as otherwise required by law or provided in the Certificate of Incorporation or these By-Laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or Related Party Transaction (as hereinafter defined) shall be determined to be present at the time of the vote for purposes of this **Section 5.7(a)**.

(b) Participation by Teleconference. Any one or more members of the Board of Directors who is not physically present at a meeting of the Board may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

(c) Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

5.8 Minutes. The Secretary or an authorized designee shall maintain complete and accurate minutes of each meeting of the Board of Directors and shall retain each notice sent and each resolution and written consent of the Board. Said documents shall accurately reflect all business conducted, including findings, conclusions and recommendations, and shall be maintained in the permanent records of the Corporation.

ARTICLE VI COMMITTEES

6.1 Board Committees.

(a) Designation; Composition. The Board of Directors may designate from among its members an executive committee and other committees, each consisting of three (3) or more Directors (each, a "Board Committee"). The Board shall, by a majority vote thereof at a meeting in which a quorum is present, appoint the members of such Board Committees, except that in the case of an executive committee or similar committee however denominated, the appointment shall be made by a majority vote of the entire Board. Committee descriptions shall be as set forth in committee charters approved by the Board of Directors.

(b) Authority; Service. Each Board Committee, to the extent provided in the resolution of the Board of Directors or in the Certificate of Incorporation, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: (i) the submission to Members of any action requiring Members' approval under the N-PCL; (ii) the filling of vacancies in the Board or in any committee; (iii) the fixing of compensation of the Directors for serving on the Board or on any committee; (iv) the amendment or repeal of these By-Laws or the adoption of new by-laws; (v) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (vi) the election or removal of officers and Directors; (vii) the approval of a merger or plan of dissolution; (viii) the adoption of a resolution recommending to the Members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; and (ix) the approval of amendments to the Certificate of Incorporation. Each Board Committee shall serve at the pleasure of the Board.

6.2 Corporation Committees. The Board of Directors may create one or more committees of the Corporation ("Corporation Committees"). Corporation Committees shall be elected or appointed by the Board. Each Corporation Committee shall have the powers and authority specifically delegated to them by the Board by resolution or otherwise. Notwithstanding the foregoing, no Corporation Committee shall have any authority to bind the Board.

6.3 Removal; Vacancies. Committee members may be removed by the Board of Directors with or without cause at any time, and vacancies may be filled by the Board, at any regular or special meeting of the Board. Committee members appointed to fill vacancies shall serve until the next annual

meeting of the Board and until their successors are appointed and qualified.

6.4 Alternate Members. The Board of Directors may designate one (1) or more Directors as alternate members of any committee, who may replace any absent members or members at any meeting of such committee.

6.5 Provisions Applicable to All Committees.

(a) Reports. It shall be the duty of each committee to make such reports as from time to time may be requested by the Board of Directors or the Chair of the Board, or as required by these By-Laws.

(b) Procedures. Subject to the provisions of these By-Laws and to any action of the Board, each committee shall establish its own rules and procedures.

(c) Waiver of Notice. If duly recorded in the minutes of the meeting, each committee member in attendance may waive notice of such meeting.

(d) Quorum; Action. A majority of the members of a committee shall constitute a quorum for the transaction of business or of any specified item of business, unless a greater quorum requirement is required by the Certificate of Incorporation. Except as otherwise provided in the Certificate of Incorporation, the vote of a majority of the committee members present at the time of the vote, if a quorum is present at such time, shall be the act of the committee.

(e) Minutes. All committees shall maintain minutes of the meetings.

(f) Action By Committee Members Without a Meeting. Any action required or permitted to be taken by any committee may be taken without a meeting if all of the members of such committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the committee member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the committee member. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of the proceedings of such committee.

(g) Participation by Teleconference. Any one or more members of a committee who are not physically present at a meeting of such committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each committee member can participate in all matters before such committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the committee.

ARTICLE VII OFFICERS

7.1 Offices. The Board of Directors may elect or appoint a Secretary, and such other officers as it may determine. Officers must either have their primary workplace or residence within the State of New York for the full term. No employee of the Corporation shall serve as Chair of the Board or hold any other title with similar responsibilities unless the Board approves such employee serving as Chair of the

Board by a two-thirds (2/3) vote of the entire Board and contemporaneously documents in writing the basis for the Board approval.

7.2 Term of Office and Qualification of Officers. The Secretary shall be elected by the Board of Directors at its annual meeting. The other officers listed in this Article VII shall automatically ascend to the next position (from Secretary to Treasurer to Vice President to President to Immediate Past President). Officer terms shall be for a period of one (1) year.

7.3 Additional Officers. Additional officers may be elected for such periods, have such authority and perform such duties, either in an administrative or other capacity, as the Board of Directors may from time to time determine.

7.4 Removal of Officers. Any officer may be removed by the Board of Directors, with or without cause, at any time.

7.5 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall be effective upon delivery to such officer or on such other date specified in the notice, and acceptance of the resignation shall not be necessary to make it effective. Any officer who fails to maintain their primary workplace or residence within the State of New York during their term, must submit their resignation.

7.6 Vacancies. A vacancy in an office prior to the scheduled expiration of its term may be filled at any regular or special meeting of the Board of Directors. An individual elected to fill a vacancy occurring in any such office for any reason shall serve the remainder of the term and until his or her successor shall have been duly elected and qualified.

7.7 Immediate Past President. The Immediate Past President of the Board shall advise and counsel the Board and shall be responsible for the review and presentation of the annual nominating report to the Board of Directors and perform other duties and assume responsibilities as requested by the President.

7.8 The President. The President shall be the highest ranking officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors. The President shall preside at all meetings of the Board and serve as Chair of the Executive Committee and Chair of the Board.

7.9 The Vice President. The Vice President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice President shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors.

7.10 The Treasurer. The Treasurer shall have the care and custody of all the moneys and securities of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the office or are properly required by the Board.

7.11 The Secretary. The Secretary shall issue notices of all meetings of the Board of Directors where notices of such meetings are required by law or these By-Laws. The Secretary shall attend all

meetings of the Board and keep, or cause to be kept, minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal or the Secretary's signature and shall perform such other duties as usually pertain to the office or are properly required by the Board.

ARTICLE VIII RELATED PARTY TRANSACTIONS

8.1 Related Party Transactions Qualified. The Corporation shall not enter into any Related Party Transaction (as hereinafter defined) unless the transaction is determined by the Board of Directors, or an authorized Board Committee, to be fair, reasonable and in the Corporation's best interest at the time of such determination. Any Director, officer or Key Person who has an interest in a Related Party Transaction shall disclose in good faith to the Board, or an authorized Board Committee, the material facts concerning such interest. Any transaction in violation of this Article shall be voidable by the Board.

8.2 Related Party Transaction Deliberations. With respect to any Related Party Transaction involving the Corporation and in which a Related Party (as hereinafter defined) has a substantial financial interest, the Board of Directors, or an authorized Board Committee, shall:

(a) Prior to entering into the transaction, consider alternative transactions to the extent available;

(b) Approve the transaction by not less than a majority vote of the Directors or committee members present at the meeting; and

(c) Contemporaneously document in writing the basis for the Board's or authorized committee's approval, including its consideration of any alternative transactions.

8.3 Fixing of Salaries. The Board of Directors shall have authority to fix the compensation (if any) of Directors for services in any capacity. The fixing of salaries (if any) of officers shall require the affirmative vote of a majority of the entire Board.

8.4 Related Party Participation Prohibited. No Related Party may participate in deliberations or voting relating to matters set forth in this Article IX; provided that nothing in this Article IX shall prohibit the Board of Directors or authorized committee from requesting that a Related Party present information as background or answer questions concerning a Related Party Transaction at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto.

ARTICLE IX CONFLICT OF INTEREST

9.1 Conflict of Interest Policy. The Board of Directors shall adopt and oversee the implementation of, and compliance with, a conflict of interest policy ("Conflict of Interest Policy") to ensure that its Directors, officers and Key Persons act in the Corporation's best interest and comply with applicable legal requirements, including, without limitation, the requirements set forth in Article IX of these By-Laws.

9.2 Policy Contents. The Conflict of Interest Policy shall include, at a minimum, the following provisions:

(a) A definition of the circumstances that constitute a conflict of interest;

(b) Procedures for disclosing a conflict of interest or possible conflict of interest to the Board of Directors or to an authorized Board Committee, and procedures for the Board or authorized Board Committee to determine whether a conflict exists;

(c) A requirement that the person with the conflict of interest not be present at or participate in a Board or authorized Board Committee deliberation or vote on the matter giving rise to such conflict; provided that nothing in this **Section 9.2(c)** shall prohibit the Board or authorized Board Committee from requesting that the person with the conflict of interest present information as background or answer questions at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto;

(d) A prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to such conflict;

(e) A requirement that the existence and resolution of the conflict be documented in the Corporation's records, including in the minutes of any meeting at which the conflict was discussed or voted upon; and

(f) Procedures for disclosing, addressing and documenting Related Party Transactions in accordance with applicable law.

9.3 Conflict Disclosure. The Conflict of Interest Policy shall require that prior to the initial election of any Director, and annually thereafter, such Director shall complete, sign and submit to the Secretary of the Corporation or a designated compliance officer a written statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner) or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Director might have a conflicting interest. The Conflict of Interest Policy shall require that each Director annually resubmit such written statement. The Secretary of the Corporation or the designated compliance officer shall provide a copy of all completed statements to the chair of the Audit Committee or, if there is no Audit Committee, to the Chair of the Board of Directors.

ARTICLE X WHISTLEBLOWER POLICY

10.1 Whistleblower Policy. At any time the Corporation has twenty (20) or more employees and, in the prior fiscal year, had annual revenue in excess of One Million Dollars (\$1,000,000.00), the Board of Directors shall adopt, and oversee the implementation of, and compliance with, a whistleblower policy ("Whistleblower Policy") to protect from retaliation persons who report suspected improper conduct. No Director, officer, employee or volunteer of the Corporation who in good faith reports any action or suspected action taken by or within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence.

10.2 Policy Contents. The Whistleblower Policy shall include, at a minimum, the following provisions: (a) procedures for the reporting of violations or suspected violations of laws or corporate policies, including procedures for preserving the confidentiality of reported information; (b) a requirement that an employee, officer or Director of the Corporation be designated to administer the Whistleblower Policy and to report to the Audit Committee or other committee of Independent Directors or, if there are no such committees, to the Board of Directors, except that Directors who are employees may not participate in any Board or committee deliberations or voting relating to administration of the Whistleblower Policy;

(c) a requirement that the person who is the subject of a whistleblower complaint not be present at or participate in Board or committee deliberations or vote on the matter relating to such complaint, provided that nothing in this subsection (c) shall prohibit the Board or committee from requesting that the person who is subject to the complaint present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto; and (d) a requirement that a copy of the policy be distributed to all Directors, officers, employees and to volunteers who provide substantial services to the Corporation. For purposes of subsection (d), posting the Whistleblower Policy on the Corporation's website or at the Corporation's offices in a conspicuous location accessible to employees and volunteers are among the methods the Corporation may use to satisfy the distribution requirement.

ARTICLE XI INDEMNIFICATION AND INSURANCE

11.1 Indemnification.

(a) To the fullest extent permitted by the N-PCL, as such law now exists or may hereafter be amended, the Corporation shall indemnify and hold harmless, and advance expenses to, any person, made, or threatened to be made, a party to an action or proceeding (other than one by or in the right of the Corporation to procure a judgment in its favor, which shall be governed by **Section 11.1(b)** below), whether civil or criminal, including an action by or in the right of any other corporation of any kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he or she, his or her testator or intestate, was a Director or officer of the Corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Director or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

(b) To the fullest extent permitted by the N-PCL, as such law now exists or may hereafter be amended, the Corporation shall indemnify and hold harmless, and advance expenses to, any person made, or threatened to be made, a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she, his or her testator or intestate, is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of any other corporation of any kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such Director or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation, except that no indemnification under this **Section 11.1(b)** shall be made in respect of: (i) a threatened action, or a pending action which is settled or otherwise disposed of; or (ii) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

11.2 Board Approval. Notwithstanding **Section 11.1** above, except for claims for indemnification (following the final disposition of an action or proceeding) not paid in full, the Corporation shall not be required to indemnify any person in connection with any action or proceeding (or part thereof) commenced by such person unless the commencement of such action or proceeding (or part thereof) by such person was authorized in the specific case by the Board of Directors.

11.3 Insurance. The Corporation may purchase directors' and officers' liability insurance if authorized and approved by the Board of Directors.

ARTICLE XII FISCAL YEAR

12.1 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of October and end on the 30th day of September in each year.

ARTICLE XIII GENERAL

13.1 Books and Records. The Corporation shall keep, at the office of the Corporation:

- (a) correct and complete books and records of account;
- (b) minutes of the proceedings of the Members;
- (c) minutes of the proceedings of the Board of Directors and executive committee (if any);
- (d) a list or record containing the names and addresses of all Members and the date each became a Member (and, if applicable, the class or classes of membership or capital certificates and the number of capital certificates held by each and the dates when they respectively became the holders of record thereof); and
- (e) a copy of these By-Laws.

Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

13.2 Loans to Directors and Officers. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers or hold a substantial financial interest, except as allowed by law.

13.3 Relation to Certificate of Incorporation. These By-Laws are subject to, and governed by, the Certificate of Incorporation.

ARTICLE XIV AMENDMENTS

14.1 Amendments. These By-Laws may be amended or repealed, and new by-laws may be adopted, by an affirmative vote of: (a) the Members, at the time entitled to vote in the election of Directors; or (b) two-thirds of the entire Board of Directors. Any by-law adopted by the Board may be amended or repealed by the Members and any by-law adopted by the Members may be amended or repealed by the Board.

ARTICLE XV DEFINITIONS

15.1 Definitions. As used herein the following terms shall have the meanings set forth below:

“Independent Director” means a Director who: (a) is not, and has not been within the last three (3) years, an employee or a Key Person (as hereinafter defined) of the Corporation or an affiliate of the Corporation, and does not have a relative who is, or has been within the last three (3) years, a Key Person of the Corporation or an affiliate of the Corporation; (b) has not received, and does not have a relative who has received, in any of the last three (3) fiscal years, more than Ten Thousand Dollars (\$10,000) in direct compensation from the Corporation or an affiliate of the Corporation; (c) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services, in any of the last three (3) fiscal years, exceeded the lesser of (i) Ten Thousand Dollars (\$10,000) or two percent (2%) of such entity’s consolidated gross revenues if the entity’s consolidated gross revenue was less than Five Hundred Thousand Dollars (\$500,000), (ii) Twenty-Five Thousand Dollars (\$25,000) if the entity’s consolidated gross revenue was Five Hundred Thousand Dollars (\$500,000) or more but less than Ten Million Dollars (\$10,000,000) or (iii) One Hundred Thousand Dollars (\$100,000) if the entity’s consolidated gross revenue was Ten Million Dollars (\$10,000,000) or more; or (d) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation’s outside auditor or who has worked on the Corporation’s audit at any time during the past three (3) years. For purposes of this definition, the term “compensation” does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director as permitted by law and the term “payment” does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source.

“Key Person” means any person, other than a Director or officer, whether or not an employee of the Corporation, who: (a) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of Directors and officers; (b) manages the Corporation or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (c) alone or with others controls or determines a substantial portion of the Corporation’s capital expenditures or operating budget.

“Related Party” means: (a) any Director, officer or Key Person of the Corporation or any affiliate of the Corporation; (b) any relative of any individual described in clause (a) of this definition; or (c) any entity in which any individual described in clauses (a) and (b) of this definition has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

“Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation or any affiliate of the Corporation is a participant, except that a transaction shall not be a Related Party Transaction if: (a) the transaction or the Related Party’s financial interest in the transaction is de minimis; (b) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or (c) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the Corporation intends

to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.