

Adirondack Health Institute, Inc.

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BY-LAWS

of

Adirondack Health Institute, Inc.

ARTICLE I – TITLE

This Corporation shall be known as Adirondack Health Institute, Inc.

ARTICLE II – OFFICES

The principal office for this Corporation shall be maintained in Essex County, New York.

Other offices shall be located as directed by the Board of Directors from time to time.

ARTICLE III – OBJECTIVES OF THE CORPORATION

The objectives of the Corporation are:

1. To operate a central service facility for one or more existing or future Article 28 providers of medical care in the Counties of Clinton, Essex, Franklin, Fulton, Hamilton, Saratoga, St. Lawrence, Warren, and Washington pursuant to Article 28 of the Public Health Law.

2. To support the provision of comprehensive health care services to the people in Clinton, Essex, Franklin, Fulton, Hamilton, Saratoga, St. Lawrence, Warren, and Washington Counties.

3. To promote, sponsor, foster and deliver programs, activities and services which shall have the purpose of improving the health and well-being of the population served by this Corporation and to continually seek new and innovative methods of improving health care

delivery to the community served. Such programs and activities shall include, but are not limited to, the Adirondack Medical Home Program.

4. To strengthen and support the members of the Corporation.
5. To carry out any educational and teaching activities related to rendering health care or to the promotion of health that in the opinion of the Board of Directors may be justified by the facilities, personnel, funds or other resources that are, or can be made, available.
6. To further scientific research related to health care services.
7. To work closely with other health and human services agencies to develop an integrated system of care.
8. To assist other interested parties, agencies and organizations in developing and implementing rural health care delivery systems.
9. To seek public and private funding, as needed and available, in order to support all of the above activities.
10. To comply with all applicable laws and regulations appropriate to the Corporation's licenses, programs and services.

ARTICLE IV – MEMBERS

Section 1. Membership. The Corporation shall be a membership corporation. The members of the Corporation shall be Adirondack Medical Center, Community Providers, Inc., Hudson Headwaters Health Network, Glens Falls Hospital and St. Lawrence Health System (individually, a “Member,” and collectively, the “Members”). Each Member shall be entitled to one (1) vote. The Board of Directors of each Member of the Corporation shall designate the President or Chief Executive Officer or another Officer of that Member as may be necessary, to act as the duly authorized representative of the Member in all matters provided for in these By-laws. Such approval shall be set forth in writing and signed by the Secretary of such Member.

Section 2. Annual Meeting. The annual meeting of the Members of the Corporation shall be held in February prior to the annual meeting of the Board of Directors at such time and place, and upon such notice as shall be fixed by the Members. At the annual meeting of the Members, the Members shall appoint Directors in accordance with the requirements of Article V, Section 2, including the Board classification requirement set forth in Article V, Section 2(e).

Section 3. Meetings. Regular and special meetings of the Members shall be held at such times, places and upon such notice as the Members shall fix. The Members shall meet at least annually. Any action required or permitted to be taken by the Members may be taken without a meeting if all of the Members entitled to vote shall individually or collectively consent in writing to such action. Such written consent or consents shall have the same force and effect as the super majority vote of the Members and may be in the form of an email communication.

Section 4. Powers and Responsibilities.

(a) The Members of the Corporation shall have all rights and responsibilities conferred to members under the Not-for-Profit Corporation Law.

(b) Certain powers have been expressly reserved to the Members in the Certificate of Incorporation of the Corporation. The Corporation hereby reserves and delegates to the Members the following powers and responsibilities, which can only be exercised by a super majority vote of all Members. Super majority is defined as seventy-five percent (75%) of the Members:

- (i) Fix the number of, and elect, appoint, fill vacancies in and remove, with or without cause, the Directors of the Corporation; and elect and remove, with or without cause, all Officers of the Corporation;
- (ii) Approve the debt of the Corporation, in excess of an amount to be fixed from time to time by the Members, except for debt necessary to finance the

cost of compliance with operational or physical plant standards required by law;

(iii) Approve the establishment or dissolution of organizational relationships by the Corporation, including without limitation subsidiary corporations and significant partnerships, joint ventures and mergers;

(iv) Approve any merger, consolidation or dissolution of the Corporation;

(v) Approve the amendment or restatement of the certificate of incorporation and the By-laws of the Corporation, in whole or in part; and

(vi) Approve recommendations made by the Board of Directors on various matters as provided for in these By-laws.

Section 5. New Members. New members shall be admitted upon terms approved by the super majority vote of the then-current Members.

Section 6. Transfer of Membership. No Member may sell, assign, transfer, pledge, convey, encumber or otherwise dispose of all or any interest in its membership interest in the Corporation to another Member or to a third party unless approved by the super majority vote of the other Members.

Section 7. Termination of Membership.

(a) A Member may terminate its membership in the Corporation at any time upon thirty (30) days' prior written notice to the other Members.

(b) A Member's membership in the Corporation may be terminated for cause by the super majority vote of the other Members due to the following limited circumstances only: (i) a Member's material breach of the subvention agreement executed by such Member in connection with the initial funding of the Corporation (any such agreement, a "Subvention Agreement") wherein such Member has failed to keep, observe and perform any material condition or agreement

contained in the Subvention Agreement; (ii) the filing by or against such Member of a petition in bankruptcy or for an arrangement or for reorganization pursuant to the Federal Bankruptcy Code or any similar law, federal or state, or if, by decree a court of competent jurisdiction, such Member shall be adjudicated a bankrupt, or be declared insolvent, or shall make an assignment for the benefit of creditors or shall admit in writing its ability to pay its debts generally as they become due, or shall consent to the appointment of a receiver or receivers of all or any part of the Member's property; or (iii) such Member's loss of tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Written notice of such termination shall be delivered to the offending Member, which shall have thirty (30) days to cure any of the foregoing causes for termination (the "Cure Period"). If such cause for termination remains uncured, or substantial efforts to effectuate such cure have not been made to the other Members' satisfaction, at the end of the Cure Period, the other Members may remove the Member upon the further super majority vote of the other Members.

(c) Any termination of membership interest is without prejudice to a Member's rights as a holder of any capital or subvention certificates.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Powers and Responsibilities.

(a) The Board of Directors shall have the full authority for the administration, operation, management and governance of the property, affairs and funds of the Corporation and shall have the power and authority to do and perform or cause to have performed all acts within the limits of the law and consistent with the Certificate of Incorporation and these By-laws.

(b) Subject to the powers reserved to the Members in the Certificate of Incorporation and these By-laws, the Board's powers include, but are not limited to, the following:

- (i) Recommend to the Members amendments or revisions to the By-laws;
- (ii) Approve, amend or modify the strategic plan of the Corporation;
- (iii) Approve, interpret and change the statement of mission and philosophy adopted by the Corporation and require the Corporation to operate in conformance with its statement of mission and philosophy;
- (iv) Provide direct lines of authority and responsibility with respect to the administration, operation, management and governance of the Corporation;
- (v) Determine policies of the Corporation with regard to community needs and internal organization and operation;
- (vi) Establish financial procedures to assure the safe administration of funds, the accurate maintenance of financial statements, and an annual audit;
- (vii) Approve, amend or modify any capital or operating budgets of the Corporation to ensure that such budgets conform to the Corporation's mission and philosophy;
- (viii) Approve any acquisition or any sale, lease, exchange, mortgage, pledge or other alienation of assets or property of the Corporation;
- (ix) Approve expenditures in excess of twenty percent (20%) of the annual budget of the Corporation;
- (x) Approve grant applications exceeding a dollar amount as may be established from time to time by the Board;

- (xi) Approve settlements of litigation when such settlements exceed applicable insurance coverage or the amount of any applicable self-insurance fund;
- (xii) Select, appoint and remove, with or without cause, the Chief Executive Officer of the Corporation (the “CEO”), and delegate authority for administrative action to the CEO;
- (xiii) Select, appoint and remove, with or without cause, a competent and qualified Medical Director as needed;
- (xiv) Coordinate professional interests with administrative, financial and community needs;
- (xv) Require the establishment and maintenance of a sound personnel program;
- (xvi) Assure that no Director uses his/her affiliation for personal gain;
- (xvii) Establish personnel policies and procedures including selection and dismissal procedures, salary and benefit scales, employee grievance procedures and equal opportunity practices; and
- (xviii) Make recommendations to the Members regarding corporate actions reserved to the Membership in accordance with the Certificate of Incorporation and Article IV of these By-laws.

Section 2. Board of Directors.

(a) The Board shall consist of no less than ten (10) and no more than eighteen (18) voting Directors.

(b) Directors shall be appointed by super majority vote of the Members. At least one (1) Director of the possible eighteen (18) Directors shall be a consumer representative. The Board

of Directors shall be representative of the Corporation's participating network providers, as applicable. No voting Director shall be an employee of the Corporation.

(c) The CEO of the Corporation shall serve as a Director in an ex-officio capacity without vote.

(d) No Director may serve on the Board for more than three (3) terms of three (3) years or nine (9) consecutive years. Any Director to whom this limitation applies may be re-elected to a new term after the lapse of at least one (1) year after the termination of his or her previous term(s) of directorship.

(e) The Board of Directors shall be divided into three (3) classes as nearly equal as possible, so that one class is elected annually.

(f) The unexpired term of any Director who vacates a position on the Board shall be filled by majority vote of the remaining Directors,

Section 3. Conflict of Interest. Each Director shall be responsible for compliance with the Corporation's Conflict of Interest Policy and each Director shall upon appointment and annually thereafter be required to sign a statement of acknowledgement, understanding and acquiescence to that policy. Each signed statement shall be kept at the offices of the Corporation.

Section 4. Compensation. Directors shall serve without compensation except for reimbursement for reasonable expenses, such expenses to be authorized by the full Board in accordance with all applicable laws, rules and regulations.

Section 5. Removal of Directors. Any Director may be removed with or without cause upon super majority vote of the Members. Upon three (3) consecutive unexcused absences by a Director, the Board may recommend the removal of such Director to the Members.

Section 6. Indemnification. Each Director and Officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a Director or Officer, shall

be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-For-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a Director or Officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors.

ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings. The Annual Meeting of the Board shall be held at a location as designated by the Chair.

Section 2. Regular Meetings. Regular meetings of the Board shall be held at least four (4) times per year at a date, time and location as designated by the Chair or by the Vice-Chair in the absence of the Chair. A full record of all governing body proceedings that reflect all decisions conducted shall be maintained in the offices of the Corporation.

Section 3. Written Notice. Written notice of the time, date and place of all meetings shall be given in person or by regular mail or by email with “receipt” required. Email notice must be sent to the email address that appears on the membership record maintained by the Secretary. If two consecutive meeting requests sent by email are returned, or it becomes known that contact information is wrong, notices can no longer be given electronically to that Director. Such notice shall be signed by the Secretary, state the business to be considered at the meeting and sent not less than five (5) nor more than thirty (30) days prior to the meeting except as otherwise specified in these By-laws. Notice for any meeting of the Directors may be waived by a Director by written

waiver or by personal attendance at such meeting. Meeting notices must be sent by first class mail if requested in writing by a Board member.

Section 4. Special Meetings. Special meetings may be called by the Chair or Vice-Chair in the absence of the Chair. In addition, the Secretary may request a special meeting upon the written request of at least three (3) Directors.

Section 5. Minutes. Minutes of each meeting shall be recorded by the Secretary and distributed at least one (1) week prior to the following meeting at which time the minutes shall be read, amended if necessary, and approved by the Board. The minutes shall be kept on permanent file at the corporate office.

Section 6. Quorum. For all meetings, a majority of all voting Directors then in office shall constitute a quorum for the transaction of any item of business.

Section 7. Voting. Each voting Director shall be entitled to one (1) vote. No absent Director shall be allowed to vote by proxy. Unless otherwise provided for in these By-laws, Board action shall be taken upon a majority vote of the voting Directors in attendance at any meeting of the Board at which quorum is present. Attendance at any meeting of the Directors or any committee thereof by telephone, video-conferencing, or other mechanical means is permissible, so long as all persons participating in the meeting are able to hear each other at the same time.

Section 8. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if all of the Directors entitled to vote shall individually or collectively consent in writing to such action. Written consent may be provided by a signed document faxed from the Director or through an email from that Director from an email address known, to the Chair of the Board, to belong to that Director. Such written consent or consents shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall

state that the action was taken by the unanimous written consent of the Directors without a meeting and that these By-laws authorized the Directors to so act. Such statement shall be prima facie evidence of such authority.

Section 9. Absence of a Quorum. In the absence of a quorum, the Directors present, upon a majority vote, may adjourn any meeting to another time and place. Notice of any such adjournment shall be given to the Directors who were not present at the time of the adjournment.

ARTICLE VII – OFFICERS

Section 1. General. The Officers of the Board of Directors shall be a Chair, a Vice Chair, a Secretary, and a Treasurer, and such other Officers as the Members may authorize. All Officers shall be selected by the Board by at least a three-fourths (3/4) vote of the voting Directors holding office and presented to the Members for appointment at the Annual Meeting, as provided in these By-laws. Officers shall hold office for a term of one (1) year or until their successors have been elected and are qualified, unless such term is sooner ended due to death, resignation or removal, as may be provided in these By-laws.

Section 2. Chair. The Chair shall preside at all meetings of the Directors and shall perform such duties as shall be assigned from time to time by the Board. The Chair may sign, with the Secretary or any Officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed. The Chair shall serve as an *ex-officio* member of all committees without voting privileges unless otherwise stipulated in these By-laws. The Chair shall call and conduct all meetings of the Directors and shall prepare the order of all meetings. The Chair may delegate any of these powers to the Vice Chair. No employee of the Corporation shall serve as Chair or hold any other title with similar responsibilities.

Section 3. Vice Chair. The Vice Chair, in the absence or in the event of the inability of the Chair to act, shall have the same powers and duties as the Chair, and also such of said powers and duties as the Chair from time to time may delegate. The Vice Chair shall have such other powers and perform such other duties as may be assigned by the Board, including the responsibility for the training and orientation of the Directors. The person chosen for Vice Chair should be chosen for the potential to serve as Chair, although no such progression be implied or assumed.

Section 4. Secretary. The Secretary shall act as secretary of both the Corporation and the Board, shall send appropriate notices and agenda for all meetings of the Corporation and of the Directors, and shall act as custodian of all records and meetings of the Corporation and the Board. The Secretary shall use the principal office of the Corporation as repository for all records. The Secretary shall perform such other duties and execute such other powers as from time to time may be assigned to these By-laws or by the Directors.

Section 5. Treasurer. The Treasurer shall have general supervision over the care and custody of the funds, securities and property of the Corporation. Subject at all times to the direction of the Directors, he or she shall deposit or cause to be deposited the funds and securities of the Corporation, in the name of the Corporation, in such banks, trust companies and safe deposit company vaults as the Directors may designate. Through employees of the Corporation or through accounting services made available to it, the Treasurer shall cause to be kept full and accurate records of all receipts, disbursements and investments of the Corporation and hold such accounts open for the inspection of the Directors.

Section 6. Resignation, Removal and Vacancies of Officers.

(a) Any Officer may resign at any time by giving written notice of such resignation to the Directors, Chair or Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Directors or by such Officer.

(b) Any Officer may be removed with or without cause at any time by recommendation of the Directors and approval by the Members at any duly constituted meeting thereof in accordance with the quorum and voting requirements set forth herein.

(c) Any vacancy occurring because of the death, resignation or removal of the Officer holding such office or due to any other cause shall be filled by the recommendation of the Directors and approval of the Members for the unexpired portion of the term of such Officer.

ARTICLE VIII – COMMITTEES

Section 1. Committees. The Corporation shall have the following Committees: Executive Committee, Finance Committee, Audit and Compliance Committee, and Governance Committee (each, a “Committee” and collectively, the “Committees”). Except for the Executive Committee, which shall be a committee of the Board, the remaining Committees shall be committees of the Corporation. Except for the Executive Committee, the members of all Committees (except ex-officio positions) shall be nominated by the Chair of the Board and appointed annually at the annual meeting of the Directors by a majority vote of the Directors and shall operate within the policies adopted by the Board. All internal operating procedures, policies and plans of such Committees shall be approved by the Board before they are implemented. The CEO shall be an *ex-officio* non-voting member of each Committee and may have a designated representative attend meetings. At a Committee meeting other than that of the Executive Committee, a quorum shall be a majority of the members of that Committee. All Committees shall maintain a record that reflects all business conducted, including attendance, conclusions and recommendations. Attendance at meetings by telephone, video-conferencing, or other mechanical means is permissible, so long as all participants can hear each other at the same time.

Section 2. Executive Committee.

(a) The members of the Executive Committee shall be the Officers of the Corporation.

The Chair of the Board shall be the chair of the Executive Committee.

(b) The purposes of the Executive Committee shall be:

(i) To evaluate and coordinate the activities of the various Committees in order to develop an integrated policy for presentation to the Board of Directors;

(ii) To develop written criteria for the purpose of evaluating the performance of the CEO, and reporting to the Board at least annually on the performance of the CEO;
and

(iii) To act on behalf of the full Board when necessary action on a timely basis is required between Board meetings.

(c) The Executive Committee shall have all the powers of the Board of Directors when the Board is not in session and shall generally perform such duties and exercise such powers as may be performed and exercised by the Board from time to time subject to any limitations imposed by the Board. The fact that the Executive Committee has acted shall be conclusive evidence that the Board of Directors was not in session at such time.

(d) The Executive Committee shall meet at such time and place as the Chair or Vice Chair may designate; make its own rules for the conduct of its business and keep a record of all its proceedings. A quorum shall consist of the full membership of the Executive Committee. Any vote or resolution signed by a three-quarters (3/4s) majority of the members of the Executive Committee shall be valid for all purposes as a vote or resolution passed at a Board meeting.

(e) Special meetings of the Executive Committee may be called on one (1) days' notice by the Chair or by at least two (2) members of the Executive Committee. Notice may be waived before the meeting.

(f) The Executive Committee shall not have any power or authority to act on any matter that is reserved to the Members in Article IV, Section 4 or as otherwise provided in these By-laws.

(g) Minutes will be kept and presented at the next regular Board meeting. All actions by the Executive Committee shall be subject to ratification by the Board at the Board's next regular meeting.

Section 3. Finance Committee.

(a) The Finance Committee shall consist of the Treasurer and at least three (3) Directors appointed by the Board. At least one (1) member must have a strong financial background. The Chair of the Finance Committee shall be the Treasurer of the Board.

(b) The Finance Committee is responsible for the fiscal integrity of the Corporation. The Finance Committee, in conjunction with the CEO, shall cause to be prepared and shall submit to the full Board no later than at its last meeting before the end of the fiscal year a financial budget reflecting anticipated operating and capital expenditures and operating receipts for the ensuing year; review all financial issues of major significance to the Corporation and to advise the Board thereon and recommend action where appropriate. The Finance Committee shall examine the monthly reports of the fiscal operation of the Corporation.

(c) The Finance Committee shall meet at least four (4) times per year and shall report to the Board at the Board's next regular meeting after a Finance Committee meeting.

Section 4. Audit and Compliance Committee

(a) The Audit and Compliance Committee shall consist of at least three (3) Independent Directors (as that term is defined in the Conflict of Interest Policy of the Corporation) appointed by the Board.

(b) Specifically, the Audit and Compliance Committee shall: (1) provide oversight in monitoring the integrity of the financial statements of the Corporation, and the performance of the Corporation's internal financial systems and reporting, and the independence and performance of the independent auditors. (2) oversee the selection and oversight of the auditors; (3) review the scope and planning of the audit with the auditor prior to commencement; (4) review and discuss with the auditor any material risks and weaknesses in internal controls, restrictions on the scope of the auditor's activities or access to the requested information, any significant disagreements between the auditor and management, and the adequacy of the Corporation's accounting and reporting process; (5) consider the appropriateness and independence of the independent auditor; and (6) oversee any internal audit and corporate compliance functions of the Corporation. The Audit and Compliance Committee shall meet at least annually with the auditors, independently of the Corporation's employees, to review critical accounting practices. The results of the annual audit report shall be reported to the Board. The Audit and Compliance Committee shall be responsible for adoption of, implementation of, and compliance with the Conflict of Interest Policy and the Whistleblower Policy of the Corporation.

Section 5. Governance Committee.

(a) The Governance Committee shall consist of at least four (4) Directors. The Chair of the Board is an ex-officio member. The CEO or her/his designee shall staff the Committee.

(b) The Committee shall: (1) present nominations for Directors to be elected at the annual meeting of the Members, which shall be ratified by the Board currently in office and presented to the Members for action at the annual meeting; (2) with input from the Members, shall present nominations for Directors to fill any vacancy, which shall be presented to the Members for action; (3) present nominations for Officers, which shall be ratified by the Board currently in office and presented to the Members for action, including nominations for Officers to fill any vacancy in

an Officer position; (4) assess the current composition, assure diversity and maintain Board members' commitment, support and participation in governance duties through communication networks that also nurture potential leaders; (5) establish criteria for annual evaluation of the Boards' and its Committees' performance; (6) complete new Board member orientation and training; (7) develop and implement, throughout the year, a continuing education program for the Board and (8) review the Bylaws to ensure the Board fulfills its powers, responsibilities and objectives.

(c) The Governance Committee shall meet not less than twice per year and shall report to the Board at the Board's next regular meeting after a Governance Committee meeting.

Section 6. Special Committees. Special committees shall be committees of the Corporation and may be *Ad Hoc* or Advisory Committees.

- a) Ad Hoc Committees. *Ad Hoc* Committees may be appointed by the Board for such special purposes as may be deemed necessary. An *Ad Hoc* Committee shall limit its activities to the accomplishment of its objective and shall be discharged upon completion of its work.
- b) Advisory Committees. Certain of the Corporation's programs engage Advisory Committees to assist with development and completion of program objectives, provide professional expertise to strengthen the programs and related services, and provide advice and counsel to the Program Manager/Director. Staff will follow the policy and procedure related to Advisory Committee appointments. The slate of nominees to Advisory Committees will be presented to the Corporation's Board of Directors for review and approval.

- c) Each special committee shall maintain a written record of its proceedings and shall report to the Board its activities at the Board's next regular meeting after a special committee meeting.

ARTICLE IX – CORPORATE MANAGEMENT

Section 1. Chief Executive Officer. The Board shall select and appoint the CEO who shall be the chief executive officer of the Corporation. The CEO shall be responsible for the day to day management of the Corporation. The CEO shall be delegated the necessary authority and be correspondingly held responsible for the overall operation of the Corporation in its internal affairs and external relationships subject only to such policies as may be established by the Board, the Certificate of Incorporation, the By-laws and applicable laws and regulations. The CEO shall be accountable to the Board for the effective management of the Corporation.

- (a) The authority and responsibility of the CEO shall be to:
 - (i) initiate and implement programs that ensure adequate comprehensive planning;
 - (ii) hire and fire subordinate staff;
 - (iii) develop a system for coordinating and integrating all resources available to the Corporation;
 - (iv) establish systems of evaluation of all aspects of the operation of the Corporation;
 - (v) actively participate in improving the health care delivery system in an effort to extend high quality and comprehensive health services to the catchment area;

- (vi) assure the policies approved by the Board of Directors are properly implemented and to participate in the development of new policies;
- (vii) carry out such other responsibilities as are delegated by the Board;
- (viii) serve as an *ex-officio* non-voting, member of the Board of Directors; and
- (ix) develop and implement plans for the effective use of the Corporation's resources and long range plans for the attainment of the Corporation's purposes.

(b) The Board shall monitor and, on a regular basis, evaluate the CEO's performance based upon written criteria, which shall include the job description of the CEO, goals and objectives established on an annual basis by the Board for the CEO and the Corporation's compliance with statutes and regulations, including corrective actions taken with regard thereto.

(c) In the event of an inability of the CEO to execute his/her duties effectively, the Board may remove the CEO.

(d) In the event of temporary absences wherein the CEO is not present or is otherwise unavailable, the Chair of the Board may confer the requisite authority on any other Officer to carry out the CEO's duties for a period not to exceed thirty (30) days.

ARTICLE X – AMENDMENTS

The By-laws of the Corporation may be amended or repealed, or new By-laws adopted by a super majority vote of the Members. The Directors currently holding office by a two-thirds (2/3) majority vote may recommend such actions to the Members.

ARTICLE XI – DISSOLUTION

The Corporation may be dissolved only with authorization by the Members given at a special meeting called for that purpose. Upon dissolution or other termination of the Corporation, all remaining assets of the Corporation, after payment in full of all its debts, obligations, and

necessary final expenses, or after the making of adequate provision thereof, shall be distributed to the Members in accordance with the Certificate of Incorporation.

ARTICLE XII – CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-laws, the provisions of the Certificate of Incorporation shall govern.