

AMENDED AND RESTATED BYLAWS OF NORTH CAROLINA MEDICAL GROUP MANAGERS

a North Carolina nonprofit corporation November 1, 2002; Revised May 13, 2005; Revised
September 16, 2005, Revised September 15, 2009

ARTICLE I NAME

1.1 Name. The name of this corporation is North Carolina Medical Group Managers (the "Association").

ARTICLE II OFFICES AND REGISTERED AGENT

2.1 Principal Office. The principal office of the Association shall be located as directed from time to time by the Board of Directors (the "Board") of the Association.

2.2 Registered Office. The Association shall maintain a Registered Office as required by the North Carolina Nonprofit Corporation Act, as may be amended from time to time (the "Act") at a location in the State of North Carolina designated by the Board from time to time (the "Registered Office"). In the absence of a contrary designation by the Board, the Registered Office of the Association shall be located at its Principal Office.

2.3 Other Offices. The Association may have such other offices within and without the State of North Carolina as the business of the Association may require from time to time. The authority to establish or close such other offices may be delegated by the Board to one or more of the Association's Officers.

2.4 Registered Agent. The Association shall maintain a Registered Agent as required by the Act who shall have a business office at the Association's Registered Office. The Registered Agent shall be designated by the Board from time to time to serve at its pleasure.

ARTICLE III PURPOSES

3.1 Purposes. The Association is a nonprofit corporation organized under the laws of the State of North Carolina pursuant to the Act. The Association shall be conducted as a not-for-profit corporation. The purpose of the Association is exclusively charitable within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and specifically, the purpose of the Association is to promote the business of medical practice managers in North Carolina by the following means:

3.1.1 To promote the arts and sciences of medical practice management;

3.1.2 To educate Association members in the advancement and improvement of medical practice management;

3.1.3 To provide for the sharing of experience and the exchange of opinions through discussion, study and publications, meetings and conferences.

3.1.4 To develop and encourage high standards of service and conduct of medical practice managers;

3.1.5 To acquire, preserve and disseminate data and valuable business information related to medical practice management;

3.1.6 To conduct and cooperate in the conduct of courses of study for the benefit of its members and others desiring to fill positions as medical practice managers;

3.1.7 To broaden the public understanding, of the importance of medical practice management;

3.1.8 To hold conferences, meetings, and workshops for the education of its members.

3.1.9 To promote the purposes and effectiveness of medical practice managers by any means consistent with the public interest;

3.1.10 To promote and support the national association, MGMA as an affiliate member, to the extent that it serves our North Carolina membership.

3.1.11 To do all and everything, including the making and carrying out of any contracts, necessary, suitable or proper for the accomplishment of the purposes or furtherance of said purposes and any of the powers heretofore set forth and as may otherwise be authorized by law, and to do every other act or acts, thing or things, incidental or pertaining to or growing out of or connected with the aforesaid purposes or powers, or any part or parts thereof, provided the same are not inconsistent with the provisions of the Act, and such other laws as shall now, or in the future shall, govern the Association.

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members (if any), trustees, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. The Association shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office. The Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

ARTICLE IV MEMBERS AND MEMBER MEETINGS

4.1 Member Classes. The Association shall have six (6) classes of Members, such classes of Members are collectively referred to herein as the "Members" or the "Membership". The qualification and rights of each class of Members are as follows:

4.1.1 Active Membership. An Active Member is currently employed in an executive, managerial or administrative capacity of a medical group engaged in the practice of medicine as a legal entity sharing business management facilities, records and personnel and/or serves in an executive, managerial or administrative capacity of an integrated delivery organization that includes, as part of its primary mission, the provision of physician services and administration of physician practices.

An Active Member is entitled to all Association membership services, including the right to vote on all matters placed before the Membership and to serve on the Board of the Association.

4.1.2 Student Membership. Student Membership is available to any person who is a full time student according to the guidelines of their college or university. Student Members shall not have the right to vote and shall not have the right to serve as officers or directors of the Association.

4.1.3 Affiliate Membership. An Affiliate Member is employed by an organization that provides products and/or services which enhance each Association member's ability to meet the health needs of their community, including, but not limited to business consultants, providers of products and services.

An Affiliate Member is entitled to designated Association membership services, including the right to vote on all matters placed before the Membership and to serve on the Board of the Association.

4.1.4 Transitional Membership: An Active, Student or Affiliate Member who is a member in good standing may request a Transitional Membership when employment, association or affiliation with a medical group or affiliate ceases for any reason. Requests for Transitional Membership shall be submitted to the Membership Committee and shall be granted for a period of up to one year at the discretion of the Board of Directors. Transitional Members serving as a Director, Officer, Committee Member or Committee Chair may continue to serve unexpired terms during this period, but may not run for a position of officer or director of the Association unless they have converted back to an Active or Affiliate membership.

4.1.5 Honorary Membership. Persons who have rendered outstanding service to the Association or to the profession of medical practice management may qualify as Honorary Members. An Honorary Member may not be an Active Member. Honorary Members are selected by the Board annually. Nominations for Honorary Membership may be submitted in writing by any Member. Honorary Members shall not have the right to vote and shall not have the right to serve as officers or directors of the Association and are not required to pay membership dues.

4.1.6 Emeritus Membership. An Emeritus Member shall be an Active Member who no longer meets the requirements of Active Membership and who either applies or is sponsored by another current Active Member. Such Active Member may be considered by the Board for emeritus status under the following conditions:

- (a) Must have been an Active Member of the Association for at least ten (10) consecutive years;
- (b) Will not be required to pay membership dues; and
- (c) Will not be permitted to vote or hold office in the Association.

4.2 Annual Meetings. An annual meeting of the Association's members shall be held once each calendar year for the purpose of electing the Board Members and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board from time to time. Unless the Act, these Bylaws, or the Association's Articles of Incorporation (the "Articles") require otherwise, notice of the annual meeting need not include a description of the purpose for which the meeting is called. At each annual meeting of Members, the President and Treasurer or their appointed designee(s) shall report on the activities and financial condition of the Association.

4.3 Special Meetings. Special meetings of the Members may be demanded and called for any one or more lawful purposes by the Board, the President of the Association, or Ten percent (10%) of the Members. All Members shall receive notice of all special meetings as required by the Act and these Bylaws. Special meetings of the Members shall be held at a time

and location designated by the person calling the meeting in the notice of the meeting, or if called by the Board, such meetings shall be held at such times as may be fixed by the Board.

4.4 Notice of Meetings, Waiver of Notice. Notice of all meetings of Members shall be given no fewer than ten (10) days, or if notice is mailed by other than first class or registered mailed, no fewer than thirty (30) days, nor more than sixty (60) days before the meeting date by any method permitted under the Act (including notice by electronic mail), to all Members of record entitled to vote at such meeting. Such notice shall state the date, time, and place of the meeting and, if required by the Act or these Bylaws the purpose or purposes for which such meeting was called. Notice of a meeting of Members need not be given to any Member who, in person or by proxy, signs a waiver of notice either before or after the meeting, and such waiver is delivered to the Association for inclusion in the corporate records. To be effective such waiver shall contain statements or recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. Such statements or recitals in such waiver of notice may, but need not necessarily, include reference to the date and purpose of the meeting and the business transacted thereat. Statement or recital of the proper date of a meeting shall be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional statements or recitals creating a patent ambiguity as to its proper application. A Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

4.5 Presiding Officer. The President, or in his or her absence the President-Elect, shall preside at all meetings of the Members. In the absence of the President and President-Elect, a temporary Chair shall be appointed by the Board or selected by the assembled Members.

4.6 Quorum and Voting. The holders of ten (10) percent of the outstanding votes entitled to be cast on a matter shall constitute a quorum on that matter. Active and Affiliate Members (collectively, the "Voting Members") shall have the right to vote on any matters determined by the Board to be properly decided by a vote of the Members or as requested by these Amended and Restated Bylaws. The Members shall vote on such matters at any annual, regular, or special meeting called by the Board for the purpose of the vote, or pursuant to written ballot mailed to all Voting Members as set forth in Section 4.7 below. The affirmative vote of a majority of the Voting Members participating at a meeting at which a quorum is present shall constitute the affirmative vote of the Members. Voting by proxy is prohibited.

4.7 Action By Written Ballot. Unless the Articles provide otherwise, any action that may be taken at any annual, regular, or special meeting of the Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section is valid only when the number of ballot responses equals or exceeds twenty percent (20%) of the outstanding votes entitled to be cast on a matter. All solicitations for votes by written ballot shall state the percentage of responses necessary to approve the matter and specify the time by which a ballot must be received by the Association in order to be counted. If the requisite number of votes have been cast on a matter, then the votes of the majority shall be the action of the members. A written ballot may not be revoked. Such Written Ballot may be conducted by electronic means in accordance with the Act.

4.8 Dues. Annual dues for Members shall be an amount set annually by the Board, and shall be due by November 1 of each year. Student Member dues will be equal to one-half of the Active Member dues.

4.9 Assessments. The Board may levy special assessments equally on all Members for special or emergency purposes as the Board determines necessary.

4.10 Good Standing. To maintain good standing in the Association, a Member must not be more than sixty (60) days in arrears in payment of any Membership dues or assessments, unless circumstances warrant an exemption by the Board.

4.11 Arrearage and Withdrawal. A Member in arrears of dues or assessments for over sixty (60) days who otherwise is entitled to vote on matters brought before the Membership shall not have a vote until the arrearage is paid in full, and if a Member is in arrears for more than ninety (90) days, the Member shall be considered to have withdrawn his or her membership from the Association without any action by the Board. A member who has withdrawn membership may be reinstated only when all arrearages have been paid.

4.12 Expulsion for Cause. By a 2/3rd vote of the current Board Members, the Board may expel any Member from the Association for cause [and will notify the member of its decision]. The former member may then request an appeal of the Board's decision in writing addressed to the attention of the President within 30 days of Board's decision. Such appeal should include any additional supportive documentation which the former member wants to present to support their case for reinstatement as a member in good standing. Within 30 days of receiving such appeal, the board will review the appeal and make a decision on the appeal. If 2/3rds of the Board members vote to uphold their previous decision then such action will be final and the former member will be notified. In the absence of receiving a 2/3rds vote, the member will be reinstated as a member in good standing and will be notified in writing of the Board's decision. If a member is expelled from the Association, dues are not refundable to the member.

ARTICLE V BOARD MEMBERS AND BOARD MEETINGS

5.1 Board. The Board shall be elected by the Voting Members at the annual meeting. The Board shall consist of nine (9) Active or Affiliate Members as Directors, including those directors serving as the President, President-Elect and the Immediate Past President, (each a "Board Member" and collectively, the "Board Members"). No more than two (2) Members of the Board may be Affiliate Members

Six of the Directors identified above will be comprised of 2 Directors from each of 3 geographic regions of the State of North Carolina (Eastern, Piedmont and Western). The counties included in each geographic region will be determined by the Board of Directors prior to the Annual Meeting no more than annually during the Association's Fiscal Year, but at least once every three years. The President, President-Elect and Immediate Past President will comprise the three remaining members of the board.

The number of Board Members shall be reviewed from time to time and may be adjusted by the Board in order to accurately represent the membership. Notwithstanding the limitation contained in the foregoing provisions of this paragraph, any person elected to serve as President-elect of the Board shall serve as a Board member during the period in which they shall hold their position with all the rights, privileges, duties and responsibilities of such board member.

5.2. Nomination and Election of Board Members; Term By July 1st of each year, the President will call for nominations from the Active and Affiliate members from any of the State Regions that has an expiring term. In addition if the member has not completed their term and is nominated to serve as President-Elect, nominations will be solicited from the original region from which that member came. The individuals selected for the position of President-Elect will serve a three (3) year term on the board.

In addition, by July 1st of each year, the President will also call for nominations from each State Chapter affiliate for the purpose of selecting a nominee from each region to serve a three (3) year term as Chapter affiliate representative. Nominations may come from any source, but the nominee must be a member in good standing with a State Chapter Affiliate.

Nominations for all positions will be due by July 20th. Individuals may not serve more than 2 consecutive terms. This excludes the President-Elect, President and Immediate Past President terms. By August 31st of each year, the President shall convene a meeting of the Nominations Committee (a subcommittee of the Governance Committee) which will consist of the President, President-Elect, and 5 Immediate Past Presidents charged with the responsibility of nominating a slate of Board Directors for the upcoming term. The Nominating Committee is charged with the responsibility of nominating a slate of Board Directors for the upcoming term from the nominations received. A majority of those 7 individuals present shall constitute a quorum for this purpose. The President or their designee will present the recommendations of the Nomination Committee at the annual meeting of the Membership. Nominations will then be received from the floor. The Board of Directors shall be elected by majority vote of the Voting Members participating in a meeting at which a quorum is present. Persons so elected to the Board shall become Board Members commencing November 1. In the event of vacancies on the Board of Directors between elections, the Board of Directors may fill vacancies at any regular meeting or special meeting of the Board of Directors. Such elected Directors of the Board will be presented for ratification by Member vote at the next annual meeting.

5.3 Resignation of Board Members. A Board Member may resign at any time by delivering written notice to the Board, it's presiding officer, the President, or the Vice President/Secretary. A resignation is effective when the notice is received unless the notice specifies a later date. If the resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

5.4 Removal of Board Members. Any Board Member elected by the Voting Members may be removed from office, with or without cause, by the Voting Members of the Association if the number of votes cast to remove the Board Member would be sufficient to elect the Board Member. A Board member elected by the Members may be removed by the Members only at a meeting called for the purpose of removing the Board Member and the meeting notice states that the purpose, or one of the purposes, of the meeting is the removal of the Board Member. A Board Member elected by the Board to fill the vacancy of a Board Member elected by the Members may be removed without cause by the Members, but not by the Board.

5.5 Duties. The direction and administration of the affairs of the Association shall be vested in the Board.

5.6 Annual and Regular Meetings. The Board shall hold regular meetings at least four times per year. The annual meeting of the Board shall be held in the Association's fourth quarter of each year. At the annual meeting, the Board shall approve the budget of the Association, appoint Officers, and transact any other business coming before it. All meetings

other than the annual meeting of the Board shall be at such times and places as may be designated by the President or a majority of the Board. The minutes of all meetings of the Board shall be recorded by the Vice President/Secretary. Any Board Member who misses two (2) or more meetings of the Board per year, may be replaced as a Board Member and Officer, as applicable, by the election of a new Board Member and Officer, as applicable, by the remaining Board Members.

5.7 Special Meetings. Special meetings of the Board may be called for any lawful purpose or purposes by the President, the presiding officer of the Board, or at least two-thirds (2/3rds) of the Board Members then in office. The person calling a special meeting shall give, or cause to be given, to each Board Member at his/her business address, or electronic mail ("email") address, notice of the date, time, and place of the meeting by any means of communication acceptable under the Act not less than two (2) days prior thereto. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at the earliest of the following:

(a) when received; (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (d) fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed; or two (2) day(s) after notice is given by email."

Written notice is correctly addressed to a Board Member if addressed to the Board Member's business address or email address shown in the Association's current records. If notice is given by telecopier facsimile transmission, the notice shall be deemed delivered when the facsimile of the notice is transmitted to a telecopier facsimile receipt number designated by the receiving Board Member, if any, so long as such Board Member transmits to the sender an acknowledgment of receipt. The notice of a special meeting shall describe the purpose of such special meeting. Any time or place fixed for a special meeting must permit participation in the meeting by means of telecommunications as authorized below.

5.8 Waiver of Notice of Meetings. Notice of a meeting need not be given to any Board Member who signs a waiver of notice either before or after the meeting. To be effective the waiver shall contain recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. The recitals may, but need not necessarily, include reference to the date and purpose of the meeting and the business transacted thereat. Recital of the proper date of a meeting shall be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional recitals creating a patent ambiguity as to its proper application. The attendance of a Board Member at a Board Member's meeting shall constitute a waiver of notice of that meeting, except where the Board Member upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, these Bylaws, or the Articles, objects to lack of notice and does not thereafter vote or assent to the objected action.

5.9 Action Without Meeting. To the fullest extent permitted by the Act, the Board may take action without a meeting by written consent (including electronic mail) as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by all Board Members and included in the minutes filed with the corporate records reflecting the action taken.

5.10 Quorum. Four (4) Board Members present at any duly called annual, regular, or special meeting of the Board shall constitute a quorum for the transaction of business. Board Members may hold meetings via conference call with no physical location designated as the place of meeting provided that all Board Members and other persons on the conference call can hear

and speak to one another simultaneously and notice of the conference call is given or waived as required in the case of a meeting called for a specific purpose.

5.11 Vote Required for Action. Except as otherwise provided by the Act, these Bylaws or the Articles of Incorporation, the affirmative vote of a majority of the directors in attendance at a meeting in which a quorum is present shall be the act of the Board of Directors.

5.12 Presiding Officer. The President, or in the absence of the President, the President-Elect, shall preside at all meetings of the Board. In the absence of the President and President-Elect, a temporary Chair shall be appointed by the Board.

5.13 Committees. The Board may create, from time to time, such Committees as it sees fit and discharge the same when the need no longer exists. These Committees shall not exercise the authority of the Board. The Board may delegate the responsibility to the President for appointing these Committees; otherwise, the Board shall appoint the members of the Committee. The Chair of each Committee shall appoint the members of the Committee unless the Board or the President has selected the members. The President, President-Elect and Executive Director shall serve as ex-officio members of all Standing and Special Committees. In their ex-officio capacities, only the President and President-Elect shall be voting members.

5.14 Leadership Council. All Board Members, Officers, and Committee Chairs shall constitute the Leadership Council of the Association. Committee Chairs are expected to attend all meeting of the Leadership Council as non-voting participants presenting reports and giving advice.

5.15 Committee Financing. The activities of all Standing and Special Committees shall be financed from the funds of the Association. Requests for funds shall be made by the appropriate Committee Chair and such funding requests as are approved by the Board shall be budgeted.

5.16 Compensation of Board Members. Board Members shall not receive compensation for serving as a Board Member.

ARTICLE VI OFFICERS

6.1 In General. The Officers of this Association shall consist of a President, President-Elect, Vice President/Secretary, and Treasurer. All Officers shall be appointed by the Board to serve at the pleasure of the Board. Except as may otherwise be provided by the Act or in the Articles, any Officer may be removed by the Board at any time, with or without cause by a two-thirds (2/3rds) vote of the current Board Members. Any vacancy, however occurring, in any office may be filled by the Board for the unexpired term. A person may not hold more than one office simultaneously. Each Officer shall exercise the authority and perform the duties as may be set forth in these Bylaws and any additional authority and duties as the Board shall determine from time to time.

6.2 President. The President shall be the principal executive officer subject to the control of the Board and shall, in general supervise all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the Members and of the Board. The President may sign contracts or other instruments, which the Board has authorized to be executed.

6.3 President-Elect. In the absence of the President or in the event of the President's death, disability, or failure to act, the President-Elect shall presume the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

6.4 Vice President/Secretary. The Vice President/Secretary shall presume such duties as from time-to-time may be assigned to him or her by the President or by the Board. Also, the Vice President/Secretary shall keep the minutes of all business transacted at Membership meetings and Board meetings, and see that all notices are duly given to the Membership in accordance with the provisions of these Amended and Restated Bylaws.

6.5 Treasurer. The Treasurer shall be responsible for and oversee the financial administration of the Corporation and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall cause all moneys of the Corporation to be received and disbursed under the authorization of the Board of Directors and shall cause to be kept a full account of all moneys received and paid out and report same to the Board of Directors at their regular meetings. The Treasurer shall cause all funds of the Corporation to be deposited promptly in such depositories as shall be designated by the Board of Directors.

6.6 Nomination and Appointment of Officers. By August 31st of each year, the President shall convene a meeting of the Nominating Committee (Immediate 5 Past Presidents, President, and President-Elect). The Nominating Committee is charged with the responsibility of nominating a slate of Officers for the upcoming term from the nominations received. A majority of those 7 individuals present shall constitute a quorum for this purpose. The President or their designee will present the recommendations of the Nominating Committee at the annual meeting of the Board of Directors. Officers shall be elected by majority vote of the Directors participating in a meeting at which a quorum is present. Persons so elected shall become Officers commencing November 1.

6.7 At the annual meeting, the Board shall appoint from the slate of recommended nominees the President, President-Elect, Vice President/Secretary and Treasurer to take office commencing November 1.

6.8 Terms of Office. Each officer shall serve a one year term of office until the next annual meeting of the Board. Each Officer may serve no more than two (2) consecutive one year terms in the same office. At the end of the President's term, the President-Elect whose term also is expiring shall become the President. The Board shall appoint any Active or Affiliate Member in good standing to fill any vacant office occurring through resignation or otherwise for the unexpired portion of the term. The Officers shall be elected annually and shall assume office November 1.

6.8 Bonding of Officers. All officers of the Association authorized by the Board to handle funds shall be, at the Board's discretion, either (a) bonded, the premium for which, shall be paid for by the Association, or (b) covered by E&O and/or Employee Dishonesty insurance as applicable. Bonded or insured officers, or other bonded or insured individuals designated by the Board, as applicable, shall be the only persons authorized to sign checks or bind the Association as to monetary obligations. The E&O or bonding required will be paid by the Association for coverage of officers or directors. Other individuals are required to present a certificate of insurance upon request by the Board.

ARTICLE VII DISSOLUTION

7.1 Dissolution. Upon dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, including liquidation expenses, any remaining assets shall be distributed to one or more organizations that are exempt from Federal income tax under Section 501(c)(6) of the Code and which qualify as organizations contributions to which are deductible under Section 170(c)(2) and Section 2055(a) of the Code, to be used exclusively for charitable purposes.

ARTICLE VIII INDEMNIFICATION

8.1 Scope. The Association shall indemnify, defend and hold harmless the Association's Officers, Board Members, and Committee members to the fullest extent permitted by, and in accordance with the Act. This plan of indemnification shall constitute a binding agreement of the Association for the benefit of the Officers, Committee members, and Board Members as consideration for their services to the Association, and may be modified or terminated by the Board only prospectively. Such right of indemnification shall not be exclusive of any other right which such Board Members, Officers, Committee members, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under the Articles, these Amended and Restated Bylaws, and any agreement, vote of Members, insurance, provision of law, or otherwise, as well as their rights under this Article VIII.

8.2 Indemnification Plan. Any person who at any time serves or has served as a director, officer, employee or agent of the Corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money, decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the matter in which the claimant for indemnity acted and of the reasonable amount of indemnity due to the claimant.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this bylaw.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and in consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representative of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

8.3 Insurance. The Board of Directors shall provide for liability, directors and officers, and other forms of insurance which in its discretion is necessary and prudent for the

protection of the assets of the Corporation and the directors, officers and other agents of the Corporation. In addition to the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE IX GENERAL PROVISIONS

9.1 Seal. The corporate seal of the Association shall consist of two (2) concentric circles between which is the name of the Association and in the center of which is inscribed "SEAL"; and such seal, as impressed or affixed on the margin herein, is hereby adopted as the corporate seal of the Association.

9.2 Fiscal Year. The fiscal year for the Association shall commence on November 1 and end on October 31 of the following year unless otherwise specified by a vote of 2/3rds of the Board Members. Definitions. Unless the context otherwise requires, terms used in these Amended and Restated Bylaws have the meanings assigned to them in the Act to the extent defined therein.

9.3 Gender. As used herein unless context requires another construction, the masculine gender shall include the feminine, the neuter gender shall include both the masculine and feminine genders, and the singular tense shall include the plural tense and vice versa.

9.4 Amendments to Bylaws. The Bylaws may be amended from time to time by the affirmative vote of two-thirds (2/3rds) of the Board Members then in office, at a meeting of the Board called for the purpose of considering an amendment to the Bylaws. Should any Bylaw change adopted by the Board be found to be contrary to the wishes of the Members, at the next regularly scheduled meeting of Members following the action of the Board, the Voting Members may rescind the action of the Board by a simple majority vote of the Voting Members participating at the meeting at which a quorum is present. Amendments to the Bylaws of the Association may be submitted by any Voting Member at a meeting and may be adopted by a majority vote of the Voting Members present. Any notice of a meeting of Members at which Bylaws are to be adopted, amended, or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of Bylaws and contain or be accompanied by a copy or summary of the proposal.

The foregoing are certified to be the true and complete Amended and Restated Bylaws of the Association as adopted by Board as of November 1, 2002. Revisions have been made as follows: May 13, 2005, September 16, 2005 and September 15, 2009.