

MARYLAND MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.

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ARTICLE I MEMBERS

Section 1. Reserved Powers

The following powers are reserved to the members and may be exercised only as provided by these Bylaws:

- (a) Changing the mission, purpose, philosophy, or objectives of the Corporation for which it was and is formed and exists; or changing the general structure of the Corporation as a voluntary, nonprofit corporation organized and operated for charitable purposes and recognized by the Internal Revenue Service as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986 as amended from time to time.
- (b) Amending the Charter of the Corporation.
- (c) Amending the Bylaws of the Corporation.
- (d) Dissolving or liquidating the Corporation.
- (e) Consolidating or merging the Corporation with another corporation, or transferring all, or substantially all, of its assets.

Any matter requiring the exercise of a reserved power shall be submitted to the members at a special meeting called for that purpose. The affirmative vote of not less than twenty-five percent of the members eligible to vote shall constitute the action of the Corporation. Each member shall be entitled to one (1) vote on the matter before the membership. Voting by proxy shall be permitted.

Section 2. Categories of Members

There shall be four categories of members as follows:

- (a) Medical Practice. Any individual who is employed by, or an owner of, an entity providing health care services (a "health care provider") including, by way of example only, a physician practice, a physician practice affiliated with an accredited medical school or graduate medical education program, a federally qualified health center or other community health center providing physician and/or other health care services or an ambulatory surgery center, diagnostic imaging center, home health agency or similar provider.
- (b) Business Associate. Any individual who is employed by, or an owner of, any entity providing goods or support services to a health care provider such as, by way of example only, accounting, billing, consulting, clinical practice plan, management services organization or information technology services.
- (c) Faculty. Any individual with a full-time academic appointment at an accredited institution of higher learning including, by way of example only, community colleges, universities, technical colleges, postgraduate or fellowship programs.
- (d) Student. Any individual enrolled full time as a student in a degree program at an accredited institution of higher learning including, by way of example only, community colleges, universities, technical colleges, postgraduate or fellowship programs.

Section 3. Rights of Members

Members shall have the following rights:

- (a) Medical Practice, Business Associate and Faculty Members
 - (1) To vote on any matter that comes before the membership.
 - (2) To serve as a Director or Officer.
 - (3) To serve as a member or officer of any standing, ad hoc or other committee.

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- (b) Student Members may not vote on any matter that comes before the membership or serve as a Directors, officers or members of any standing, ad hoc or other committee provided the chair of a standing, ad hoc or other committee may appoint a Student member to serve as a non-voting member of that committee.

Section 4. Membership; Dues

Applications for membership and renewal of membership shall be submitted and processed in accordance with procedures established by the Corporation. No membership shall be effective prior to payment of the annual dues then in effect.

Section 5. Meetings; Notice

- (a) Annual Meeting. The annual meeting of the membership shall be held on a date and at a time and place determined by the Board of Directors.
- (b) Special Meetings. Special meetings of the membership may be called by the President, the Board of Directors or by any fifteen Medical Practice and Business Associate members and will be held at a time and place determined by those calling the meeting. No business shall be conducted at a special meeting other than that stated in the notice of the meeting.
- (c) Notice; Waiver of Notice
- (1) Notice of the annual meeting will be given in writing or electronically no later than thirty days before the day set for the meeting.
 - (2) Notice of a special meeting will be given in writing mailed postage prepaid no later than the tenth day before the day set for the meeting and addressed to the member's last known post office address according to the records of the Corporation; or by facsimile or electronic mail no later than the fifth day before the day set for the meeting. The notice will specifically identify the business to be conducted at the special meeting.
 - (3) Attendance at any meeting of the membership will be deemed a waiver of notice otherwise required.

Section 6. Quorum

Ten percent of the then current members eligible to vote shall constitute a quorum for the transaction of business at a meeting of the members.

Section 7. Voting

- (a) Requirements. Except as otherwise provided in the Charter or these Bylaws, the action of a majority of the members present at a meeting at which a quorum is present at the time of the action shall be the action of the membership.
- (b) Proxies. Each member shall be entitled to one (1) vote on any matter before the membership. Except as otherwise permitted by these Bylaws, voting by proxy shall not be permitted.

Section 8. Minutes

Minutes of meetings of the membership and a full account of its transactions shall be kept.

Section 9. Place of Meeting

Annual and special meetings of the membership may be held within or without the State of Maryland.

Section 10. Telephone, Video Conference

Members of the Corporation may participate in a meeting of the membership by means of a conference telephone, video conference or similar communications equipment. The persons participating in the meeting

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should be able to hear each other at the same time. Participation by telephone, video conference or similar means shall constitute presence in person at the meeting.

ARTICLE II BOARD OF DIRECTORS

Section 1. General Powers

The business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

Section 2. Composition; Election; Tenure; Number

- (a) Composition. The Board shall consist of the following:
- (i) Five Private Practice Directors - elected from among Medical Practice members affiliated with private practices including federally qualified and other non-academic community health centers that are not affiliated with a governmental program (other than as a participating provider) or with a medical school or graduate medical education program.
 - (ii) Four Academic/Integrated Delivery System Directors - elected from among Medical Practice members from practices which are affiliated with a governmental program (other than as a participating provider), medical school, or graduate medical education program.
 - (iii) Three Business Associate/Faculty Directors – elected from among the Business Associate and Faculty members

The Immediate Past President shall automatically serve as a Director and be counted as a Private Practice, Academic or Business Associate/Faculty Director, as appropriate.

- (b) Election. The Directors, other than the Immediate Past President, shall be elected by the members of the Corporation, on recommendation of the Nominating Committee, at the regularly scheduled Annual Meeting each year as follows:
- (1) Private Practice Directors – two shall be elected each year provided that one shall be elected each third year.
 - (2) Academic Practice Directors - one shall be elected each year provided that two shall be elected each third year.
 - (3) Business Associate and/or Faculty Directors - one shall be elected each year.
- (c) Tenure. Each Director shall hold office for a term of three years (which term shall commence as of January 1st of the year following the year in which that Director is elected) or until his/her successor shall have been elected and qualify. No Director shall be elected to serve more than two consecutive terms. A Director who has served two consecutive terms shall become eligible for election to the Board following a one-year absence.
- (d) Number. The number of Directors may, by vote of a majority of the entire Board, be decreased to not less than nine or increased to a number not exceeding fifteen. .

Section 3. Qualifications

Only those individuals who satisfy the following criteria may be considered for election as a member of the Board of Directors:

- (a) A member of the Corporation in good standing for not less than three years.
- (b) Prior service for at least one year on at least one standing, ad hoc or other committee.

Section 4. Annual and Regular Meetings

The annual meeting of the Board of Directors shall be held during the month of December each year on a date and at a time and place to be determined by the President. The Board of Directors shall hold regular quarterly

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meetings on the third Tuesday of each January, April, July and October or at such other times as deemed necessary by the Board of Directors.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by the President or any two Directors. No business shall be conducted at a special meeting other than that stated in the notice of the meeting.

Section 6. Minutes

The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

Section 7. Place of Meeting

The Board of Directors may hold its annual, regular and special meetings at such places within or without the State of Maryland as it may from time to time determine. In the absence of such determination, meetings of the Board of Directors shall be held at the principal business office of the Corporation.

Section 8. Notice

Notice of the place, day and hour of every regular and special meeting shall be given to each Director as follows:

- (a) Notice of Annual and Regular Meetings. No notice need be given any Director of the annual meeting or of any regular scheduled monthly meeting.
- (b) Notice of Special Meetings
 - (1) By notice in writing mailed postage prepaid not later than the fifth day before the day set for the meeting and addressed to the Director's last known post office address according to the records of the Corporation; or
 - (2) By facsimile, telephonic communication, electronic mail, or by notice in writing delivered personally or left at the Director's residence or usual place of business not later than the second day before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any Director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

Section 9. Quorum

A majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business at a Board meeting.

Section 10. Voting

- (a) Requirements. Except as otherwise provided in the Charter or these Bylaws, the action of a majority of the Directors present at a meeting at which a quorum is present at the time of the action shall be the action of the Board of Directors.
- (b) Extraordinary Actions. An extraordinary action is any of the following:
 - (1) Acquiring or disposing of a significant corporate asset, or eliminating or adding a line of business.
 - (2) Removing a Director or any elected Officer for cause.
 - (3) Creating or eliminating a standing committee of the Board.
 - (4) Delegating to a standing committee any authority of the Board to act on behalf of the Board.

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- (5) Hiring or terminating a Chief Executive Officer or engaging or terminating a management company to manage the day-to-day business of the Corporation.

Approval of not less than a majority of all of the members of the Board then in office and eligible to vote on the issue presented is required for approval of any extraordinary action.

- (c) Proxies. Each Director shall be entitled to one (1) vote on any matter before the Board. Voting by proxy shall not be permitted.

Section 11. Resignation; Removal for Cause

- (a) Resignation. A Director may resign at any time by giving written notice to the President, which resignation shall be effective as of the date specified in the notice or, if no date is specified, as of the date the notice is received.
- (b) Removal for Cause. The Board may remove any Director for cause at a special meeting called for that purpose at which a quorum is present by a vote of a majority of all the Directors then serving provided that the Director who is the subject of the vote shall not be counted for purposes of determining whether there is a quorum or be permitted to vote.

Section 12. Vacancies

Any vacancy occurring in the Board of Directors for any reason may be filled by the Board of Directors at any regular or special meeting of the Board. A Director selected to fill a vacancy shall be from the same class of member as, and elected for the unexpired term of, the predecessor in office.

Section 13. Compensation

Directors shall receive no compensation for their services as such but may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

Section 14. Informal Action by Directors

Any action of the Directors may be taken without a meeting if consent in writing setting forth the action taken is signed by all Directors eligible to vote on the matter and is filed with the minutes of the Corporation.

Section 15. Telephone, Video Conference

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone, video conference or similar communications equipment. The persons participating in the meeting should be able to hear each other at the same time. Participation by telephone, video conference or similar means shall constitute presence in person at the meeting.

ARTICLE III **OFFICERS**

Section 1. In General

- (a) Officers. The officers of the Corporation shall be the President who shall serve as Chair of the Board, the Vice President for Educational Planning who shall serve as Vice Chair of the Board, the Vice President for Finance and Business Development, the Secretary, the Treasurer and the Immediate Past President.
- (b) Qualifications.

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- (1) All officers but the Immediate Past President shall be elected from among the Directors and all shall have served not less than one year as a Director prior to election as an officer.
- (2) The candidate for Vice President for Educational Planning shall have served not less than one year (as a member or Director) on the Educational Planning Committee.
- (3) The candidates for Vice President for Finance and Business Planning and for Treasurer shall have served not less than one year (as a member or a Director) on the Finance and Business Development Committee.

Section 2. Election of Officers: Tenure

- (a) **Election.** The directors shall elect the officers (other than the Immediate Past President) at the annual Board of Directors meeting.
- (b) **Term of Office.** Each officer shall hold office for a term of two years (which term shall commence as of January 1st of the year following the year in which that officer is elected) or until his/her successor shall have been elected and qualify. An elected officer may not serve more than two consecutive terms in the same office, except the Treasurer who may only serve one term. An officer who has served the allowable term in the same office shall become eligible for election to that office after one year out of said office

Section 3. President and Chair of the Board

The Chair, when present, shall preside at all meetings of the Board of Directors and the membership. The Chair shall have general management and direction of the activities of the Board and all powers ordinarily exercised by the chair or president of a board of trustees.

Section 4. Vice President for Educational Planning (Vice Chair)

In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have and may exercise all the powers of the Chair. The First Vice Chair shall chair the Educational Planning Committee and shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 5. Vice President for Finance and Business Development

In the absence of the Chair and the Vice Chair and/or his/her/their inability or refusal to act, the Vice President for Finance and Business Development shall perform the duties of the Chair, and when so acting, shall have and may exercise all the powers of the Chair. The Vice President for Finance and Business Development shall chair the Finance and Business Development Committee and shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 6. Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and membership, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 7. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of which shall be borne by the Corporation. In general, the Treasurer shall perform the duties incident to the office of treasurer, shall serve as a member of the Finance and Business Development Committee and perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

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Section 8. Assistant Officers

If deemed advisable by the Board, the Board may appoint one or more additional Vice Presidents from among the Directors and one or more Assistant Secretaries and/or Assistant Treasurers who need not be members of the Board, which assistant officers shall have such authority and perform such duties as the Board of Directors may prescribe. The Board of Directors may from time to time appoint such other agents and employees with such powers and duties as the Board may deem proper.

Section 9. Resignation; Removal for Cause

- (a) **Resignation.** An officer may resign at any time by giving written notice to the Chair of the Board, which resignation shall be effective as of the date specified in the notice or, if no date is specified, as of the date the notice is received.
- (b) **Removal for Cause.** The Board may remove any officer for cause at a special meeting called for that purpose at which a quorum is present by a vote of a majority of all the Directors then serving provided that the officer who is the subject of the vote shall not be counted for purposes of determining whether there is a quorum or be permitted to vote.

Section 10. Vacancies

Any vacancy in any office occurring for any reason may be filled by the Board of Directors at any regular or special meeting of the Board. An officer elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 11. Compensation

No officers shall receive any compensation for their services as such but may be allowed reimbursement for their expense, actually and reasonably incurred on behalf of the Corporation.

ARTICLE IV COMMITTEES

Section 1. Standing Committees of the Board

- (a) **Standing Committees.** The Board of Directors shall have the following standing committees: Executive, Educational Planning, Finance and Business Development, Professional Development, Communications and External Relations, Nominating and Bylaws. Standing Committees shall have such duties and powers as may be prescribed in these Bylaws with such other duties and powers as may be delegated to them from time to time by action of the Board.
- (b) **Committee Members.** Except as otherwise provided by the Charter, the Bylaws or a resolution of the Board creating a committee, the Chair of the Board shall appoint members of each committee.
- (c) **Board Liaison.** The President shall appoint a Director to serve as liaison and Board representative to each committee.
- (d) **Reports.** Standing committees shall report their recommendations to the Board, which actions shall be subject to the Board's approval unless specific duties are delegated with power to act in these Bylaws or in a Board resolution as provided in (e) below.
- (e) **Authority.** Only the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent provided by these Bylaws or by resolution adopted by a majority of the entire Board of Directors, except that the Executive Committee shall not have any authority to amend, alter, or repeal the Bylaws, to elect, appoint or remove any Director or officer of the Corporation, to approve any charter document required to

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be filed with the State Department of Assessments and Taxation of Maryland, or to take any extraordinary action (as such term is defined in these Bylaws).

- (f) Subcommittees. Each standing committee may create those subcommittees it deems necessary or appropriate with that membership and those responsibilities established by resolution of the Executive Committee. Subcommittees shall be advisory only and shall make recommendations to the appropriate standing committee for consideration.

Section 2. Executive Committee of the Board

The Executive Committee has the authority to exercise the power of the Board between Board meetings in accordance with these Bylaws. The Executive Committee shall consist of the Chair and Vice Chair of the Board, Vice President for Finance and Business Development, Secretary, Treasurer and Immediate Past President. The Executive Committee shall meet once during each period between two consecutive quarterly meeting of the Board or more often as determined by the Chair of the committee. The Chair of the Board shall chair the Executive Committee.

Section 3. Educational Planning Committee

The Educational Planning Committee shall consist of not less than six members one of whom shall be the Vice President for Educational Planning who shall serve as Chair of the committee. The remainder of the committee shall be comprised of members or Directors of the Corporation. The committee shall meet quarterly or more often as determined by the Chair of the committee and shall be responsible for developing, implementing and evaluating educational programs offered by the Corporation in accordance with policies and procedures adopted by the Board.

Section 4. Finance and Business Development Committee

The Finance and Business Development Committee shall consist of not less than six members one of whom shall be the Vice President for Finance and Business Development who shall serve as chair of the Committee, the Treasurer, two additional Directors and two members of the Corporation who are not presently serving as Directors. The committee will meet quarterly or more often as determined by the Chair of the committee and shall be responsible for developing the annual budget, financial policies, procedures and internal controls for consideration and action by the Board. The Finance and Business Development Committee shall also be responsible for making recommendations to the Board for programs related to corporate sponsorships, marketing, membership and strategic planning.

Section 5. Professional Development Committee

The Professional Development Committee shall consist of not less than six members one of whom shall be the ACMPE Representative who shall serve as Chair of the committee. The remainder of the committee shall be comprised of members or Directors of the Corporation. The committee shall meet quarterly or more often as determined by the Chair of the committee and shall be responsible for the Corporation's relationships with the ACMPE and for recommending programs related to competency-based training and scholarship to the Board.

Section 6. Communications and External Relations Committee.

The Communications and External Relations Committee shall consist of not less than six members or Directors of the Corporation. The committee shall meet quarterly or more often as determined by the Chair of the committee and shall be responsible for governmental and Medicare Carrier relationships and member communications.

Section 7. Nominating Committee

The Nominating Committee shall consist of three members one of whom shall be the Immediate Past President who shall serve as Chair. The remainder of the committee shall consist of members or Directors of the Corporation. The Nominating Committee shall oversee the nominating process for prospective Directors and officers and recommend to the membership individuals for election as Directors. The Nominating Committee

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shall meet in August of each year, or more often as the Chair of the committee deems necessary, to develop a slate of nominees for consideration by the membership for election as Directors at the annual meeting.

Section 8. **Bylaws Committee**

The Chair of the Board shall appoint the Bylaws Committee consisting of three Directors, one of whom shall be appointed to serve as Chair, and one member of the Corporation not presently serving as a Director no less often than every three years. The Bylaws Committee shall review the Bylaws and make recommendations to the Board for revisions, if any, the Committee deems appropriate. The Bylaws Committee shall serve until the review is completed and proposed revisions, if any, have been approved by the members in accordance with these Bylaws.

Section 9. **Additional Committees**

- (a) **Standing Board Committees.** The Board, by resolution adopted by a majority of its members then in office, may create one or more additional standing Board committees or ad hoc committees. The resolution creating any such additional Board committee shall designate the members of the Board who shall serve thereon, the Chair of the committee who shall be a Board member, any non-Director members and whether such members shall be voting or non-voting members; the functions the committee shall discharge; and the authority of the Board, if any, which the committee shall have.
- (b) **Ad Hoc Committees.** The Board, by resolution adopted by a majority of its members present at a meeting at which there is a quorum may create one or more ad hoc committees to discharge those functions established by the resolution, which resolution shall establish the composition of the committee and how its members, including the chair of the ad hoc committee (who need not be a Director) are to be appointed. Ad hoc committees are advisory only.

Section 10. **Term of Office**

Each member of every committee shall continue in office at the pleasure of the Board of Directors.

Section 11. **Chair**

Unless otherwise specified in these Bylaws, one member of each committee shall be appointed chair, either directly by the Chair of the Board or in such other manner as the Board of Directors may prescribe.

Section 12. **Quorum; Voting**

- (a) **Standing Committee.** Unless otherwise provided in these Bylaws or the resolution of the Board of Directors designating a standing committee, a majority of the committee members shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of that committee.
- (b) **Ad Hoc Committee.** Unless otherwise provided in these Bylaws or the resolution of the Board of Directors designating an ad hoc committee, a majority of the members of the committee shall constitute a quorum and the act of a majority of the members of an ad hoc committee present at a meeting at which a quorum is present shall be the act of that committee.

Section 13. **Rules**

Each committee may adopt rules for its own governance not inconsistent with the Charter, Bylaws, rules adopted by the Board of Directors, or any applicable federal or state law.

ARTICLE V **CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

Section 1. **Contracts**

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The Board of Directors must expressly authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VI **CONFLICTS OF INTEREST**

Section 1. Definitions

- (a) "Conflict of Interest" means any relationship, including any financial relationship, between an Affected Person and an individual or entity with which the Corporation has or is negotiating a transaction or arrangement or that provides services also provided by the Corporation.
- (b) "Affected Person" means a Director, an Officer, a member of a Board committee the manager, Executive Director or other person engaged by the Board to be responsible for the day-to-day operations of the Corporation, if any ("manager"), or a member of the immediate family of any Director, officer, member of any Board committee or manager.

Section 2. Duty to Disclose; Evaluation

An Affected Person with an actual or perceived Conflict of Interest shall disclose the possible conflict. If a Director or officer believes an Affected Person may have, but has not disclosed, an actual or perceived Conflict of Interest, the Director or officer shall disclose the possible conflict. Possible Conflicts of Interest shall be evaluated and documented in accordance with policies and procedures adopted by the Board.

ARTICLE VII **SUNDRY PROVISIONS**

Section 1. Fiscal Year

The fiscal year of the Corporation shall be January 1st through December 31st unless some other fiscal year is specified by resolution of the Board of Directors.

Section 2. Seal

The seal of the Corporation shall be circular in form with the name of the Corporation inscribed around the outer edge, and in the center shall be inscribed the word "Maryland" and the year of incorporation. In lieu of affixing the

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corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the authorized officer of the Corporation.

Section 3. Indemnification

To the fullest extent that limitations on the liability of Directors and officers are permitted by the Maryland General Corporation Law, no Director or officer of the Corporation shall have any liability to the Corporation for damages. This limitation on liability applies to events occurring at the time a person serves as a Director or officer of the Corporation whether or not such person is a Director or officer at the time of any proceeding in which liability is asserted. The Corporation shall indemnify and advance expenses to its currently acting and its former Directors to the fullest extent permitted by the Maryland General Corporation Law. The Corporation shall indemnify and advance expenses to its officers to the same extent as its Directors and may do so to such further extent as is consistent with law. The Board of Directors may by resolution or agreement make further provision for indemnification of Directors, officers, employees and agents to the fullest extent permitted by the Maryland General Corporation Law. References to the Maryland General Corporation Law in this article are to that law as from time to time amended. No amendment to the Charter of the Corporation shall affect any right of any person under this Article based on any event, omission or proceeding prior to the amendment.

Section 4. Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the membership in accordance with these Bylaws at a special meeting of the membership called for that purpose.

Section 5. Board Policies and Procedures

The Board, by resolution, may adopt from time to time policies and procedures establishing operating principles by which the Board shall be governed provided no such policy or procedure is inconsistent with these Bylaws.

Adopted: August 20, 1999

Revised and Restated: January 1, 2008

Revised and Restated: November 1, 2009