

**BYLAWS OF
KENTUCKY VOICES FOR HEALTH, INC.**

**ARTICLE I
OFFICES, PURPOSE AND POWERS**

1.1 COALITION OVERVIEW. Kentucky Voices for Health, Inc. (the “**Organization**”) is a Kentucky non-profit corporation formed to create and unite a coalition of organizations and individuals in order to advance the purposes set forth below. While the Organization will conduct the activities set out below in Section 1.2, its success ultimately will be dependent upon the participation of its constituents, including its Members (as defined below), and that participation in turn will require that those constituents possess a strong voice in the direction and activities of the Organization. Accordingly, while the Organization will be governed by the Board of Directors, the Board of Directors expects to develop the Organization’s policies and procedures through the continuous input of the coalition participants.

1.2 PURPOSES AND POWERS. The Organization shall have such purposes as are now or may hereafter be set forth in the Organization’s Articles of Incorporation and shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be set forth in the Organization’s Articles of Incorporation. Without limiting the foregoing, the purposes of the Organization shall include the following:

- (A) To sponsor or participate in activities designed to address the health care needs and to improve the health of all Kentuckians by developing and influencing health policy, promoting access to high quality, affordable health care, and making prevention a priority, all in a manner consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986.
- (B) To gather, evaluate and disseminate information regarding the delivery of health care to Kentuckians, with a focus on their health care needs, and to make recommendations and influence policy with respect to such needs.
- (C) To hold forums and educational events, and to publish periodicals, policy briefs, newsletters and articles regarding health care in the Commonwealth of Kentucky.
- (D) To conduct such other activities and programs as are consistent with the Organization’s purposes as set out in the Articles of Incorporation.

Notwithstanding anything else contained herein to the contrary, the purposes and powers of the Organization are limited by the Organization’s Articles of Incorporation.

1.3 OFFICES. The principal office, the registered office and the registered agent of the Organization shall be as specified in the Organization’s Articles of Incorporation filed with the Kentucky Secretary of State, but may be changed from time to time by action of the Board of Directors. The Organization may have such other offices, within the Commonwealth of Kentucky, as the business of the Organization may require from time to time.

ARTICLE II MEMBERS

2.1 QUALIFICATIONS. Membership in the Organization shall be as set forth below and shall generally be open to organizations and individuals who support the purposes and objectives of the Organization, as stated in its Articles of Incorporation (each shall be referred to as a “**Member**” and, collectively, as the “**Members**”).

2.2 ADMISSION. In order to be eligible for admission to membership in the Organization, prospective members must meet the qualification requirements described in Section 2.1 and otherwise established by the Board from time to time. Eligible applicants for admission to membership in the Organization will become Members pursuant to procedures established by the Organization from time to time, and their identity and category of membership shall be maintained on the books and records of the Organization.

2.3 CATEGORIES OF MEMBERS. Initially, there shall be three (3) categories of Members. The Board may establish additional categories of membership, with such rights, privileges and obligations as the Board may prescribe, by amendment of these Bylaws. The three categories of Members are as set forth below. If unclear, the Board of Directors shall have the ultimate discretion to determine which category that a Member falls within. Subject to Section 2.9 hereof, becoming and remaining a Member is intended to be an expression of that Member’s support for the general purposes and priorities of the Organization.

Partners –Members that are (1) governmental or quasi-governmental entities or a distinct part thereof, or (2) organizations, including unincorporated associations, that are formed or operate on a non-profit basis. The foregoing Partners shall consist of organizations that have an identifiable commitment to improving the health of the community, including (but not limited to) through advocacy, research and patient care activities. It is expected that the Partners will be the most active category of Member.

Allies – Organizations that are corporations, limited liability companies, professional service corporations or any other type of entity and that do not qualify as Partners shall be Allies.

Individuals – Members who join as individuals shall be referred to as Individual Members.

2.4 VOTING RIGHTS. As stated in Section 1.1 hereof, the Board shall strive to build consensus and coalition among the Board and the Members in order to create a cohesive vision and plan for the Organization. The Organization and the Board of Directors depend upon, and shall seek, ongoing advice of and input from its membership. The Members shall not, however, be entitled to any formal vote with respect to matters that are binding on the Organization except as may be provided in the Organization’s Bylaws. Thus, unless otherwise expressly provided in these Bylaws, the Members shall have no voting rights.

2.5 RESIGNATION, TRANSFER OF MEMBERSHIP; REMOVAL. Any Member may resign at any time, but such resignation shall not give any right to rebate of any dues paid. All resignations shall be made by written notice to the Organization. Membership in the

Organization is not transferable. A Member may be removed by the Board of Directors as a Member of the Organization and his or her membership may be terminated with or without cause.

2.6 MEETINGS OF THE MEMBERS. The membership shall have an annual meeting at such time and such location within Kentucky as shall be designated by the Board. All categories of Members shall be invited to the annual meeting of Members. The Board of Directors may also set such regular meetings of Members at such times and locations as it shall determine. The regular meetings shall generally be meetings of those Members who qualify as Partners, although other categories of Members will be permitted to attend subject to the ultimate discretion of the Board of Directors. Special meetings of any category or all categories of Members may be held at such time and such location as shall be designated by the Board.

2.7 NOTICE. Notice of all meetings (annual, regular, special) shall be given by email (or other electronic means) to the Member's email (or electronic) address as set out on the books and records of the Organization. Meeting notices for meetings of the Members shall be given not less than five (5) days prior to the date of the meeting. The dates of annual and regular meetings shall also be posted on the Organization's website.

2.8 MEMBERSHIP DUES. If and at such time as the Board of Directors determines, it may impose such membership dues, and rules related thereto.

2.9 PUBLIC POLICY POSITIONS. It is expected that the Organization will publicly take or endorse certain policy positions. In some instances, these positions may not be consistent with the separate position of one or more of the Organization's Members. It is acknowledged that, by becoming a Member, such organization or individual does not thereby become bound by or committed to all public policy positions of the Organization, and any Member is free to publicly differ or disagree with any such position. No Member, however, shall speak for or in the name of the Organization on a policy matter that has not been approved and made public by the Organization.

ARTICLE III DIRECTORS

3.1 GENERAL POWERS. The business and affairs of the Organization shall be managed by its Board of the Directors (the "**Board**").

3.2 NUMBER, TENURE AND QUALIFICATIONS. The Board shall initially consist of three (3) members who shall be Sheila Schuster, Marian Taylor and Richard Seckel (each member of the Board is referred to herein as a "**Director**"). At such time as it determines by resolution, the initial Board shall elect four (4) additional members such that, at that time, the Board shall be expanded to seven (7) members (and, until such resolution takes effect, the Board shall consist of three (3) members). The Board may expand membership of the Board to up to fifteen (15) members, as determined by a vote of the Board. Except as necessary to create a Board with staggered terms, Directors shall serve for terms of three (3) years and, after the Board is expanded as provided above, those terms shall be staggered such that approximately one-third of the Board shall come up for re-election each year. At the time that the initial Board expands to a larger Board, the initial Board shall designate the terms of such individuals consistent with the

foregoing. Board members shall be elected by the Board of Directors, and, except in the case of Directors elected to fill vacancies, any such Director's term shall commence immediately after the annual meeting at which such Director is elected, or, if later, at such time as such Director is qualified. Board members shall be elected from the names of one or more candidates submitted by the Nominating Committee (as defined below), but the Board may reject, in its sole discretion, any candidate submitted by the Nominating Committee. In the event of the rejection of the candidate(s) for a particular Board position, the Board shall request the submission of one or more additional candidates until an acceptable candidate is submitted and the vacancy on the Board is filled. Notwithstanding the foregoing, the Board may determine that an existing Board member will serve an additional term (subject to the term limits set out below), and in such case may direct the Nominating Committee not to submit a candidate or may elect not to consider another candidate for that position.

Unless a Director resigns or is removed, each Director shall continue to serve as a Director until the annual meeting at which his or her term expires, or, if later, the election or qualification of his or her successor. Directors shall be residents of the Commonwealth of Kentucky; provided, however, that if a Director is a Kentucky resident when he or she first takes office and, during his or her term ceases to be a resident, that individual shall be allowed to complete his or her term notwithstanding the fact that he or she ceases to be a Kentucky resident. Directors need not be Members. Any Director who serves for two (2) consecutive three-year terms shall not be eligible for election to a subsequent term for a period of one (1) year following the expiration of such Director's second term. Partial terms and terms of less than three (3) years in duration shall not be included in the determination of two (2) consecutive terms for this purpose.

It is intended that the Board reflect the diversity of the citizenship of the Commonwealth of Kentucky, and that it shall include among its membership individuals representing the interests of the medically underserved in Kentucky, and individuals with knowledge, expertise and skills in health care policy, the delivery of health care services, and health care finance. In addition, Directors should have and maintain an interest in and support the Organization's charitable mission, and maintain objectivity and impartiality in their capacity as Directors. The Board shall strive to elect Directors to meet these goals. In addition, one or more Board members shall be drawn from Partner organizations. The precise manner in which the standards set out in this paragraph are satisfied shall, however, ultimately be determined in the reasonable discretion of the Board.

Except where the Board goes in executive session, Members are invited to attend Board meetings. The dates of regular Board meetings will be posted on the Organization's website well in advance of the meeting dates. Due to their nature, special meetings may be posted on shorter notice. Notice of Board meetings to Members is not required in order for the Board meeting to be duly called.

3.3 VACANCIES. Should a vacancy occur on the Board before completion of a term, that position may be filled by a vote of the remaining Board at any meeting of the Board.

3.4 ANNUAL AND QUARTERLY MEETINGS. The Board shall meet quarterly at such time and at such location as determined by the Board, within the Commonwealth of

Kentucky. One of such quarterly meetings shall be designated as the annual meeting of the Board. At such annual meeting, the Board of Directors shall elect Directors to fill expired terms, elect officers of the Board, and may appoint one or more corporate officers, and address any other business that may properly come before the Board. If, for any reason, a meeting of the Board is not held in accordance with Section 3.4, such meeting may be called and held as a special meeting, and the same proceedings may be had as at any quarterly meeting (including the annual meeting), provided, however, that the notice of such meeting shall be the same as herein required for the quarterly meeting.

3.5 SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the Chairperson of the Board or the Executive Director, and shall be called by the Executive Director upon the written request of any two (2) Directors in office. The person or persons authorized to call special meetings of the Board may fix any place, within the Commonwealth of Kentucky, as the place for holding any special meeting of the Board called by them.

3.6 METHOD OF MEETING. Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other form of electronic communication so long as all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

3.7 NOTICE. Notice of each quarterly meeting of the Board shall be given by mail, email, facsimile, not less than ten (10) days prior thereto. Notice of any special meeting of the Board shall be given by mail, email, facsimile, not less than five (5) days prior thereto.

3.8 QUORUM. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

3.9 MANNER OF ACTING. Except as otherwise required in the Articles of Incorporation or these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

3.10 CHAIRPERSON OF THE BOARD. The Chairperson of the Board shall preside at all meetings of the Board and shall have such other duties as are specified in these Bylaws. The Chairperson of the Board shall serve for a one (1) year term and shall be elected by the Board at the annual meeting. The Chairperson of the Board shall be chosen by the Board from those persons serving as Directors during the term during which the Chairperson of the Board is to serve.

3.11 SECRETARY. The Secretary of the Board shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained, and any other duties that may be assigned to him or her by the Board. The Secretary of the Board shall serve for a one (1) year term and shall be elected by the Board at the annual meeting. The Secretary of the Board shall be chosen from those persons serving as Directors during the term during which the Treasurer is in

office, and consequently shall cease to be Secretary if that such individual ceases to be a Board member.

3.12 TREASURER. The Treasurer of the Board shall make a financial report at Board meetings. The Treasurer shall be the ex officio chair of the Finance and Development Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members. The Treasurer of the Board shall serve for a one (1) year term and shall be elected by the Board at the annual meeting. The Treasurer of the Board shall be chosen from those persons serving as Directors during the term during which the Treasurer is to serve, and consequently shall cease to be Treasurer if and at such time that such individual ceases to be a Board member.

3.13 COMPENSATION. No Director shall receive compensation for his or her services as Director; provided, however, that nothing contained herein shall be construed to preclude any Director from serving the Organization in any other capacity and receiving compensation therefor.

3.14 CONFLICTS OF INTEREST. The Board shall establish and shall be subject to a conflicts of interest policy of the Board and the Organization, as the same may be amended from time to time by a vote of the Board.

3.15 INFORMAL ACTION. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote of the Board and shall be deemed to satisfy the meeting notice requirements.

3.16 RESIGNATION. Any Director may resign at any time by giving written notice to the Board.

3.17 REMOVAL. Any Director may be removed as provided in the Organization's Articles of Incorporation.

ARTICLE IV OFFICERS

4.1 OFFICERS. The Board of Directors may appoint or elect officers of the Organization from time to time in accordance with the provisions of this Article IV. The same person may hold multiple offices.

4.2 ELECTION AND TERM OF OFFICE. The officers of the Organization shall be appointed by the Board. Each officer shall hold office for a one (1) year term until the annual meeting and shall continue to serve as an officer until the earlier of the election or qualification of his or her successor or his or her resignation or removal.

4.3 RESIGNATION; REMOVAL. Any officer may resign at any time by giving written notice to the Board. Any officer may be removed with or without cause by a vote of the Board.

4.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term of such office.

ARTICLE V COMMITTEES

5.1 BOARD COMMITTEES. The Organization shall have such Committees as are set out in this Article V. In addition, the Board, by resolution adopted by the majority of Directors in office, may designate one or more committees, each of which shall consist of two or more Directors. These committees, to the extent permitted by law and to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Organization, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or such Director by law. The Board may similarly create committees that are purely advisory in nature, and such committees may include members who are not Board members, subject to the requirement that there be at least two Board members on each committee.

5.2 FINANCE AND DEVELOPMENT COMMITTEE. The Organization shall have a Finance and Development Committee consisting of the Treasurer as an ex officio member and such other Directors as are appointed by the Board. The Finance and Development Committee shall be responsible for the development of the Organization's annual budget (for presentation to and approval by the Board) and recommendations concerning the Organization's finances and fundraising activities. In its discretion, the Board may appoint individuals with special expertise who are not Board members to the Finance and Development Committee, provided that a majority of the members of the Committee shall be Board members. The purpose of the Finance and Development Committee shall be purely advisory and its actions and decisions shall not be binding on the Board or the Organization.

5.3 PARTNERS ADVISORY COMMITTEE. The Organization shall have a Partners Advisory Committee consisting of representatives of the Partner Members and such other individuals as the Board may appoint, including but not limited to Individual Members and consumers; provided, however, that a majority of the members of the Partners Advisory Committee shall consist of representatives of the Partner Members. The Partners Advisory Committee shall advise and make proposals to the Board regarding strategic planning, activities, advocacy priorities, programs and implementation methods utilized by the Organization to further its purposes, as described above. The Partners Advisory Committee shall be purely advisory and its actions and decisions shall not be binding on the Board or the Organization. The Organization, in consultation with the Partner Members, may establish guidelines and procedures for the Partners Advisory Committee. The members of the Partners Advisory Committee shall be appointed by the Board of Directors and shall be in such number as determined by the Board of Directors. In appointing members to this Committee, the Board of Directors shall seek to attain diversity similar to that described in Section 3.2 hereof applicable to the Board of Directors. The Partners Advisory Committee may, in its discretion, invite such other individuals to attend meetings of that Committee as it determines.

5.4 NOMINATING COMMITTEE. The Organization shall have a five-member Nominating Committee consisting of two (2) Directors and three (3) individuals who are not Directors. All five (5) members of the Nominating Committee shall be appointed by the Board. The Nominating Committee shall develop and submit names of candidates for vacant or to-be-vacant positions of the Board in a time and manner so as to conform to the election/appointment process set out in these Bylaws, and shall have such other responsibilities as the Board of Directors may assign to it. The Nominating Committee shall submit up to three (3) nominees for each vacant or to-be-vacant position on the Board. The Organization shall strive to inform all members of the opportunity to suggest names of potential candidates to the Nominating Committee, with such notification provided by way of the Organization's email distribution list, or some other open and public announcement.

5.5 TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Board or, if later, until his or her successor is appointed, unless such member resigns or is removed from such committee by the Board, or unless such member shall cease to qualify as a member thereof.

5.6 VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.7 QUORUM. Unless otherwise provided in a resolution of the Board, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Committee members may participate in and act at any meeting of a committee through the use of a conference telephone or other form of electronic communication so long as all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

5.8 REMOVAL. Any committee member may be removed as a member of a committee by the Board in its sole discretion.

5.9 RULES. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VI EXECUTIVE DIRECTOR

6.1 EXECUTIVE DIRECTOR DUTIES. The Board of Directors may retain an Executive Director of the Organization. Except as may be limited by the Board, the Executive Director shall be responsible for the general administration of the organization's activities. The role of the Executive Director is to facilitate the development and implementation of strategic plans in a cost-effective and time-efficient manner. The Executive Director shall also be responsible for the day-to-day operations of the Organization, and such other duties as may be assigned to him or her from time to time by the Board of Directors.

6.2 ATTENDANCE OF MEETINGS. Unless requested otherwise, the Executive Director shall attend meetings of the Board of Directors, Finance and Development Committee,

and Partners Advisory Committee, but shall not be a member of the Board of Directors or of any of the foregoing committees.

ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS

7.1 CONTRACTS. The Board may authorize any officer or officers, including officers of the Board, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

7.2 LOANS. No loans shall be contracted on behalf of the Organization, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.3 CHECKS, DRAFTS, ORDERS, ETC. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, including officers of the Board, of the Organization and in such manner as shall from time to time be determined by resolution of the Board.

7.4 DEPOSITS. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies, brokerage companies or other depositories as the Board may select.

7.5 CHARITABLE CONTRIBUTIONS. No officer, Director or Member shall make charitable contributions in the name of, from the funds of, or on behalf of the Organization without prior authorization of the Board. Such authority may be general or confined to specific instances.

ARTICLE VIII BOOKS AND RECORDS; REPORTS

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the Members' meetings and of the proceedings of its Board, and shall keep at the principal office a record giving the names and addresses of the Members and Directors. All books and records of the Organization may be inspected by any Member or Director, or his or her agent or attorney, for any proper purpose at any reasonable time and upon reasonable notice to the Organization. The Organization shall provide the Board with and shall make available to the Members periodic reports reflecting the financial condition of the Organization.

ARTICLE IX FISCAL YEAR

The fiscal year of the Organization shall be the calendar year.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provision of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
AMENDMENT OF BYLAWS

These Bylaws may be amended if the following conditions are satisfied: [i] the amendment is approved by the affirmative vote of a majority of the Board of Directors then in office if notice of the proposed amendment is contained in the notice of the meeting to the Board of Directors, and [ii] the amendment is not inconsistent with the Corporation's Articles of Incorporation. Notwithstanding the foregoing, amendments by unanimous written consent need not satisfy meeting notice requirements.

These Bylaws were adopted by the Board of Directors at a meeting held on March 18, 2011.

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