

**Amended and Restated
BYLAWS
of
End-Stage Renal Disease
(ESRD) #12 Network
Coordinating Council, Inc.**

doing business as

**Heartland Kidney
Network**



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BYLAWS OF
END-STAGE RENAL DISEASE (ESRD) #12
NETWORK COORDINATING COUNCIL, INC.
doing business as
HEARTLAND KIDNEY NETWORK**

ARTICLE I

NAME AND OFFICES

- 1.1 Name. The name of the Corporation is End-Stage Renal Disease (ESRD) #12 Network Coordinating Council, Inc., and will do business as Heartland Kidney Network (the "Corporation").
- 1.2 Registered Agent and Office. The initial registered office and the initial registered agent of the Corporation in the state of Missouri shall be as prescribed in the Articles of Incorporation. The initial registered office and the initial registered agent, and any subsequent registered office and registered agent, of the Corporation in Missouri may be changed from time to time by the Executive Committee. The address of the registered office and the name of the registered agent shall be on file in the office of the Secretary of State of Missouri pursuant to applicable provisions of law. If the registered agent is an individual, he or she shall be a Missouri resident.
- 1.3 Corporate Offices. The Corporation may have such corporate offices anywhere within and without the state of Missouri as the Executive Committee from time to time may appoint or the business of the Corporation may require. The principal office of the Corporation may be determined from time to time by the Executive Committee.

ARTICLE II

PURPOSES

- 2.1 The Corporation is an organization required by Federal Statute (P.L. 95-292 and as amended) to implement Section 2991 of the Social Security Amendments of 1972 (P.L. 92-603 as amended) in the states of Iowa, Kansas, Missouri and Nebraska (such states, the "Network"). Section 2991 extends Medicare coverage to individuals who have End Stage Renal Disease ("ESRD") requiring dialysis or transplantation. Under section 1157(b) of the Social Security Act "no organization having a contract with the Secretary under this part and no person who is employed by, and who has a fiduciary relationship with, any such organization or who furnishes professional services to such organization, shall be held by reason of the performance of any duty, function, or activity required or authorized pursuant to this part or to a valid contract entered into under this part, to have violated any criminal laws, or to be civilly liable under any law of the United States or of any State (or political subdivision thereof) provided due care was exercised in the performance of such duty, function, or activity." This section of the Act was made applicable to ESRD network organizations, such as the Corporation, by Public Law 101-239.
- 2.2 The purposes of the Corporation are as listed in the Articles of Incorporation. The Corporation shall execute the provisions of this and subsequent law and applicable federal regulations in order to coordinate optimal medical care for persons with ESRD within the Network. The right of patients to receive quality care within the Network shall be maintained at all times. Notwithstanding the foregoing language, the Corporation will not provide direct medical care or services to any individual.

ARTICLE III

COUNCIL MEMBERSHIP

- 3.1 Council Member Representatives. Membership in the Corporation shall be extended to each ESRD facility that is located in the Network and providing ESRD care to residents within the Network. A facility is defined as a health care unit providing chronic dialysis (defined as having a separate ESRD Medicare provider number) and/or renal transplantation services. Facility Membership is defined as "Council" for the purposes of the Missouri Nonprofit Corporation Act.

Each member may appoint one individual to act as such facility's representative and such representative shall have one vote in membership deliberations. Each individual may only act as the designated facility representative for one facility. Each member may also appoint one individual to act as an alternate to the appointed representative who will have voting rights in the absence of the appointed representative. The representative and alternate representative shall serve until the facility Unit Administrator or Medical Director elects to change representation. Where more than one location provides ESRD service under one provider number, the group shall be considered one facility.

3.2 Additional Representatives. If not included among the representatives, the members may elect additional representatives (with voting rights) and alternates (with voting rights in the absence of the representative for whom the alternate is chosen to replace) to include: a transplant surgeon, a nephrologist, a pediatric nephrologist (or if not available, a pediatrician), a unit administrator of an ESRD facility, a renal dietitian, an ESRD social worker, a nephrology nurse, an ESRD technician, and a minimum of two ESRD patient representatives. In addition, all voting members of the Executive Committee and the MRB (as defined below), shall have a vote in membership deliberations. If an Executive Committee or MRB member is also a representative, he/she shall have only one vote in membership deliberations.

3.3 Liaison Members. Each of the following may be entitled to appoint one liaison representative to attend meetings of the members and as an Ad-Hoc member: Region VII or CMS, HHS; local Kidney Foundations and those organizations responsible for the administration of state kidney disease programs. The President as deemed appropriate, may select other liaison members. Liaison Members shall not be entitled to vote in membership deliberations. Liaison Members may be invited to Annual Council Meetings and asked to participate in an Advisory Role to assist in Network projects to meet the needs of the Corporation.

Removal: Any facility representative or alternative, or liaison member of the Council may be removed for cause by affirmative vote of the majority entitled to vote at a regular or special meeting for that purpose. The vacancy thus created shall be filled by the host facility upon written notice from the Council President.

3.4 Loss of Membership. A facility that no longer fulfills the criteria for eligibility as an ESRD facility as determined by the Department of Health & Human Services shall automatically lose membership in the Corporation.

3.5 Annual Meetings. The annual meetings of the Council shall be held at such time and place as determined by the Executive Committee. The purposes of the annual meeting shall be to confirm the election of individuals to serve on the Executive Committee and the MRB to oversee the policies of the corporation, quality improvement initiatives and facility goals.

3.6 Special Meetings. Special meetings of the members may be called at any time by the Executive Committee or the President at the request of a majority of the representatives with voting rights. Special meetings of the members may be held at such time and place and for such purposes as shall be stated in the notice of the meeting.

3.7 Meeting Notice, Quorum and Voting.

a. Notice. All member meetings shall be announced by mail, email, or notice on the Corporation's website, to all members not less than fourteen (14) nor more than fifty (50) days in advance.

b. Quorum and Voting. Each representative of a member shall be entitled to one vote. Except as otherwise may be provided by law, the Articles of Incorporation, or the Bylaws, member representatives that hold at least 25% of the voting power of the Corporation present at a members' meeting in person shall constitute a quorum. At any meeting at which a quorum is present all issues shall be decided by a simple majority vote (51%) of the member representatives present. The President shall vote only in the event of a tie. If a quorum is not present at any meeting, the member representatives present and entitled to vote shall have the right successively to adjourn the meeting to a specified date not longer than 90 days after such adjournment. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting which was adjourned.

c. Mail and E-mail Voting. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of the members, may be taken without a meeting through consents in mail or e-mail ballots, setting forth the action so taken, are received by member

representatives holding at least 51% of the voting power of the Corporation. Such consents shall have the same force and effect as a vote of the members at a meeting duly held, and the Secretary shall file such consents with the minutes of the meetings of the members. The voting by mail or e-mail shall not be closed until 10 business days after the ballot has been sent.

- d. Parliamentary Authority. The deliberation of the members meetings and all committee meetings shall be governed by the rules contained in the current edition of Robert's Rules of Orders unless they are otherwise specified in the Corporation's Articles of Incorporation, Bylaws or adopted rules.

- 3.8 Membership List. An alphabetical listing by state and provider name of Network Representatives shall be available for inspection at each Annual Meeting or may be requested by a member at any time from the Corporation's office.

ARTICLE IV

OFFICERS

- 4.1 Elected Officers. The officers of the Corporation shall be the President, President-Elect, Secretary, Treasurer, and the immediate Past President. The officers, except for the Secretary and the immediate Past President, shall be selected from the active members of the Executive Committee and approved during the first Executive Committee meeting following the annual Board elections. All officers, with the exception of the Secretary and Appointed Officers and Agents (as defined below), shall have one vote in membership deliberations and one vote in Executive Committee deliberations. One (1) year prior experience on either the Executive Committee or the MRB is a prerequisite for holding an office. No individual may hold more than one office at any one time.
- 4.2 President. The President shall be the chief executive officer of the Corporation. The President shall have such general executive authority, powers, and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation and shall carry into effect all actions, directions, and resolutions of the Executive Committee. The President shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Executive Committee.
- 4.3 President-Elect. The President-Elect shall perform the duties of the President in the absence or inability of the President to serve.
- 4.4 Immediate Past President. The immediate Past President shall be the previous President who has last completed his/her term of office. He/she shall serve on the Executive Committee as full voting member for one further year or until his/her term of office on the Committee expires.
- 4.5 Secretary. The Secretary of the Corporation shall be the individual holding the office of Executive Director. The Secretary shall not have the right to vote on any matter coming before the members, the Executive Committee or any other committee of the Corporation. The Secretary shall have the care and custody of the corporate seal, and the records, minutes and membership records of the Corporation. He/she is authorized to sign as the Corporate Secretary and designated agent. Except as the Executive Committee shall direct otherwise, he/she shall execute all contracts on behalf of the Council. The Executive Director or Treasurer shall report on the financial condition of the Corporation at member meetings and the Executive Committee meetings.
- 4.6 Treasurer. The Treasurer of the Corporation shall serve Chair of the Finance Subcommittee. The Treasurer shall be responsible for assuring that complete records of accounts are maintained and with the help of the Finance Subcommittee review the financial condition of the Corporation. This position requires a minimum of one (1) year prior experience on the Executive Committee. To insure continuity, the Chair of the Finance Subcommittee shall serve a minimum of two (2) years as Treasurer of the Corporation.
- 4.7 Terms. All officers of the Corporation, with the exception of the Secretary and the immediate Past President, shall serve for term of two (2) years or until their successors are duly elected and qualified. No officer except the Secretary may serve more than two (2) terms of office unless there is not another qualified candidate to fill the position.
- 4.8 Appointed Officers and Agents. The Executive Committee from time to time may also appoint such other officers and agents for the Corporation as it shall deem necessary or advisable. All appointed officers and

agents shall hold their respective positions to perform such duties as determined by the Executive Committee.

- 4.9 Removal. A member of any committee may be removed or discharged for cause (as define below) from that committee by the Executive Committee or the MRB (depending on which such body has the oversight of such committee) upon the recommendation of the Executive Director or President of the Executive committee. Removal from a committee will also result in removal from the Board.

Any officer or agent elected or appointed by the Executive Committee may be removed or discharged with cause from a committee and the Board by the Executive Committee whenever in its judgment the best interests of the Corporation would be served thereby.

Such removal shall be without prejudice to the contract rights, if any, of the person so removed. With cause will be defined as but not limited to, theft, fraud, attendance (as define below), harassment, disruptive behavior, or pursuant to policy adopted by the Executive Committee.

- 4.10 Duties of Officers May be Delegated. If any officer of the Corporation shall be absent or unable to act, or if the Executive Committee so elects for any other reason that it may deem sufficient, the Executive Committee may delegate, for the time being, some or all of the functions, authority, powers, duties, and responsibilities of any officer to any other officer or to any other agent or employee of the corporation or other responsible person.

ARTICLE V

COMMITTEES

- 5.1 Standing Committees and Subcommittees. Standing Committees of the Corporation shall be the Executive Committee and the MRB. Standing subcommittees of the Executive Committee shall be the Finance Committee and the Nominating Committee. Standing subcommittees of the MRB shall be the Grievance Committee and the Patient Advisory Committee.
- 5.2 Terms of Office on Committees: Members of the Executive Committee and the MRB shall be elected by mail or e-mail ballot prior to the annual member meeting to serve a three (3) year term of office or until their successors are duly elected and qualified.
- 5.3 Executive Committee: The business and affairs of the Corporation shall be managed by the Executive Committee, which shall have all powers and responsibilities regularly conferred upon a board of directors of a non-profit corporation. The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, MRB Chairperson plus a minimum of five members-at-large and the immediate Past President. The Executive Committee must include at least one representative from each state in the Network.

The President shall act as chairperson of the Executive Committee.

The Executive Committee will meet at least two (2) times each year. The Executive Committee may determine its own rules of procedures, subject to the provisions of federal and state laws, the Corporation's Articles of Incorporation and these Bylaws.

The Executive Committee shall conduct an annual review of all of the Corporation's standard operating procedures.

A quorum for a meeting of the Executive Committee shall be a majority of the full Executive Committee. At meetings at which a quorum is present, all issues shall be decided by a simple majority vote of the members present. In the case of voting by mail or e-mail, a simple majority (51%) of the full Executive Committee is required.

The Executive Committee shall fill vacancies occurring among its members for the remainder of the term by a majority vote of the remaining members after consulting with the Nominating Subcommittee.

Nominating Committee. The Nominating Committee shall be a standing subcommittee of the Executive Committee. The President shall appoint the members to the Nominating Committee, which must include the President, the Executive Director and no less than two representatives from both the Executive Committee

and the MRB. The President will serve as chairperson of the Nominating Committee.

- a. Selection process for Board membership. The Corporation's membership as well as all the professional areas within the renal community located within the Network shall be polled for nominations to both the Executive Committee and MRB. Each nominee shall submit a curriculum vita to the Corporation's office for consideration by the Nominating Committee. In addition, consideration shall be given to ensure appropriate geographical representation on both the Executive Committee and the MRB.
- b. Election/Voting process. An informational summary of all candidates shall be prepared and included with a ballot to each eligible voting member representative. Deadline for return of all ballots shall be clearly indicated and maintained. All candidates shall be notified in writing of the election results prior to the next annual member meeting. All individuals accepting such election to the Executive Committee or MRB, as the case may be, will be formally announced at the annual member meeting.

Finance Committee. The Finance Committee shall be a standing subcommittee of the Executive Committee. The Finance Committee shall consist of no more than five (5) members, at least three (3) of which must be Executive Committee members (including the Treasurer). The Finance Committee shall be appointed by the President. The Treasurer will serve as chairperson of the Finance Committee. The Finance Committee shall review personnel policies, staffing requirements, job descriptions, salary evaluations, compensation fringe benefits and oversight of general Corporation financial affairs. Monthly financial statements and other data, as needed, will be provided to members of the Finance Committee. The Finance Committee shall meet at least twice a year or as deemed necessary.

- 5.4 Medical Review Board. The Medical Review Board ("MRB") shall carry out the specific functions of reviewing the care of ESRD patients and overseeing all quality improvement and information management activities. The MRB may determine its own rules of procedure, subject to the provisions of federal and state laws, the Corporation's Articles of Incorporation and these Bylaws, and without limitation the MRB's rules of procedure shall conform to, and include, the Corporation's contract requirements and rules formulated in regulations concerning networks as published in the Federal Register by Centers for Medicaid & Medicare Services (CMS) and the Secretary of Health and Human Services.

The MRB shall be composed of a Chair, Vice Chair, Forum Representative and a minimum of ten members-at-large. The ten members-at-large shall include, but not be limited to, the following: a transplant surgeon, 2 nephrologists, 1 ESRD nurse, 1 ESRD technician, 1 social worker engaged in treatment relating to ESRD, 1 dietitian and 1 patient representative, all members being qualified to evaluate the quality and appropriateness of care delivered to ESRD patients.

The MRB Chair and Vice Chair shall be elected by majority vote of the MRB from candidates who are members of the MRB and shall serve for a term of two (2) years or until their successors are duly elected and qualified. The Vice Chair shall succeed the Chair and shall serve as acting Chair in the absence of the Chair. At least one year membership on the MRB is necessary before election to the Chair.

The Immediate Past Chair shall be a voting member of the MRB for one additional year after his/her last day in office if his/her term on the MRB has expired. He/she may also be eligible for nomination to the Executive Committee.

The MRB shall fill vacancies occurring among its members for the remainder of the term by a majority vote of the remaining members after consulting with the Nominating Subcommittee.

Grievance Committee. The Grievance Committee shall be a standing subcommittee of the MRB. The Grievance Committee shall consist of seven (7) members. The Executive Director and the staff person responsible for investigating grievance matters shall also serve on the Grievance Committee ex-officio without vote. No other individual on the Corporation's staff who serves on the Grievance Committee may vote on any grievance before the Grievance Committee. The Grievance Committee shall be appointed by the MRB Chair with at least one (1) member a patient representative; the balance of membership shall be representative of the cross-section of professionals within the renal community. This Committee shall meet as necessary to resolve, clarify or refer grievances to an appropriate disposition.

If any member of the Grievance Committee has a conflict or potential conflict of interest as defined in Article

VI of the Bylaws, the Executive Director will ask another member of the MRB to temporarily serve in their place.

Patient Advisory Committee (PAC). The Patient Advisory Committee shall be a standing subcommittee of the MRB. The Patient Advisory Committee shall be appointed by the MRB Chair with a minimum of five members, including one member of the Executive Committee and/or MRB and one Corporation staff member. The Patient Advisory Committee shall meet as necessary to review patient resources and recommend patient activities to the MRB.

- 5.5 Ex-Officio Members. Any Executive Committee member, unless otherwise appointed with voting rights, shall be an ex-officio member without vote of all standing and special committees and subcommittees.
- 5.6 Ad Hoc Committees. The President may authorize and appoint special committees as deemed necessary. Members of such committees shall serve for the duration of the committee's life or until the next annual council meeting.
- 5.7 Attendance. All Executive Committee and MRB members are expected to attend at least 50 percent of their scheduled meetings annually.
- 5.8 Forum Representative: Appointed by the President of the Executive Committee from Medical Review Board membership. Appointee must have a minimum of five (5) years experience accrued from membership on either Network Board or Committee. Appointee will serve as the Heartland Kidney Network representative to the Forum of the Networks.

ARTICLE VI

CONFLICTS OF INTEREST

In all Corporation business, no member representative or committee member shall vote on any matter that would involve a conflict between the interest of the Corporation and such individual's personal gain. The Corporation shall adopt a Conflict of Interest policy that will be applicable to members, member representatives, committee members, officers, employees, staff, independent contractors and agents of the Corporation.

ARTICLE VII

INDEMNIFICATION

- 7.1 Indemnification Required by Law. The Corporation shall provide to its committee members and officers such indemnification as it is required to provide pursuant to the provisions of the Missouri Nonprofit Corporation Act.
- 7.2 Additional Indemnification.
- a. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a director, committee member, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, taxes imposed by Chapter 42 of the Internal Revenue Code of 1986 (hereinafter in these Bylaws the "Code"), and expenses of correction paid pursuant to Chapter 42 of the Code) and against judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- b. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, committee member, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) and against amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.
- c. To the extent that a director, committee member, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in the two preceding paragraphs of this section or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the action, suit, or proceeding.
- d. Any indemnification under section 7.2.a or 7.2.b, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, committee member, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in section 7.2 and because indemnification is not prohibited by the provisions of section 7.3. Such determination shall be made: (1) by the Executive Committee by a majority vote of a quorum consisting of Executive Committee members who were not parties to the action, suit, or proceeding; or (2) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested Executive Committee members so directs, by independent legal counsel in a written opinion.
- e. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Executive Committee in the specific case upon receipt of an undertaking by or on behalf of the director, committee member, officer, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this section.
- f. The indemnification provided by this section 7.2 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law, the Articles of Incorporation, other provisions of these Bylaws, any agreement or contract, a vote of disinterested Executive Committee members, or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director, committee member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.
- g. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, committee member, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person or incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this section.
- h. For purposes of this section, references to the Corporation include all constituent corporations absorbed in any consolidation or merger as well as the resulting or surviving corporation.
- i. The provisions of this section are intended to facilitate the Corporation's ability to attract and retain qualified individuals to serve as its directors, committee members, and officers and at its request as

directors, committee members and officers or in other capacities for other corporations or enterprises by providing and maximizing the amount of indemnification that the Corporation is permitted to provide to such persons by the Missouri Nonprofit Corporation Act, and such provisions shall be construed accordingly. The provisions of this section do not limit the Corporation's power to pay or reimburse expenses incurred by a director, committee member or officer of the Corporation in connection with appearing as a witness in a proceeding at a time when the director, committee member or officer has not been made a named defendant or respondent to the proceeding.

6.3 Limitations on Indemnification.

- a. The provisions of this section shall apply notwithstanding any other provisions of these Bylaws, including in particular the provisions of sections 7.1 and 7.2. For purposes of this section the term "foundation manager" shall have the meaning ascribed to it in section 4946 of the Code.
- b. No indemnification shall be made pursuant to sections 7.1 or 7.2 to a person who is a foundation manager of the Corporation if such indemnification would constitute an act of self-dealing under section 4941 of the Code. Similarly, no insurance shall be purchased or maintained, pursuant to section 7.2 or otherwise, for the benefit of a person who is a foundation manager of the Corporation if such purchase or maintenance would constitute such an act of self-dealing.

ARTICLE VIII

FINANCES, PROPERTY AND ADMINISTRATION

- 8.1 The President or the Treasurer together with the Executive Director shall execute and acknowledge all contracts of the Corporation, and execute other documents necessary for regular business of the organization. The Executive Director is authorized to write Corporate checks. The Executive Committee, with advice from the Finance Subcommittee, shall conduct an annual review to determine the maximum amount allowed for each Corporate check to be written by the Executive Director without an additional authorized signature. The President and the Treasurer shall be empowered as the other authorized signators. The Treasurer shall sign Corporation checks in the absence of the Executive Director and shall be bonded.
- 8.2 No loans shall be made by the organization to its committee members, officers, members, member representatives or employees.
- 8.3 No Member representatives, committee members, or officers may receive a salary or compensation for routine services to the Corporation. The Executive Committee may authorize reimbursement for reasonable and necessary expenses, including travel for the Corporation's business to committee members. The Executive Committee may also authorize compensation paid to individuals for serving the Corporation in another capacity.
- 8.4 The Executive Committee may exercise the full extent of the powers which the Corporation has under Missouri law, as such law exists from time-to-time to purchase and maintain reserve against the risks that shall include attorneys' fees, judgments, fines and amounts paid in settlements, and amounts otherwise reasonably incurred on behalf of its members, officers, employees and agents.
- 8.5 The operations of the Corporation will be financed primarily with funds regulated by the Centers for Medicaid & Medicare Services (CMS). The Executive Committee shall have authority to obtain additional funds to pursue the purposes for which it was incorporated through grants from or contracts with private foundations, businesses, corporations, organizations, trusts, individuals or agencies of the federal government, or any state government.
- 8.6 The fiscal year of Corporation shall be July 1st through June 30th.
- 8.7 There shall be an Executive Director who shall act as the Secretary of the Corporation and all committees, and who shall carry out the duties and responsibilities as determined by the Executive Committee and as required by the CMS contract. The Executive Committee shall be responsible for the search and selection process and for the annual evaluation of the Executive Director. Corporation staff may be present at

committee meetings without vote to perform appropriate functions assigned to them. The Executive Director shall be bonded.

An exit audit shall be conducted whenever an Executive Director leaves employment of the Corporation.

- 8.8 The Executive Director shall be responsible for budgeting, financial reporting and financial statements with advice from the Finance Subcommittee.
- 8.9 The records and accounts of the Corporation shall be reviewed by a independent certified public accounting auditor annually by an accounting firm independent from the accounting firm handling the Corporation's accounting services. The audit shall be submitted to the Executive Committee at its next regular meeting following receipt of the audit report.
- 8.10 Selection of legal and accounting services shall be the prerogative of the Executive Committee.

ARTICLE IX

AMENDMENT TO BYLAWS

Amendments to these Bylaws may be proposed to the Executive Committee and following its review shall be presented to the Corporation's members fourteen (14) days prior to being acted upon and requires a two-thirds (2/3) majority vote of member representatives present at a scheduled meeting of the members or by a two-thirds (2/3) majority vote of the member representatives by mail or e-mail ballot.

ARTICLE X

DISSOLUTION

In the event of dissolution of the Corporation all assets, real or personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501(c) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law, as determined by the Executive Committee.

ARTICLE XI

RULES & REGULATIONS

The Executive Committee may adopt any rule, regulation or policy for the benefit of the Corporation, including without limitation, policies relating to fiscal matters, employment, litigation, Codes of Ethics, and document retention. The Executive Committee reserves the right from time-to-time to amend, alter, change or repeal these rules, regulations and policies by a vote of two-thirds (2/3) of the Executive Committee members then authorized to serve, at a meeting called for such purpose pursuant to notice or by action by consent of all the Executive Committee members then in office without a meeting as provided by statute and in these Bylaws.

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