

**AMENDED AND RESTATED BYLAWS OF
THE AMERICAN ASSOCIATION FOR ACCREDITATION OF
AMBULATORY SURGERY FACILITIES**

ARTICLE I

NAME AND PURPOSES

Section 1. Name. The Corporation shall be known as the AMERICAN ASSOCIATION FOR ACCREDITATION OF AMBULATORY SURGERY FACILITIES (hereinafter the “Corporation”).

Section 2. Purposes. The Corporation is organized exclusively to promote patient safety by administering the highest standards in the delivery of ambulatory surgical, rural health and outpatient physical therapy, speech pathology care and to promote the interests of those engaged in the delivery of such care, including, but not by way of limitation:

- (a) To maintain and improve the quality of outpatient medical care through the development, administration and supervision of a voluntary program for the accreditation of ambulatory surgical care facilities, rural health and outpatient physical therapy and speech pathology clinics (hereinafter, collectively “facilities”);
- (b) To develop and adopt criteria for the evaluation and accreditation of facilities;
- (c) To examine or provide for the examination of facilities and to issue certificates of qualification for those facilities which meet the criteria for accreditation;
- (d) To educate and instruct health care providers with respect to methods of improving the delivery of patient care at facilities;
- (e) To promote the elevation of standards for the delivery of patient care at facilities;
- (f) To collect and analyze research data in order to develop new educational programs to improve the delivery of patient care at facilities; and
- (g) To do and engage in any and all lawful activities that may be related to or arise out of any of the foregoing purposes, and to have and exercise all of the powers and authority now or hereafter conferred upon not-for-profit corporations under the law of the State of Illinois.

Notwithstanding the foregoing or any other provision of these bylaws, no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or other private persons, except that the Board shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions in furtherance of the purposes set forth herein; nor shall the Corporation carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under

Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. revenue statute, as amended from time to time. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II

REGISTERED AGENT AND OFFICE

Section 1. The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III

MEMBERS

Section 1. The Corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers and Number. The business and affairs of the Corporation shall be managed by the Board of Directors consisting of a Past President (if any, per Article V below) and not less than ten (10) and not more than fifteen (15) Directors, as determined by the Board of Directors from time to time. The Board of Directors shall, in general and subject to the provisions of these Bylaws, supervise the business and affairs of the Corporation. Without limiting the generality of the foregoing, the Board of Directors shall adopt and implement a strategic plan for the Corporation (and revise the same as appropriate from time to time), approve a budget for the Corporation and approve the audit of the Corporations books and records in such frequency as may be required by law or deemed appropriate by the Board of Directors.

Section 2. Eligibility. Licensed healthcare providers and members of the general public who have reached the age of eighteen (18) years, are eligible to be considered as a candidate for election to the Board of Directors.

Section 3. Term. Commencing with the election at the 2020 Annual Meeting, Directors shall be divided into three (3) classes as nearly equal in number as possible to serve the following terms:

- (a) Up to five (5) Class A Directors shall be elected to serve for a term of three (3) years.
- (b) Up to five (5) Class B Directors shall be elected to serve for a term of two (2) years.

(c) Up to five (5) Class C Directors shall be elected to serve for a term of one (1) year.

At each succeeding Annual Meeting, Directors of the class whose term then expires shall be elected to serve for a term of three (3) years to succeed the outgoing Directors of such class, so that the term of office of the Directors of only one class shall expire each year.

Section 4. Election. Prior to each Annual Meeting, the Secretary (or the Secretary's designee) shall solicit names of eligible persons to serve on the Board and all Directors who term is then expiring shall indicate whether such Director seeks to be re-elected for an additional term. The Secretary (or the Secretary's designee) shall ensure that the list of all names submitted and those Directors who seek to be re-elected are circulated to the Board of Directors for the Annual Meeting. At the Annual Meeting, from among those individuals circulated by the Secretary or any individual presented to the Board of Directors during the Annual Meeting, the incumbent Board of Directors shall elect individuals for the then-expiring directorships and any vacancy in the applicable class of directors which the Board of Directors seeks to fill (e.g. the Board would like to increase the size of the class from four to five directors). Subject to the requirements for the size of the Board of Directors outlined in Article IV, Section 1, the Board of Directors may elect to leave one or more directorships in any class vacant, regardless of whether such directorship was filled in the then-expiring term; provided, no single class of Directors may exceed five (5) directors. The persons elected at the Annual Meeting shall take office upon the adjournment of the Annual Meeting at which they were elected.

Section 5. Annual Meeting. An Annual Meeting of the Board of Directors shall be held on a Saturday in October of each year, or such other date that may be determined by a majority vote of the Board of Directors, for the purpose of electing Directors as outlined in this Article IV and for the transaction of such other business as may come before the meeting.

Section 6. Regular Meetings. The Board of Directors shall hold not less than two (2) meetings each year, one of which shall be the Annual Meeting. The Board of Directors may provide by resolution the time and place of such meetings, either within or without the State of Illinois.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the written request of the President or any four (4) Directors, which shall take place at the offices of the Corporation or such other location as the Board of Directors may determine to be appropriate.

Section 8. Notice. Notice of any regular or special meeting of the Board of Directors shall be given at least five (5) days prior thereto by written or printed notice delivered personally, by electronic mail, by facsimile, overnight courier or by regular mail to each Director at their address as shown in the records of the Corporation. Such notice shall be deemed to be delivered (i) three (3) days after being deposited in the U.S. mail in a sealed envelope so addressed, with postage thereon prepaid; (ii) the next day when submitted by overnight courier and (iii) the same day when delivered personally, by electronic mail or by facsimile transmission, with proof of successful delivery of such facsimile being retained. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting; except that no special meeting of the Board of Directors may remove a director unless

written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors, provided that if less than a quorum is present at any such meeting, a majority of the Directors present, or the sole Director present, may adjourn the meeting to another time without notice.

Section 10. Manner of Acting. The act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation or these Bylaws. Notwithstanding the foregoing, unanimous consent of the non-conflicted members of the Board of Directors is required to act contrary to or in any manner not consistent with the recommendations and advice of the Audit and Finance Committee or the Strategic Financial Advisory Committee.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, shall be filled by the Board of Directors. The filling of such vacancies shall be undertaken as soon as practicable. A Director elected to fill a vacancy shall serve for the unexpired term of their predecessor in office (only in such predecessor's capacity as a Director, and not in such capacity as an officer, if any, unless otherwise elected to such office per Article V below) or, in the case of an increase in the number of directors, for the unexpired term of the class of directors to which the Director was elected if such vacancy is filled other than at the Annual Meeting at which such class of directors is elected as a whole.

Section 12. Removal. The Board of Directors may remove any Director from office by a vote of two-thirds of the entire Board of Directors, whenever in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Written notice of the proposed removal must be delivered to all Directors at least twenty (20) days prior to any special meeting for such purposes.

Section 13. Compensation. Adjustments to Director compensation, if any, shall be determined in accordance with the Compensation Review Procedures outlined in Article VII, Section 4(c).

Section 14. Informal Action. Any action that is required by law or the Articles of Incorporation of the Corporation or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved in writing by all of the Directors. To the extent any Director has a conflict of interest (as determined in accordance with the Corporation's Conflict of Interest Policy) with respect to the matter put to a vote via written consent, such Director shall acknowledge the action and his or her recusal due to conflict in writing. Any such consent by all of the Directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

Section 15. Meeting by Conference Call. Any action which is required by law or the Articles of Incorporation of the Corporation or these Bylaws to be taken at a meeting of the Board of Directors may be taken through the use of telephonic conference technology or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating, and any and all references in these Bylaws to presence or presence in-person shall be deemed to be satisfied by the same.

ARTICLE V

OFFICERS

Section 1. Officers. The Corporation shall have a President, a Vice President of Quality Assurance, a Vice President of Standards, a Vice President of Investigations, a Secretary and a Treasurer. The Corporation may have a Past President, as provided for in this Article V. Any two or more offices may be held by the same individual, other than President and Treasurer, and the Past President, who may not hold any other office.

Section 2. Election. Immediately following adjournment of the Annual Meeting at which Directors are elected per Article IV above, the incumbent President of the Board of Directors shall convene a special meeting of the Board of Directors for the purpose of electing the officers of the Corporation, other than the Past President, and for the transaction of such other business as may come before the meeting (such meeting, the "Officer Election"). The officers shall be elected from among the members of the Board of Directors in office as of the adjournment of the Annual Meeting. The officers elected at the Officer Election shall take office upon the adjournment thereof. Election or appointment of an officer shall not of itself create any contract rights.

Section 3. Term. The President and Treasurer shall each serve a term of two (2) years. Each Vice-President and the Secretary shall serve a term of one (1) year. No individual may hold the same office for more than eight (8) consecutive years; provided, however, that (i) service as an officer prior to the Officer Election to be held in October 2020 shall not count towards the foregoing limit and (ii) service to fill a vacancy for an unexpired term shall not count towards the foregoing limit. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal in the manner hereinafter provided.

(a) Notwithstanding the foregoing terms, an individual's term as an officer may not exceed such individual's term as a Director. If an individual resigns as a Director, is removed as Director or is otherwise not re-elected to serve as Director at the end of his or her term as a Director, such individual's term as an officer shall immediately cease concurrent therewith and the applicable office held by such individual shall be considered vacant.

Section 4. Removal. Without limiting the authority of the Board to remove any individual as a Director under these Bylaws, and subject to Article V, Section 3(a) above, any officer elected by the Board of Directors may be removed from office by a vote of two-thirds of

the entire Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Vacancies. A vacancy in any office may be filled or new offices created and filled by action of the Board of Directors at any meeting of the Board, subject to the requirements and limits of these Bylaws; provided, however, the term of any such successor shall expire at the next Officer Election.

Section 6. Compensation. Officer compensation, if any, shall be determined in accordance with the Compensation Review Procedures outlined in Article VII, Section 4(c).

Section 7. President. The President shall be the principal executive officer of the Board of Directors and shall in general supervise and direct all of the business affairs of the Corporation, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or Treasurer or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of Incorporation of the Corporation, these Bylaws, or the Board of Directors to some other officer or agent of the Corporation. The President shall, in general, perform all duties customarily incident to the office of President, is empowered to execute on the Corporation's behalf contracts and other documents not individually exceeding fifty thousand (\$50,000) dollars in annual expenditure without Board of Directors approval, and the President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 8. Past President. Upon expiration of the President's term, whether by virtue of not seeking re-election or as a result of limitations on years of service set forth in above in Article V, Section 3, the individual holding such office may continue to serve the Corporation in the office of Past President. If such individual declines to serve in the role of Past President following services as President, the position shall remain vacant. Notwithstanding the foregoing, at the Officer Election to be held in October 2020, the Board of Directors may, by two-thirds affirmative vote, select an individual who has served as President of the Corporation at any time in the prior fifteen (15) years to serve in the role of Past President until such time as such individual resigns, is removed or a new individual becomes eligible for and willing to serve in the office of Past President by virtue of this Section 8 of Article V. An individual who has been removed from office (whether as President or as a Director) may not serve as the Past President.

Section 9. Vice President of Quality Assurance. The Vice President of Quality Assurance shall be responsible for the development and implementation of the Corporation's programs and materials regarding quality assurance. The Vice President of Quality Assurance shall in general perform all duties incident to achieving the purpose of the office and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 10. Vice President of Standards. The Vice President of Standards shall be responsible for overseeing the periodic revision and updating of the Corporation's accreditation standards and the development of new standards. The Vice President of Standards shall in general

perform all duties incident to achieving the purpose of the office and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 11. Vice President of Investigations. The Vice President of Investigations shall be responsible for overseeing the Corporation's investigations and oversight of facilities. The Vice President of Investigations shall in general perform all duties incident to achieving the purpose of the office and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 12. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation of the Corporation and these Bylaws; shall be custodian of the corporate records and of the seal of the Corporation; shall keep a record of the mailing address of each Director and officer of the Corporation which addresses shall be furnished to the Secretary by the Directors and officers.

Section 13. Treasurer: The Treasurer shall be the principal accounting and financial officer of the Corporation and shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; shall have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit or cause to be deposited all funds and securities of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall in general perform all duties customarily incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or the Board of Directors.

ARTICLE VI

EXECUTIVE DIRECTOR

Section 1. The Board of Directors may contract with or employ an individual to serve as Executive Director of the Corporation. The Executive Director shall serve, subject to the authority and direction of the Board, as the Corporation's principal operations and administrative staff member, responsible for overseeing the Corporation's daily affairs and carrying out such other duties and responsibilities as may be prescribed by the President or the Board of Directors. The Executive Director shall report to the President and the Board, and attend all meetings of the Board unless otherwise instructed by the Board. The Executive Director shall determine the duties of the staff, supervise their performance, establish their titles, fix their compensation within the approved budget and establish those management responsibilities as shall, in the Executive Director's judgment, be in the best interest of the Corporation. The Executive Director may employ, and may terminate the employment of members of the staff.

ARTICLE VII

COMMITTEES AND COMMISSIONS

Section 1. Generally.

(a) In addition to the committees and commissions as prescribed by these Bylaws, by majority vote of the Board of Directors may establish one or more committees, and appoint members thereto. Committees that have and exercise authority of the Board in the management of the Corporation (each, a “Board Committee”) must consist of two or more Directors, and must be comprised of a majority of Directors. Delegation of authority to a Board Committee will not relieve the Board of Directors, of any responsibility imposed on the Board of Directors by these Bylaws or the law.

(b) The Board of Directors may create and appoint persons to a commission, advisory body or other such body (each, an “Advisory Committee”) which may or may not have Directors as members, which body may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors or to the officers.

Section 2. Manner of Acting. Unless otherwise provided for in these Bylaws or by resolutions of the Board of Directors in the creation of the Board Committee or Advisory Committee, the following shall apply:

(a) Term. Members of the Board Committees and Advisory Committees are appointed for one (1) year term by the President, and will serve until his or her successor has been duly elected and qualified. Appointment to a Board Committee is subject to ratification by the Board of Directors at the next meeting of the Board following such appointment by the President.

(b) Removal. Any member of a committee may be removed with or without cause by the President, or by the affirmative vote of two-thirds of the Board of Directors.

(c) Vacancies. A vacancy on any Board Committee or Advisory Committee by reason of death, resignation, removal, disqualification or otherwise may be filled by the President, for the unexpired portion of the term, and, in the case of Board Committee vacancies, subject to ratification by the Board of Directors at the next meeting of the Board of Directors following such appointment.

(d) Quorum and Voting. A majority of the entire Board Committee or Advisory Committee will constitute a quorum. The act of a majority of members present at a meeting at which a quorum is present will be an act of the applicable Board Committee or Advisory Committee.

Section 3. Audit and Finance Committee. The Audit and Finance Committee shall be an Advisory Committee.

(a) Responsibilities. The Audit and Finance Committee is charged with (i) reviewing the annual budget in comparison with the prior year’s budget and presenting to the Board of Directors the opinions and recommendations of the Committee, (ii) reviewing and providing a recommendation to the Board of Directors for any expenses that require the liquidation of funds held in the Corporation’s investment accounts and (iii) reviewing and providing a recommendation to the Board of Directors for the Corporation’s audit, in consultation with the Corporation’s external auditing firm. To the extent the Corporation

adopts an Investment Policy, the Audit and Finance Committee shall be responsible for overseeing compliance with the same and periodically (no less than quarterly) reporting to the Board of the Directors on the Corporation's investment portfolio performance, and at least annually reviewing the Investment Policy with the purpose of determining whether any adjustments or revisions are warranted, in consultation with the Corporation's independent financial advisory firm, and proposing recommendations (if any) to the Board of Directors for approval.

(b) Composition. The Audit and Finance Committee shall consist of three (3) voting members, and shall be chaired by the Treasurer.

Section 4. Strategic Financial Advisory Committee. The Strategic Financial Advisory Committee shall be an Advisory Committee.

(a) Responsibilities. The Strategic Financial Advisory Committee is charged with (i) conducting Compensation Reviews, as set forth in greater detail in subsection (c) below and such procedures as may be adopted by the Board of Directors from time to time; (ii) review and provide recommendations to the Board of Directors with respect to any expenditure not approved in the budget of the Corporation that requires either the liquidation of invested funds of the Corporation or that exceeds \$100,000; (iii) assess and provide a recommendation to the Board of Directors with respect to any investment opportunity in (other than those investment with the Corporation's investment management firm) or joint venture with a for-profit entity, whether affiliated or not with the Corporation; or (iv) assess and provide a recommendation to the Board of Directors with respect to any transaction in which an officer of the Corporation has a financial interest, directly or indirectly.

(b) Composition. The Strategic Financial Advisory Committee shall be comprised of at least three (3) individuals, preferably individuals who have held the office of Treasurer or similar financial office whether for the Corporation or any other national organization exempt from taxation under 501(c) of the Internal Revenue Code. No current officer of the Corporation may serve on the Strategic Financial Advisory Committee. The President of the Corporation will appoint the chairperson. The President or his or her designee shall be afforded the opportunity to present any proposal required to be reviewed by the Strategic Financial Advisory Committee as a guest at a meeting of the Strategic Financial Advisory Committee, and will further be reasonably available to respond to any questions or requests for clarifications from the Strategic Financial Advisory Committee as it deliberates in a closed session. All votes of the Strategic Financial Advisory Committee will be conducted via secret ballot such that only the tally, but not the individual votes casts, will be recorded in the meeting minutes of the Strategic Financial Advisory Committee.

(c) Compensation Review Procedures. The following shall trigger a "Compensation Review" by the Strategic Financial Advisory Committee: (i) adjustments to the compensation of the members of the Board of Directors for their service as a Director; (ii) a new term for any officer that is proposed to be compensated in the next term; (iii) execution of or renegotiation of the contract with the Executive Director which provides for compensation of the same; (iv) at the request of the President upon the recommendation of the Audit and Finance Committee; and (v) the written request of a majority of the Directors

then in office. The Board of Directors shall give notice to the Strategic Financial Advisory Committee of a Compensation Review at least sixty (60) days prior to the next Officer Election. Such notice must include all information regarding the compensation package to be reviewed (including all bonuses, fringe and other benefits) (hereinafter, the “Compensation Package”). As part of the Compensation Review, the Strategic Financial Advisory Committee shall prepare a report and recommendation as to the Compensation Package to determine whether the value of such proposal would reflect what would ordinarily be paid for like services by like enterprises under like circumstances, or such other standard as may be articulated by the Internal Revenue Service from time to time. The Strategic Financial Advisory Committee may engage, as necessary and appropriate, an independent compensation consultant or compile comparable data points to assess the reasonableness of the proposed Compensation Package, and to inform its report and recommendations (including any adjustments thereto). Third-party costs incurred by the Strategic Financial Advisory Committee shall be approved by the President and the Treasurer of the Corporation. The Strategic Financial Advisory Committee shall present its report and findings at the upcoming Officer Election. At such Officer Election, the Board of Directors may, by the affirmative vote of a majority of the Directors, approve the report of the Strategic Financial Advisory Committee and implement a Compensation Package in such amounts as recommended (or less than as recommended) by the Strategic Financial Advisory Committee. The Board of Directors may authorize a Compensation Package in excess of the amount(s) recommended by the Strategic Financial Advisory Committee **only** by a unanimous vote of the Board of Directors. Such vote and the reasoning therefore shall be documented in the meeting minutes of the Board of Directors.

Section 5. Hearing Committee on Accreditation. The Hearing Committee on Accreditation shall be a Board Committee.

(a) Appointment and Composition. The President shall appoint the Hearing Committee on Accreditation (the “Committee on Accreditation”) which shall consist of five (5) members of the Board of Directors. The chair of the Committee on Accreditation shall be appointed by the President.

(b) Term. Each Committee member shall serve for a term of one (1) year. There shall be no limit on the number of terms an individual may serve as a committee member.

(c) Duties and Responsibilities. The Committee on Accreditation shall conduct hearings to address appeals by facilities whose application for accreditation has been denied, or whose accreditation has been revoked. It shall also conduct hearings involving facilities that have been placed on emergency suspension or emergency probation.

(d) Committee Hearings.

(i) Notice. When a decision to deny or revoke accreditation is made or when a facility has been placed on emergency suspension or emergency probation, the facility shall be notified in writing of the proposed decision and the basis therefore. Such notice shall also indicate that all reports, documents and records considered in reaching its proposed decision will be made available to the facility upon receipt of a

written request and payment of expenses. The facility shall be apprised that it may, within sixty (60) days after receipt of the notice of the proposed decision, submit written information on its behalf to demonstrate why the proposed decision should be reversed or, in the alternative, may request a hearing at which it may present such information as it deems advisable to show that it has satisfied the requirements for accreditation.

(ii) Hearing. If the facility requests a hearing, the date and time shall be scheduled by the chair of the Committee on Accreditation and a written notice shall be sent to the facility not less than thirty (30) days prior to the hearing date (a) specifying the time and place of the hearing and (b) informing the facility that it may, by its representative(s), offer information as it deems proper to refute the findings and proposed decision of the Corporation. A majority of the members of the Committee on Accreditation shall constitute a quorum and the act of a majority at a meeting at which a quorum is present shall constitute the act of the Committee on Accreditation.

(iii) Decision. Subsequent to the hearing, the Committee on Accreditation shall render its decision and advise the facility of such decision and at the same time advise the members of the Board of Directors of the decision. The Committee on Accreditation may determine a facility's accreditation should remain revoked, or in the alternative, that the facility's accreditation should not be revoked and the facility given Probationary Status (as such term is defined in the Corporation's policies) for a definite term. A facility that has been given Probationary Status shall be subject to periodic re-inspections throughout the term of its Probationary Status and shall be removed from the Corporation's referral list until the end of its Probationary Status. Failure to adhere to the Corporation's standards for accreditation, as evidenced by periodic re-inspections of the facility, shall result in an automatic revocation of the facility's accreditation.

(e) Procedural Rules. The Board of Directors may adopt procedural rules governing investigations, hearings, adverse decisions and other matters related to the accreditation of facilities.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Board of Directors may 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 other 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. In the absence of such determination

by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the Secretary.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies 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 IX

BOOKS AND RECORDS

Section 1. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors.

ARTICLE X

FISCAL YEAR

Section 1. The fiscal year of the Corporation shall begin on the first day of January in each year and end on the 31st day of December in said year.

ARTICLE XI

WAIVER OF NOTICE

Section 1. Whenever any notice is required to be given under applicable law, the Articles of Incorporation of the Corporation, or these Bylaws, 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. Attendance at any meeting for which notice is required shall constitute a waiver of notice of such meeting, except where an attendee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall indemnify, to the full extent permitted by applicable law, every officer, director, employee, agent and committee member of the Corporation, including the Executive Director, and every former Director or officer, and any person who may have served at the request or by the election or appointment of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise, against expenses actually and reasonably incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, or are

threatened to be made parties or a party, by reason of being or having been a Director(s), officer(s), employee(s), agent(s), or committee member(s) of the Corporation or a Director(s), officer(s), employee(s) or agent(s) of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or persons shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of their duty to the Corporation and to such matters as shall be settled by agreement predicated on the existence of such liability. As used in this Article XII, the term “expenses” shall include reasonable attorneys’ fees, court costs, the expenses of investigation in preparation for and attendance at trial and amounts of judgments, fines and penalties, amounts paid at settlement (unless paid to the Corporation) and other expenses actually and reasonably incurred in connection with the defense or settlement of any action, suit or proceeding.

Section 2. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer or director may be entitled, and this indemnification shall be in addition to and not in limitation of any other privilege or power of the Corporation to indemnify its officers and directors.

Section 3. The Corporation shall purchase and maintain insurance on behalf of any person referred to in the preceding paragraphs of this Article against any liability incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under provisions of this Article or otherwise.

ARTICLE XIII

PROCEDURAL RULES

Section 1. Except as otherwise provided by these Bylaws or adopted by the Board of Directors, whether by resolution or course of dealing, the meetings and proceeding of this Corporation and all of its committees shall be governed by the current edition of Roberts’ Rules of Order. Failure to strictly adhere to Roberts’ Rules of Order shall not, alone, be grounds to nullify or invalidate an action of the Board of Director that otherwise complies with these Bylaws or applicable law.

ARTICLE XIV

AMENDMENTS

Section 1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Directors in office, acting at any duly called and constituted regular or special meeting of the Board of Directors, provided that written notice of the proposed change or changes shall have been included in the notice of any such special meeting of the Board or unanimously waived by the Board.

ARTICLE XV

DISSOLUTION

Section 1. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provision of any future U.S. Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine that are organized and operated exclusively for exempt purposes.

Adopted on October 24, 2020