

**FINAL: Approved by Healthway Board  
May 20<sup>th</sup>, 2013**

**BYLAWS  
OF  
Healthway, Inc.**

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**BYLAWS**  
**OF**  
**Healtheway, Inc.**

ARTICLE I

MEMBERS

Section 1. Classes. The corporation shall have a single class of Members. The corporation may designate certain Members as “Founding Members” to reflect their support of the corporation during its formation; however, this is not a separate class of Member.

Section 2. Eligibility Criteria for Membership. In order to become a Member, an organization must (i) be a valid legal entity that is either formed under the laws of one of the states within the United States of America or, if a non-U.S. based organization, be legally authorized to do business in one or more states and (ii) pay the Membership Fee set forth in Article 1, Section 4.

Section 3. Rights. The Members shall have the right to vote on any matters brought before the Members for action. The Members shall also have the right to select up to nine (9) Directors to serve on the corporation’s Board of Directors. Other Directors shall be selected as set forth in the remainder of these bylaws. Only those Members that are Members as of the record date established by the Board of Directors pursuant to Article I, Section 18 shall be entitled to vote.

Section 4. Membership Fee. Every Member shall be required to pay an Annual Membership Fee. The amount of the Annual Membership Fee and the payment schedule will be determined by the Board of Directors from time to time and shall be memorialized in the Annual Membership Fee Schedule adopted by the Board of Directors. The corporation shall publish the Annual Membership Fee Schedule on its website and in such other manner as determined by the Board of Directors. In the sole discretion of the Board of Directors, a Member may be permitted to make part, or all, of its Membership Fee in the form of an “in-kind” contribution of goods or services. Any such substitution shall be considered on a case by case basis and the burden shall be upon the Member to demonstrate to the satisfaction of the Board of Directors that the in-kind contribution has a fair market value equal to the credit against the Annual Membership Fee that the Member is receiving.

Section 5. Applications. Applications for membership shall be in writing and shall be in such form and contain such information as the Board of Directors may deem appropriate.

Section 6. Representatives. Each Member shall by written notice to the Board of Directors, the President or the Secretary designate as its representative an individual who shall be authorized to act on behalf of such Member in the Member’s dealings with the corporation. Any Member may at any time by written notice to the Board of Directors, the President or the

Secretary remove any representative designated by such Member and designate a replacement of or successor to the same.

Section 7. Terms. Membership shall be valid for a period of one (1) year and shall renew annually upon payment of the Annual Membership Fee on the schedule established by the Board of Directors.

Section 8. Transfer. Memberships shall not be transferred or assigned.

Section 9. Resignation. Members may resign by written notice delivered to the Board of Directors, the President or the Secretary. Notice of resignation shall be effective when delivered unless the notice specifies a later effective date. A Member that resigns prior to the end of its term shall not be entitled to any refund of its Annual Membership Fee.

Section 10. Disqualification. Members who fail to meet or satisfy any eligibility criteria or other qualifications of Membership or to pay, when due, the Annual Membership Fee or other charges prescribed and assessed by the Board of Directors shall be disqualified. A Member that is disqualified prior to the end of its term shall not be entitled to any refund of its Annual Membership Fee.

Section 11. Expulsion. Members may be expelled, based on cause, by the affirmative vote of a majority of all of the Directors. For purposes of these bylaws, "cause" shall mean that a Member has: (a) failed to pay any amount due to the corporation in connection with that Member's membership; (b) failed to comply with a directive of the corporation's Board of Directors on matters related to the corporation; (c) acted in a manner that reflects poorly on the corporation; or (d) taken a position on an issue that is inconsistent with that of the corporation in a manner, or the effect of which, is to harm the corporation. A Member that is expelled prior to the end of its term shall not be entitled to any refund of its Annual Membership Fee.

Section 12. Annual Meetings. An annual meeting of the Members shall be held on the first Wednesday in April of each year (and if such day is a legal holiday, on the next business day) for the purpose of providing an update on the status of the company and transacting such other business as may properly come before the meeting.

Section 13. Special Meetings. A special meeting of the Members shall be held on the call of the President or the Board of Directors.

Section 14. Place of Meetings. Meetings of the Members shall be held at such place, within or without the Commonwealth of Virginia, as the Board of Directors may designate from time to time.

Section 15. Notice of Meetings. Written notice of the date, time and place of each meeting of the Members and, in the case of a special meeting (or if required by law, the articles of incorporation or these bylaws), the purpose or purposes for which the meeting is called shall be given to each Member entitled to vote at the meeting. Notice shall be given by personal delivery, mail or facsimile telecommunication or other form of electronic transmission consented to by the Member to whom the notice is given, by or at the direction of the officer or persons calling the meeting, not more than 60 days nor less than 10 days before the date of the

meeting (except that such notice shall be given to each Member entitled to vote not less than 25 days before a meeting called to act on an amendment to the articles of incorporation, a plan of merger or share exchange, a proposed sale, lease, exchange or other disposition of all, or substantially all, of the property of the corporation other than in the usual and regular course of business, or the dissolution of the corporation, which notice shall be accompanied by a copy of the proposed amendment, plan of merger or share exchange, agreement of sale or plan of dissolution, as the case may be). Notice to a Member shall be deemed given: (i) if personally delivered, when received; (ii) if mailed, when mailed by first-class mail, postpaid and correctly addressed, to the Member's address shown in the current record of Members of the corporation; and (iii) if by facsimile telecommunication or other form of electronic transmission, when directed to a facsimile telecommunication number or electronic mail address at which the Member has consented to receive notice.

A Member's attendance at a meeting waives objection to: (i) lack of notice or defective notice of the meeting, unless at the beginning of the meeting the Member objects to holding the meeting or transacting business at the meeting; and (ii) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the notice of the meeting, unless the Member objects to considering the matter when it is presented.

Section 16. Waiver of Notice. Notice of any meeting may be waived before or after the date and time of the meeting in a writing signed by the Member entitled to notice and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the corporate records.

Section 17. List of Members. At least 10 days before each meeting of the Members, the officer or agent having charge of the membership records of the corporation shall prepare a complete list of the Members with the address of each Member. For a period of 10 days prior to the meeting the list of Members kept on file at the registered office or the principal office of the corporation and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the meeting and shall be subject to the inspection of any Member during the meeting.

Section 18. Determination of Members of Record. The membership records may be closed by order of the Board of Directors for not more than 70 days for the purposes of determining Members entitled to notice of or to vote at any meeting of the Members or any adjournment thereof (or in order to make a determination of Members for any other purpose). In lieu of closing such records, the Board of Directors may fix in advance as the record date for any such determination a date not more than 70 days before the date on which such meeting is to be held (or other action requiring such determination is to be taken). If the records are not thus closed or the record date is not thus fixed, the record date shall be the close of business on the day before the effective date of the notice to Members.

Section 19. Conduct of Meetings. The President, or in his absence a Vice President, if any, shall act as chairman of and preside over meetings of the Members. If no such officer is present, the meeting shall elect a chairman. The Secretary, or in his absence an Assistant Secretary, if any, shall act as the secretary of such meetings. If no such officer is present, the chairman shall appoint a secretary of the meeting.

Section 20. Proxies. A Member may appoint a proxy to vote or otherwise act for him by executing and dating an appointment form, either personally or by its attorney-in-fact. No appointment of proxy shall be valid after the expiration of 11 months from the date of its execution, unless otherwise provided therein. Every appointment of proxy shall be revocable by the Member executing it, unless the appointment form conspicuously states that it is irrevocable and that it is coupled with an interest in accordance with law.

Section 21. Procedure at Meetings. The procedure at meetings of the Members shall be determined by the chairman and the vote on all questions before any meeting shall be taken in such manner as the chairman may prescribe.

Section 22. Participation by Conference Telephone. Any or all Members may participate in any meeting of the Members by conference telephone or any other means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 23. Quorum and Voting. A quorum at any meeting of Members shall be 51% of the Members present in person or by proxy. If a quorum exists, action on a matter is approved by a majority of the votes cast, unless a greater vote is required by law or the articles of incorporation (except that in elections of Directors pursuant to Article II, Section 7(i) those receiving the greatest number of votes shall be elected even though less than a majority).

Section 24. Adjournments. A majority of the Members present in person or by proxy, even though less than a quorum, may adjourn a meeting of the Members to a fixed time and place. If a meeting of the Members is adjourned to a date more than 120 days after the date fixed for the original meeting, notice of the adjourned meeting shall be given as in the case of the original meeting. If a meeting is adjourned for less than 120 days, no notice of the date, time or place of the adjourned meeting or, in the case of a special meeting, the purpose or purposes for which the meeting is called, need be given other than by announcement at the meeting at which the adjournment is taken, prior to such adjournment. If a quorum shall be present at any adjourned meeting, any business may be transacted which might have been transacted if a quorum had been present at the meeting as originally called.

## ARTICLE II

### DIRECTORS

Section 1. General Authority. Except as expressly provided in the articles of incorporation or these bylaws, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, the Board of Directors.

Section 2. Limitation on Authority. The Coordinating Committee has the sole authority to govern the eHealth Exchange and the Participants engaged in the exchange of data pursuant to the Data Use and Reciprocal Support Agreement including, but not limited to, managing the

business affairs of eHealth Exchange and providing or arranging for the provision of oversight, facilitation and support for eHealth Exchange. The Board of Directors shall not have the authority to control or supersede any decisions of the Coordinating Committee related to eHealth Exchange. The provisions of this section constitute a “Director Agreement” authorized by Section 13.1-852.1 of the Virginia Nonstock Corporation Act. Nothing in this Article II, Section 2 shall be construed to give the Coordinating Committee any authority to make any decisions related to any program or service other than eHealth Exchange that the corporation may provide or support.

Section 3. Number. The Board of Directors shall consist of a minimum of 3 and a maximum of 18 voting Directors. The number of Directors may be fixed or changed from time to time, within the minimum and the maximum, by the affirmative vote of a majority of all of the Directors then in office.

Section 4. Qualifications. Directors must be natural persons. Any Director who is elected by the Members must be either an employee of a Member or working for a Member under a contractual arrangement. Any Director who is selected by the Coordinating Committee must be a member of the Coordinating Committee. Any Director who is selected by the Carequality Steering Committee must be a member of the Carequality Steering Committee. Directors need not be residents of the Commonwealth of Virginia. In no case shall a Member or any other organization have more than one of its employees or contractors serving as a Director.

Section 5. Compensation. No Director of the corporation shall receive compensation for the performance of his or her duties under these bylaws. Any Director may be reimbursed for expenses incurred by him or her on behalf of the corporation where those expenses have been authorized in advance by the Board of Directors.

Section 6. Ex Officio Directors. The Executive Director of the corporation shall be an ex officio, non-voting Director. The Board of Directors may appoint other non-voting ex officio members as it deems appropriate.

Section 7. Liaisons. The Board of Directors may appoint one or more persons who are employed, contracted with or otherwise affiliated with state or federal government to serve as liaisons to the corporation’s Board of Directors. These persons shall not serve as officers, Directors or employees of the corporation; shall not exercise any authority, including any rights to vote on matters before the Board of Directors, over the corporation’s property, personnel, financials, or business affairs; and do not owe any fiduciary duties to the corporation. Such liaisons do not have a specific term. They are permitted to attend all meetings of the Board of Directors as guests subject to the discretion of the Board of Directors and may express the views and represent the interests of their respective governmental agency to the Corporation.

Section 8. Composition of the Board of Directors. The corporation’s Board of Directors shall be composed as follows:

- (i) Member elected: Nine (9) Directors shall be elected by the Members. In the event that there are fewer than nine (9) Members, the Members shall elect a number of

Directors equal to the number of Members. The Nominating Committee of the Board of Directors shall designate a slate of candidates for election by the Members.

- (ii) Coordinating Committee appointments: The Coordinating Committee, which was established pursuant to the Data Use and Reciprocal Support Agreement, shall select three (3) Directors.
- (iii) Carequality Steering Committee appointments: The Carequality Steering Committee, which was established pursuant to the Carequality Charter, shall select three (3) Directors.
- (iv) At-large appointments: The Board of Directors may, but is not required to, appoint up to three (3) Directors to serve as At-large Directors. These individuals will be selected to serve as Directors because they possess an expertise or experience needed by the Board of Directors or because they bring a perspective that the Board of Directors determines is needed.

Section 9. Resignation. Directors may resign at any time by written notice delivered to the Board of Directors, the President or the Secretary. Notice of resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 10. Disqualification. Directors who fail to meet or satisfy any qualification of Directors shall be disqualified.

Section 11. Removal. A Director may be removed, with or without cause, at any meeting of the Board of Directors by the Directors.

Section 12. Vacancies. Vacancies on the Board of Directors resulting from the resignation, disqualification, removal or death of a Director may be filled at any meeting of the Board of Directors by the Directors. If the vacancy was of a Director elected by the Members, the term of the replacement Director shall continue until the Members elect a permanent replacement. If the vacancy was of a Director appointed by the Coordinating Committee, the replacement Director shall serve until the Coordinating Committee selects a permanent replacement. If the vacancy was of a Director appointed by the Carequality Steering Committee, the replacement Director shall serve until the Carequality Steering Committee selects a permanent replacement.

Section 13. Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board of Directors may designate from time to time. A regular meeting of the Board of Directors shall be held as soon as practicable after each annual meeting of the Members for the purpose of appointing officers and transacting such other business as may properly come before the meeting.

Section 14. Special Meetings. Special meetings of the Board of Directors may be held at any time at the call of the President or any three of the Directors.

Section 15. Place of Meetings. Meetings of the Board of Directors shall be held at such place, within or without the Commonwealth of Virginia, as the Board of Directors may designate from time to time.

Section 16. Notice of Meetings. Notice of the date, time and place of each meeting of the Board of Directors and, in the case of a special meeting, the purpose or purposes of the meeting, shall be given to each Director not less than two days prior to the date of the meeting. Notice to a Director shall be in writing and shall be deemed given and received when personally delivered or mailed by first class mail to the Director at the Director's address as reflected in the records of the corporation or, if the Director has consented to receive notice of meetings of the Board of Directors by facsimile telecommunication or other form of electronic communication, when directed by facsimile telecommunication or other form of electronic communication to a facsimile communication number or electronic mail address at which the Director has consented to receive notice.

A Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless he, at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

Section 17. Waiver of Notice. Notice of any meeting of the Board of Directors may be waived before or after the date and time of the meeting in a writing signed by the Director entitled to notice and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the corporate records.

Section 18. Action without Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all of the Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 19. Conduct of Meetings. The President, or in his absence a Vice President, if any, shall act as chairman of and preside over meetings of the Board of Directors. If no such officer is present, the Directors present at the meeting shall elect a chairman. The Secretary, or in his absence an Assistant Secretary, if any, shall act as secretary of such meetings. If no such officer is present, the chairman shall appoint a secretary of the meeting.

Section 20. Procedure at Meetings. The procedure at meetings of the Board of Directors shall be determined by the chairman, and the vote on all matters before any meeting shall be taken in such manner as the chairman may prescribe.

Section 21. Participation by Conference Telephone. The Board of Directors may permit any or all Directors to participate in a meeting of the Board of Directors by, or conduct the meeting through the use of, conference telephone or any other means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 22. Quorum and Voting

- (i) A quorum at any meeting of the Board of Directors shall be 51% of the number of Directors in office immediately before the meeting begins.
- (ii) Except for those actions specified in sub-section (iii) below or as otherwise provided by law, the articles of incorporation or these bylaws, the affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- (iii) An affirmative vote of at least 75% of the number of Directors present at a meeting at which a quorum is present shall be required to take the following actions:
  - (a) Amend the bylaws of Healtheway;
  - (b) Discontinue the managerial and operational support that Healtheway provides to eHealth Exchange;
  - (c) Discontinue the administration and support of the Carequality initiative;
  - (d) Take any voluntary action that would cause the Bankruptcy of the corporation;
  - (e) Utilize the corporation's property, or assign rights in specific property of the corporation, for other than a corporate purpose;
  - (f) Take any action that directly leads to the liquidation, dissolution or winding up of the affairs of the corporation;
  - (g) Approve any merger, affiliation or other similar transaction involving the corporation;
  - (h) Borrow or incur indebtedness on behalf of the corporation in excess of \$100,000;
  - (i) Sell, lease, encumber or otherwise dispose of all or any substantial part of the Company's assets.

Section 23. Committees.

- (a) *Executive Committee.* The Board of Directors may appoint an Executive Committee of the Board of Directors which shall have the authority to act on behalf of the Board. The composition of the Executive Committee shall be the President, the Vice-President, the Secretary, one of the Directors appointed by the

Coordinating Committee and one of the Directors who was elected by the Members (if any have been elected).

- (b) *Nominating Committee.* The Board of Directors shall appoint a Nominating Committee as needed to determine the slate of individuals who will be presented to the Members for election as Directors and the slate of individuals who will be presented to the Board of Directors for election as At-large Directors. The size and composition of the Nominating Committee shall be determined by the Board of Directors.
- (c) *Other Committees.* The Board of Directors may create such other committees as the Board of Directors may deem necessary or advisable from time to time. Each such committee shall have and may exercise such authority as may be specified by the Board of Directors except to the extent prohibited or restricted by law, the articles of incorporation or these bylaws. Each such committee shall be composed of the individuals as may be appointed by the Board of Directors. Committee members do not have to be Directors; however, each committee shall include at least one Director.

The provisions of Sections 15 through 21 of this Article, which provide for, among other things, meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well.

Section 24. Terms of Members of Committees. Except for the President and the Coordinating Committee members of the Executive Committee, the terms of members of committees of the Board of Directors shall expire at the first regular meeting of the Board of Directors held after the first annual meeting of the Members following their appointment. Committee members shall be eligible for reelection to an unlimited number of subsequent terms.

Section 25. Conflicts of Interest. No transaction with the corporation in which a Director or a Member of which a Director is a representative has a direct or indirect personal interest shall be void or voidable solely because of the interest of such Director or Member in the transaction if: (i) the material facts of the transaction and the interest of the Director or Member are disclosed or known to the Board of Directors or a committee of the Board of Directors, and the transaction was authorized, approved or ratified by the affirmative vote of a majority of the Directors on the Board of Directors, or on the committee, who have no direct or indirect personal interest in the transaction; provided, however, that a transaction shall not be authorized, approved or ratified by a single Director; or (ii) the material facts of the transaction and the interest of the Director or Member are disclosed to the Members, and the transaction is authorized, approved or ratified by the vote of a majority of the Members other than the Director or Member that has a direct or indirect interest in the transaction; or (iii) the transaction is fair to the corporation.

## ARTICLE III

### OFFICERS

Section 1. Generally. The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be appointed by the Board of Directors at the organizational meeting of the Board of Directors and at a regular meeting of the Board of Directors held as soon as may be practicable after each annual meeting of the Members. If a vacancy shall exist in any such office, a special meeting of the Board of Directors shall held as soon as may be practicable after the resignation, death or removal of the officer theretofore holding the office. The Board of Directors or the President may also at any time appoint one or more Vice Presidents or other officers and assistant officers and fill any vacancy that may exist in any such office as a result of the death, resignation or removal of the officer holding the same. Any officer may hold more than one office and may, but need not, be a director. Each officer shall have the authority and perform the duties which pertain to the office held by him, or as set forth in these bylaws or, to the extent consistent with these bylaws, such duties as may be prescribed by the Board of Directors or the President.

Section 2. President. The President shall act as chairman of and preside over meetings of the Members and Board of Directors and shall perform, to the extent consistent with these bylaws, such duties as may be conferred upon him by the Board of Directors.

Section 3. Vice President. The Vice President shall perform, to the extent consistent with these bylaws, such duties as may be prescribed by the Board of Directors or the President. In the event of and during the absence, disqualification or inability to act of the President, the Vice President shall have the authority and perform the duties of the President.

Section 4. Secretary. The Secretary shall have the responsibility for preparing and maintaining custody of minutes of meetings of the Members and Board of Directors in a book or books kept for that purpose and the responsibility for authenticating records of the corporation. The Secretary shall maintain a record of Members of the corporation, giving the names and addresses of all Members and the class of membership of each Member.

Section 5. Treasurer. The Treasurer shall be responsible for all funds of the corporation. The Treasurer shall ensure employees and agents of the corporation properly receive moneys due and payable to the corporation and deposit all such moneys in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 6. Delegation of Power. In the event of and during the absence, disqualification or inability to act of any officer other than the President, such other officers or employees as may be designated by the Board of Directors or by the President shall have the authority and perform the duties of such officer.

Section 7. Terms. Officers shall hold office until the first regular meeting of the Board of Directors held after each annual meeting of the Members, or for such longer or shorter term as the Board of Directors may specify, and until their respective successors are appointed.

Section 8. Resignation. Officers may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 9. Removal. Officers may be removed, with or without cause, at any time by the Board of Directors and officers, if appointed by another officer, may likewise be removed by such officer.

Section 10. Execution of Instruments. Checks, drafts, notes and orders for the payment of money shall be signed by such officer or officers or such other individual or individuals as the Board of Directors may from time to time authorize, and any endorsement of such paper in the ordinary course of business shall be similarly made, except that any officer or assistant officer of the corporation may endorse checks, drafts or notes for collection or deposit to the credits of the corporation. The signature of any such officer or other individual may be a facsimile when authorized by the Board of Directors.

Section 11. Proxies. Unless otherwise prescribed by the Board of Directors, the President may from time to time himself, by such proxy or proxies, attorney or attorneys, agent or agents of the corporation as he shall designate in the name and on behalf of the corporation, cast the votes to which the corporation may be entitled as a shareholder or otherwise in any other corporation, at meetings, or consent in writing to any action by any such other corporation; and he may instruct the individual or individuals so appointed as to the manner of casting such votes or giving such consent, and execute or cause to be executed on behalf of the corporation such written proxies, consents, waivers or other instruments as he may deem necessary or desirable.

Section 12. No Compensation. No officer of the corporation shall receive compensation for the performance of his or her duties under these bylaws. Any officer may be reimbursed for expenses incurred by him or her on behalf of the corporation where those expenses have been authorized in advance by the Board of Directors.

## ARTICLE IV

### EMPLOYEES AND AGENTS

Section 1. Executive Director. The Board of Directors may, but shall not be required to, employ or authorize the President to employ an individual to serve as the Executive Director of the corporation. The Executive Director may either be an employee of the corporation or an independent contractor. The Executive Director shall be the chief executive officer of the corporation with general supervision over, responsibility for and control of the other agents and employees of the corporation. The Executive Director shall perform such other duties and

shall have such authority, as may be required of, or conferred upon, the Executive Director by the President or the Board of Directors.

Section 2. Other Employees and Agents. The Board of Directors may but shall not be required to, employ or authorize the Executive Director to employ or engage such employees and agents as the Board of Directors, the President or the Executive Director may deem necessary or desirable to further the purposes of the corporation.

## ARTICLE V

### AMENDMENTS

These bylaws may be amended, altered or repealed by the Board of Directors except to the extent that: (i) this power is reserved exclusively to the Members by law or the articles of incorporation; or (ii) the Members in adopting or amending particular bylaws provide expressly that the board of directors may not amend or repeal the same. These bylaws may be amended or repealed by the Members even though the same also may be amended or repealed by the board of directors.

Adopted: May 20<sup>th</sup>, 2014