

**AMENDED AND RESTATED BY-LAWS OF  
PARTNERS IN HEALTH, A NONPROFIT CORPORATION**

**ARTICLE I**

ARTICLES OF ORGANIZATION

The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-laws, the powers of the corporation and of its directors, and regulation of the affairs of the corporation shall be subject to the Articles of Organization in effect from time to time.

**ARTICLE II**

MEMBERS OF THE CORPORATION

Section 1. NO MEMBERS. The corporation shall have no members. Any action or vote that Chapter 180 of the General Laws of the Commonwealth of Massachusetts or any other law, rule or regulation, requires or permits members to take shall be taken instead by an action or vote of the same percentage of the board of directors of the corporation, unless otherwise specified herein.

**ARTICLE III**

BOARD OF DIRECTORS

Section 1. POWERS. The general management of the affairs of the corporation shall be vested in a board of directors, which board may exercise all of the powers of the corporation. The board of directors shall be the body which is equivalent to the board of directors of the corporation within the meaning of Chapter 180, Section 2(d) of the General Laws of Massachusetts and shall exercise such powers and authorities as are vested in the board of directors pursuant to said Chapter 180.

Section 2. NUMBER. The board of directors shall be of such number as a majority of the directors shall determine, but shall not be fewer than three (3) and not more than twenty-five (25). In addition, the president shall serve as an ex-officio, voting member of the board of directors.

Section 3. ELECTION, TERM OF OFFICE, AND VACANCIES.

- (a) Classes; Election. The directors shall be divided into three classes (each a "Class" and collectively, the "Classes") of approximately equal size, with the term of one Class expiring each year. The initial term of the first Class shall expire at the next annual meeting of the board of directors; the initial term of the second Class shall expire at the next annual meeting of the board of directors thereafter; and the initial term of the third Class shall expire at the next annual meeting of the board of directors thereafter; in each case, until their respective successors are duly elected and qualified; provided, however, that if there shall be an annual meeting held less than six (6) months following the previous annual meeting, such annual meeting shall be disregarded for the purposes of determining the term limits hereof. The Governance and Nominating Committee of the board of directors shall recommend by majority vote the

candidates for membership on the board of directors to the full board, which shall elect the directors by a majority vote as set forth herein. At each annual meeting of the board of directors, the acting directors shall elect for a term of three (3) years the appropriate number of successors to the Class whose term is then expiring, and may also elect additional directors to the other Classes to the extent necessary to maintain equality in size among Classes.

- (b) Vacancies. The directors may fill any vacancy in the board of directors and may elect additional directors at any meeting, annual or special; provided however, that the term of office for a director elected between annual meetings shall be for the period remaining for the Class into which such director is placed upon his or her election. If a director is elected to a Class during the third year of the Class term, that year shall not count toward calculation of the three three-year term limitation (described below). Should the resignation or removal of a director pursuant hereto result in there being fewer than three (3) directors, the directors shall elect such number of new directors necessary to bring the number of directors into compliance with these By-laws.
- (c) Term Limits. Notwithstanding anything to the contrary herein, beginning with the June 2018 Annual Meeting, a director may serve no more than three (3) successive three (3)-year terms, after which such director may be re-elected to the board following a one (1)-year period during which such director may serve as a trustee (such period, a “Hiatus”). The foregoing term limitations shall not apply to Paul Farmer, Ophelia Dahl or Todd McCormack (each, a “Founder” and collectively, the “Founders”) or the president for so long as each person is serving in such capacity, except that term limits applicable to the chairperson of the board of directors shall apply for the purposes of service as chair. The board of directors may, on a one-time basis (the June 2018 Annual Meeting), vote to elect directors to new Classes for the purposes of balancing Classes and calculating term limits going forward.

Section 4. RESIGNATION. A director may resign at any time by giving written notice of such resignation to the president or clerk. Such resignation shall be effective upon receipt of such notice by the president or clerk, unless the notice specifies a later effective date.

Section 5. REMOVAL. A director may be removed or suspended with or without cause by an affirmative vote of two-thirds (2/3) of the disinterested directors, after such director has been given reasonable notice and opportunity to be heard.

Section 6. DELEGATION. The board of directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these By-laws may not be so delegated, to any officer or agent of the corporation or to an executive committee or to such other committees as may from time to time be activated as provided herein. Any such delegation shall be renewed, removed or revised by the board of directors annually at its annual meeting or any other meeting.

Section 7. CHAIRPERSON. From time to time the board of directors may elect from the board members, a chairperson who shall preside over all meetings of the board of directors and who shall have such other powers and duties as shall be specified by

the board of directors. The chairperson shall be elected by a majority of the directors. The current Founder chairperson shall serve for a three year term (beginning as of the June 2018 Annual Meeting) and until her successor shall have been elected and shall have accepted election, and may be re-elected to serve one additional three-year term. Successive chairpersons shall serve for a three-year term and may be reelected to serve for one additional three-year term. If a director is elected to serve as chairperson at the end of his or her nine (9) years of board service, such director may serve up to an additional six (6) years as chairperson for a maximum of fifteen (15) years of service. All chairperson terms hereunder shall be subject to the term limits and exceptions thereof of Section 3 of this Article III. In the absence of such election, the vice chair, if any, or otherwise the president shall preside at all meetings of the board of directors in accordance with Article VII, Section 3(a).

Section 8 VICE CHAIR. The board of directors also may elect from the board members a vice chair. The vice chair shall serve for a three (3)-year term and until his/her successor shall have been elected and shall have accepted election, subject to the term limits and exceptions thereof of Section 3 of this Article III.

#### **ARTICLE IV**

##### **MEETINGS OF BOARD OF DIRECTORS**

Section 1. ANNUAL MEETINGS. The annual meeting of the board of directors shall be held annually at such place and time as the board of directors may determine.

Section 2. SPECIAL MEETINGS. Special meetings of the board of directors may be called by the president or the chairperson of the board of directors.

Section 3. NOTICE. Five (5) days' written notice or two (2) days' telephonic or email notice shall be given of all meetings of the board of directors, stating the date, purpose, time and place of such meeting. Notice of a meeting need not be given to any member of the board of directors if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, and need not be given to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

Section 4. QUORUM AND VOTING AT MEETINGS. A majority of the directors then in office shall constitute a quorum at all meetings. Unless otherwise required elsewhere in these By-laws, the Articles of Organization or applicable law, actions taken at any meeting at which a quorum is present shall be by a majority vote of the directors present at such meeting. The directors present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal from such meeting of any one or more directors so as to leave less than a quorum.

Section 5. ACTION WITHOUT A MEETING. Any action required or permitted to be taken may be taken by the board of directors, or by any committee thereof, without a meeting if a unanimous consent which sets forth the action is given in writing, and if the written consent is filed with the records of the corporation. Such consents

shall have the same force and effect as any other validly approved action of the board of directors.

- Section 6. **TELEPHONIC PARTICIPATION IN MEETINGS.** The directors or members of any active committee may participate in a meeting of the board of directors or such committee, respectively, by means of a conference telephone or video call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
- Section 7. **MINUTES.** The president, clerk, treasurer, or other person designated by the chairperson of the board of directors shall keep minutes of each meeting of the board of directors.

## **ARTICLE V**

### **BOARD OF TRUSTEES**

- Section 1. **PURPOSE, COMPOSITION AND AUTHORITY OF BOARD OF TRUSTEES.** The purpose of the board of trustees is to form a group of advisors, supporters, implementors, teachers and healthcare professionals critical to the corporation's future success. While the board of trustees will not be responsible for the governance of the corporation, it is designed to address an equally critical goal: to forge enduring relationships between corporation leadership and its partners upon which the corporation's mission depends. The board of trustees shall be of such number as the board of directors shall determine, but shall not be fewer than fifteen (15) or more than eighty-five (85). Each member of the board of directors shall also be a member of the board of trustees. Trustees shall have no right to notice of or to vote at any meeting of the board of directors, shall not be considered for purposes of establishing a quorum of a meeting of the board of directors, and shall have no authority to bind the corporation in any way.
- Section 2. **ELECTION, TERM OF OFFICE, AND VACANCIES.** Trustees shall serve for a term of three (3) years and may be re-elected to serve successive terms without limitation. Trustees will be elected by the Governance and Nominating Committee by a majority vote. The Governance and Nominating Committee of the board of directors may fill any vacancy in the board of trustees and may elect additional trustees at any meeting.
- Section 3. **RESIGNATION.** A trustee may resign at any time by giving written notice of such resignation to the vice chair of the board of directors, if any, or the clerk. Such resignation shall be effective upon receipt of such notice by the vice chair of the board of directors or the clerk, unless the notice specifies a later effective date.
- Section 4. **REMOVAL.** A trustee may be removed or suspended with or without cause by an affirmative vote of the Governance and Nominating Committee.
- Section 5. **CHAIRPERSON.** The Governance and Nominating Committee shall elect chairperson(s) and vice chair(s) of the board of trustees. The chairperson(s) shall preside over all meetings of the board of trustees and shall have such other powers and duties as shall be specified by the Committee. The chairperson shall serve for

a three (3)-year term and until his/her successor shall have been elected and shall have accepted election, and may be re-elected, without limitation, to serve successive terms. In the absence of such election, the vice chair(s) of the board of trustees, the chairperson or vice chair of the board of directors, or the president of the corporation shall preside at all meetings of the board of trustees. The chairperson and vice chairs shall provide stewardship for the board of trustees and may from time to time appoint chairs of special initiatives of the board of trustees.

## **ARTICLE VI**

### **MEETINGS OF BOARD OF TRUSTEES**

- Section 1. **ANNUAL MEETINGS.** The annual meeting of the board of trustees shall be at such place and time as the board of directors may determine.
- Section 2. **SPECIAL MEETINGS.** Special meetings of the board of trustees may be called by a member of the board of directors.
- Section 3. **NOTICE.** Five (5) days' written notice or two (2) days' telephonic or email notice shall be given of all meetings of the board of trustees, stating the date, purpose, time and place of such meeting. Notice of a meeting need not be given to any member of the board of trustees if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, and need not be given to any trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.
- Section 4. **TELEPHONIC PARTICIPATION IN MEETINGS.** The trustees or members of any committee of the board of trustees may participate in a meeting of the board of trustees or such committee, respectively, by means of a conference telephone or video call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
- Section 5. **MINUTES.** An individual designated by the chairperson of the board of trustees shall keep minutes of each meeting of the board of trustees.

## **ARTICLE VII**

### **OFFICERS**

- Section 1. **OFFICERS.** The officers of the corporation shall be the chairperson of the board of directors, the president, a treasurer, a clerk and any other officers that the board of directors may from time to time designate. The same individual may concurrently hold more than one office.
- Section 2. **ELECTION AND TERM.** The board of directors shall, at each annual meeting of the board of directors, elect the officers. Officers shall serve for a one (1)-year period and until their respective successors are elected, and may be reelected to successive terms as an officer, without limitation, subject to the term limits and exceptions thereof of Sections 3 and 7 of Article III.

Section 3. POWERS. The officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to, the powers and duties listed below, and including any powers or duties as may be vested in their respective offices by the board of directors or these By-laws:

- (a) The chairperson of the board of directors shall have the powers and duties as set forth in Article III, Section 7 and as otherwise stated in these By-laws.
- (b) The president shall be the chief executive officer of the corporation and, subject to the control of the board of directors, shall have general charge and supervision of the affairs of the corporation. The president shall serve as a member of the board of directors in an ex officio, voting capacity, for such period that he or she shall be president. If there be no chairperson of the board of directors, the president shall preside at all meetings of the board of directors or may designate another person to act as presiding officer.
- (c) The treasurer shall be a member of the board of directors and shall, except as the board of directors may otherwise provide, have general charge of the corporation's financial affairs.
- (d) The clerk shall record and maintain records of all proceedings of the board of directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts and at the principal office of the corporation or at the office of its clerk or of its resident agent and which book or books shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of all records of the meetings of the board of directors. If the clerk is absent from any meeting of the board of directors, a temporary clerk shall exercise the duties of the clerk at that meeting. The clerk shall record and maintain records of addresses for notices to the directors and shall be responsible for the delivery of all notices of meetings to the board of directors and the board of trustees and for such other correspondence as directed by the board of directors. The clerk shall, unless and until the corporation shall appoint, in the manner prescribed by law, a resident agent for service of process, be a resident of the Commonwealth of Massachusetts.

Section 4. RESIGNATION AND REMOVAL. An officer may resign at any time by giving written notice of such resignation to the clerk or president. Such resignation shall be effective upon receipt of such notice, unless the notice specifies a later effective date. An officer may be removed from office either with or without cause by the affirmative vote of a majority of the directors required at any meeting of the board of directors, unless the directors have otherwise delegated their duties in accordance with these By-laws.

Section 5. VACANCIES. A vacancy in any office shall be filled for the remainder of the term by the board of directors at any annual meeting or any special meeting called for that purpose. Any such successor shall hold such office for the remainder of the unexpired term.

## **ARTICLE VIII**

### **COMPENSATION**

Officers may receive reasonable compensation for their services and may be reimbursed, subject to approval and ratification by the board of directors, for reasonable expenses incurred in connection with the affairs of the corporation, including attendance at meetings. The board of directors may determine the salaries or other compensation of officers and of each employee or agent of the corporation, unless it delegates its duties to a compensation committee, any other committee designated by the board of directors, or officers of the corporation. No employee or agent of the corporation shall be prevented from receiving compensation for serving as such by reason of the fact that he or she is also an officer. Neither directors, in their capacity as directors of the corporation, nor trustees in their capacity as trustees of the corporation, may receive compensation for their services nor may they be reimbursed for expenses incurred in connection with the affairs of the corporation, including attendance at meetings, unless the board of directors votes to provide for such compensation and reimbursement.

## **ARTICLE IX**

### **COMMITTEES**

Section 1. **ACTIVATION.** The president, the board of directors, or an executive committee may activate at any time any committee that the president, the board of directors, or such executive committee may establish. Members of a committee designated by the president, the board of directors, or the executive committee, as the case may be, may be elected to such committees by the Governance and Nominating Committee, except for the members of the Executive Committee, the Finance Committee and the Audit Committee, who shall be elected by the board of directors in consultation with the Governance and Nominating Committee. If permitted by applicable law, these By-laws, and the Articles of Organization, a committee charter may provide for participation by outside consultants, referred to in the balance of this Article IX as “non-officer/director members”. Non-officer/director members shall be nominated by the applicable committee chair, and elected to the committee by the Governance and Nominating Committee. The board of directors and the Governance and Nominating Committee will consult with the chairperson of a committee prior to electing or reelecting a committee member. The chairperson of the board of directors shall serve as an ex-officio, voting member of each committee, and the president shall serve as an ex-officio, non-voting member of each committee.

Section 2. **EXECUTIVE COMMITTEE.** The board of directors may at any time activate an executive committee of the board of directors which shall consist of the chair people of the Finance Committee, Audit Committee, and the Government and Nominating Committee, and those other directors elected by the directors at the annual meeting or at a special meeting in lieu thereof of the board of directors. To the extent specified by the board of directors pursuant to its powers of delegation set forth in Article III, Section 6, the board may delegate to the executive committee responsibility for supervising the operation of the corporation, subject to the policies and directives of the board of directors. There shall be a chairperson of the executive committee elected annually by the board of directors for a one (1)-year term, who shall have such responsibilities, duties, and powers as may be delegated to him or her by the board of directors, president, or executive committee, but who

shall be subject always to the direction and control of the board of directors, president, and executive committee. Any executive committee shall be comprised of officers and directors of the corporation, and shall not include non-officer/director members.

- Section 3. **FINANCE COMMITTEE.** The Finance Committee will assist the board in fulfilling its fiscal oversight responsibilities including reviewing financial results, overseeing investment policies and management of investments, and reviewing and recommending the annual operating budget for approval by the board. There shall be a chairperson of the Finance Committee elected annually by the board of directors for a one (1)-year term, who will be an independent director and shall have such responsibilities, duties, and powers as may be delegated to him or her by the board of directors, but who shall be subject always to the direction and control of the board of directors.
- Section 4. **AUDIT COMMITTEE.** The Audit Committee shall be responsible for the appointment, compensation and oversight of the work of the independent certified public accounting firm employed by the corporation and shall review and finalize the corporation's audited financial statements. The Audit Committee shall perform such other duties as may be designated by the board of directors. The majority of the members of the Audit Committee shall be independent directors and shall not be members of the Finance Committee. There shall be a chairperson of the Audit Committee elected annually by the board of directors for a one (1)-year term, who will be an independent director, not a member of the Finance Committee, and shall have such responsibilities, duties, and powers as may be delegated to him or her by the board of directors, but who shall be subject always to the direction and control of the board of directors.
- Section 5. **GOVERNANCE AND NOMINATING COMMITTEE.** The Governance and Nominating Committee shall be responsible for nominating members of the board of directors, electing members of the board of trustees, and fulfilling other duties as set forth in these By-laws or by the board of directors. There shall be a chairperson of the Governance and Nominating Committee elected annually by the board of directors for a one (1)-year term, who shall have such responsibilities, duties, and powers as may be delegated to him or her by the board of directors, but who shall be subject always to the direction and control of the board of directors.
- Section 6. **OTHER COMMITTEES.** There may be such other standing or ad hoc committees with such functions as the president, the board of directors or an executive committee may determine pursuant to the powers set forth in Article III, Section 6 and Article IX, Section 1.
- Section 7. **TERMS AND ELIGIBILITY.** Members (including non-officer/director members) of any committee shall serve for a specified term on any committee to which they are elected and may be re-elected for successive terms by the Governance and Nominating Committee, the length of said term to be subject to the term limits in Article III, Section 3, and determined by the Governance and Nominating Committee at the time of the appointment to the committee. If any person shall cease to serve as chairperson of a committee prior to the expiration of his/her term,



the Governance and Nominating Committee may appoint one of the members of such committee to fill such vacancy until the expiration of such term.

- Section 8. **RESIGNATION AND REMOVAL.** A committee member (including non-officer/director member) or committee chairperson may resign at any time by giving written notice of such resignation to the clerk or president. Such resignation shall be effective upon receipt of such notice, unless the notice specifies a later effective date. A committee member (including non-officer/director members) and/or committee chairperson may be removed from such position either with or without cause by the affirmative vote of the board of directors.
- Section 9. **VACANCIES.** A vacancy in any committee may be filled for the remainder of the term by the Governance and Nominating Committee. Any such successor shall hold such office for the remainder of the unexpired term.
- Section 10. **MINUTES.** To the extent requested by the board of directors, a report of all material actions taken by each committee shall be made to the board of directors no later than the next meeting of the board of directors. Minutes of each committee shall be available to any director for inspection.
- Section 11. **QUORUM AND VOTING AT MEETINGS.** Except as otherwise provided by law, a majority of the members (including non-officer/director members) of any committee then in office shall constitute a quorum at all meetings of such committee. Members (including non-officer/director members) of any committee may be present at and participate in such meetings by telephone or video. Subject to Article IV, Section 4 of these By-laws, when a quorum is present at any committee meeting, the votes of a majority of the members and non-officer/director members present and voting together shall be necessary and sufficient for the decision of any question brought before the meeting, except as otherwise provided by law or the Articles of Organization. In cases where a majority vote of committee members present does not include a majority vote of the director members of such committee, then the decision of the question voted on shall be set aside until such time as the question and vote can be reviewed by the full board of directors.

## **ARTICLE X**

### **SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, EMERITI, FRIENDS OF THE CORPORATION**

The board of directors may designate certain persons or groups of persons as members of a board of advisors, emeritus board, or as sponsors, benefactors, contributors, or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the board of directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities to act on behalf of the corporation.

## **ARTICLE XI**

### **GENERAL**

- Section 1. CORPORATE SEAL. The corporate seal shall be in a form determined from time to time by the board of directors.
- Section 2. FISCAL YEAR. The fiscal year of the corporation shall end on the 30th day of June of each year, unless otherwise determined by the board of directors.
- Section 3. EXECUTION OF INSTRUMENTS; RECEIPT AND DISBURSEMENT OF FUNDS. Except as otherwise provided in these By-laws or as the board of directors may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or treasurer or by the individual empowered to do so by the president or treasurer. The board of directors may designate such other officer or officers who, in addition to or instead of the treasurer, shall be authorized to receive and receipt for all moneys due and payable to the corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor.
- Section 4. CUSTODIAN AND OTHER AGENTS. The board of directors shall have power in its discretion, from time to time, (a) to employ a bank or trust company or brokerage firm as custodian of any funds or securities of the corporation and to delegate to such custodian such powers as it may deem appropriate, including the power to make payments from and execute checks drawn on the funds of the corporation; (b) to employ clerks, accountants, legal counsel, investment counsel and any special services and to delegate the power to make investment changes on a discretionary basis; and (c) to pay compensation for any expenses of all such services in addition to the expenses of the directors. Each such custodian, employee or agent shall retain his or her authority at the pleasure of the board of directors.
- Section 5. VOTING OF SECURITIES. Except as the board of directors may otherwise designate or require, the president may appoint any person or persons, with or without power of substitution, to act as proxy or attorney in fact for the corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

## **ARTICLE XII**

### **CONFLICT OF INTEREST**

Except as otherwise provided by law or in the Articles of Organization, and subject to the corporation's Conflict of Interest Policy, no contract or other transaction of the corporation shall, in the absence of fraud, be affected or invalidated by the fact that any director, trustee or officer of the corporation or any corporation, firm or association of which he or she may be a director, officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise, in any such contract or other transaction.

## ARTICLE XIII

### INDEMNIFICATION

Section 1. INDEMNIFICATION FOR DIRECTORS, TRUSTEES AND OFFICERS. The corporation shall, to the extent legally permissible, indemnify each person who serves or has served as a director, trustee or officer of the corporation, and each person who is or was serving at the request of the corporation as an officer or director of another organization (including any trust or other entity maintained pursuant to a retirement plan for employees of the corporation), against all liabilities, costs and expenses (including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an officer, director, or trustee, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, if applicable, of the other organization of which he or she is or was serving as an officer or director at the corporation's request. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

Section 2. SETTLEMENTS. As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (i) by a two-thirds vote of the disinterested members of the whole board of directors then in office, or (ii) by a majority vote of the whole board of directors at a duly organized special meeting called for that purpose, provided, that subsection (ii) of this paragraph, shall apply only if the board of directors shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the corporation and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation. No such approval shall prevent the recovery from any such officer, director, trustee or director of any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in best interests of the corporation.

- Section 3. EMPLOYEES AND AGENTS. By the same procedures set forth in the preceding paragraph, the board of directors may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to employees or agents of the corporation who are not officers, trustees or directors or to persons serving at the corporation's request as either employees or agents of another organization or in a capacity with respect to any employee benefit plan.
- Section 4. NON-WAIVER OF OTHER RIGHTS. The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, trustee, director, employee or agent may be entitled or which may lawfully be granted to such person.
- Section 5. INSURANCE. By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance, in such amounts as the board of directors may from time to time deem appropriate, on behalf of any person who is or was an officer, trustee, director, employee or other agent of the corporation or who is or was serving at the request of the corporation as an officer, trustee, director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability.
- Section 6. DEFINITIONS. As used herein, the terms "officer," "director," "trustee," "employee" and "agent" include their respective executors, administrators and other legal representatives; an "interested" person is one against whom the action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.
- Section 7. NON-EXCLUSIVENESS. The indemnification provided by this Article XIII shall not be deemed exclusive of any other rights to which an officer, trustee, director, employee or other agent of the corporation may be entitled under any statute, bylaws, agreement, vote of the board of directors or otherwise and shall not restrict the power of the corporation to make any indemnification permitted by law.

#### **ARTICLE XIV**

##### **PERSONAL LIABILITY**

The directors, trustees and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

## **ARTICLE XV**

### **AMENDMENTS**

These By-laws may be amended or repealed, in whole or in part, by a two-thirds (2/3) vote of the directors voting at any meeting of the board of directors, provided that notice describing the proposed amendment has been given in writing pursuant to Article IV, Section 3.

## **ARTICLE XVI**

### **NON-DISCRIMINATION**

The corporation is committed to a policy of equal opportunity. The corporation complies with all applicable laws and regulations regarding employment and shall ensure that there will be no discrimination on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, ancestry or any other legally prohibited basis in its selection of directors, trustees, officers, employees or agents, applicants for employment, grant recipients or students. The board of directors, board of trustees and all officers and employees are required to implement this policy.

**Amended and Restated June 5, 2018**