

**BYLAWS
OF
HEALTHCARE INDUSTRY RESILIENCE COLLABORATIVE, ASSOCIATION (HIRC)**

Version 1.3, Dated May 17, 2023

**ARTICLE 1
NON PROFIT COMPLIANCE**

Section 1.01. Nonprofit. The Healthcare Industry Resilience Collaborative (“Association”) is non-profit, non-stock corporation.

Section 1.02. Operations. The Association is organized and shall be operated exclusively to promote the common business and professional interests of the members of this non-profit corporation with the meaning of, and as contemplated and permitted by, Section 501(c)6 of the Internal Revenue Code of 1986 (the “Code”) and in this regard to operate increase resiliency of critical healthcare supply chain through industry engagement, best practices, and cooperative efforts of providers, suppliers, and other industry stakeholders.

Section 1.03. Earnings. Any earnings do NOT benefit any private shareholder or individual member. No part of the net income earnings of this Association shall, directly or indirectly, inure to the benefit of any person having a personal and private interest in activities of the Association, but this Association may pay a reasonable compensation for services rendered to this Association in furtherance of its purposes.

Section 1.04. Political and Legislative. The organization will NOT engage in prohibited political and legislative activities. This Association shall not directly or indirectly participate in and, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 1.05. Dissolution. This Association may be dissolved in accordance with the laws of the state of Delaware and the bylaws. Upon dissolution of this Association, and after the payment of all liabilities obligations of this Association and all costs and expenses incurred by this Association in connection with such dissolution, and remaining assets should be distributed to the members as permitted by section 501(c)6 of the Code or for one or more of the Association’s exempt purposes, or to any recognized charitable organization that is exempt from federal income tax under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose, in such amounts as determined by the Board of Directors.

**ARTICLE 2
OFFICES, CORPORATE SEAL, DEFINITIONS**

Section 2.01. Registered Office. The registered office of this Association located in Delaware shall be that as set forth in the Certificate of Incorporation, or in the most recent amendment of the Certificate of Incorporation, or in the most recent statement filed with the Secretary of State of Delaware changing the registered office.

Section 2.02. Other Offices. This Association may have such other offices, within or without the State of Delaware, as the Board of Directors (“Board”) may from time to time determine.

Section 2.03. Corporate Seal. This Association shall have no corporate seal.

Section 2.04. Electronic Transmissions. For purposes of these Bylaws, “electronic transmission” shall mean a form of communication not directly involving the physical transmission of paper that satisfies the requirements with respect to such communications contained in the Delaware General Corporation Law.

ARTICLE 3 MEMBERSHIP

Section 3.01. Classes, Qualifications, and Manner of Admission of Members. This Association shall have members as set forth below in this Article 3 of these bylaws (“Bylaws”).

A. Leadership Members. This Association shall have voting members, each of whom shall be entitled to one vote on all matters submitted to the Members of this Association (the “Leadership Members”). Membership as a Leadership Member shall be open to providers and suppliers who are interested in participating in the Association network of industry leaders, committees and initiatives. The Leadership Members shall be composed of two classes, designated as follows:

(1) Founding Members. The initial “Founding Members” are Mayo Clinic and Corewell Health (fka Spectrum Health System). Each Founding Member shall have the right to appoint a director to the Association’s Board of Directors.

(2) Principal Members. “Principal Members” are those approved by the Board. Each Principal Member shall have the right to appoint a director to the Association’s Board of Directors. Principal Members are chosen based on shared vision, reputation, capacity to lead and execute change, provide progressive thought leadership in the industry, and indicate willingness to provide the resources, time, and finances necessary to drive the Association’s mission forward.

The application to become a Leadership Member (“Leadership Membership Application Form”) shall be in writing in a form authorized by the Board. An applicant shall become a Leadership Member upon approval by the Board, execution of the Leadership Membership Agreement, and payment of the dues as prescribed from time to time by the Board and as described in Section 3.04.

B. Associate Members. This Association shall have nonvoting members, who shall be designated “Associate Members” and shall not be entitled to vote on any matters submitted to the Members of this Association. Each Associate Member shall have the right to designate one or more participants in the Associate Member permitted activities described herein. Membership as an Associate Member shall be open to providers, suppliers and other industry stakeholders who are interested in participating in the Association network of industry leaders, committees and initiatives. The Associate Members shall be comprised of five classes, designated as follows:

(1) Associate Providers. “Associate providers members” are those members who are both Associate Members and providers.

(2) Associate Suppliers. “Associate providers members” are those members who are both Associate Members and suppliers.

(3) Collaborators. A group or organization with mutual alignment of mission/vision wherein both parties contribute their respective expertise, resources, services, and name recognition to the benefit of HIRC and the Collaborator. The relationship should be characterized by good working rapport, effective communication, and mutual value. Industry stakeholders not otherwise identified as a Provider, Supplier, Sponsor, or Partner, are a Collaborator.

(4) Sponsors. Same as Collaborator with the addition of paid contribution by the Sponsor (typically of a recurring fixed amount) to HIRC for increased mutual benefit. A Sponsor may or may not be a strategic relationship.

(5) Partners. Same as Collaborator with the addition of paid contribution by the Partner (typically of a recurring variable amount) to HIRC for increased mutual benefit. A Partner is a strategic relationship.

For Collaborators, Sponsors, and Partners, expectations and benefits are outlined in a corresponding agreement between the parties. Sponsor and Partner relationships are typically at-will and non-exclusive but may entail preferential treatment.

The application to become an Associate Member (“Associate Membership Application Form”) shall be in writing on forms authorized by the Board. An applicant shall become an Associate Member upon approval by the Executive Committee, execution of the Associate Membership Agreement, and payment of the annual dues prescribed from time to time by the Board and as described in Section 3.04.

Associate Members only have the right to:

1. Observe certain Committee meetings, upon approval, subject to the Chair’s ability to move to closed door discussion when the Chair determines it is reasonably necessary to conduct conversations among Leadership Members without the presence of Associate Members;
2. Participate in all Member Call and Work Group activities, except for those Member Call and Work Group activities that are otherwise exclusive to Leadership Members.

Associate Members do not have a right to attend or participate in any other meetings.

Beyond the rights established in these Bylaws, Associate Members shall have only such rights as are expressly stated by resolution of the Board to apply to Associate Members.

C. Definition of Member. All references to “Members” or “Membership” in these Bylaws and in resolutions and minutes of this Association shall mean Leadership Members and Associate Members unless expressly stated otherwise. All Membership classes shall be open to providers, suppliers, and other industry stakeholders provided the prospective Member meets the requirements of such class of Membership.

D. Designation of Representatives.

(1) *Leadership Member.* Each Leadership Member that is a Juridical Person shall designate in writing to the Secretary a natural person to whom this Association shall direct all correspondence and who shall have the power to represent, and vote on behalf of, such Leadership Member at all meetings and to sign on behalf of such Leadership Member all votes, consents, waivers or proxy appointments (a “Voting Representative”). Each Leadership Member shall have one Voting Representative. A Voting Representative shall (subject to the discretion of the Board of Directors) be an employee of the Leadership Member, however, a person is not eligible to be a Board member if such person represents more than one person eligible to be a Leadership Member. (For example, a consultant who represents multiple partners is not eligible to be a Board member.) No person other than a Voting Representative appointed pursuant to this Section 3.01(D) shall have the right to vote or sign a consent, waiver, or proxy appointment on behalf of a Leadership Member that is a Juridical Person.

(2) *Associate Member.* Each Associate Member that is a Juridical Person shall designate in writing to the Secretary a natural person to whom this Association shall direct all correspondence.

(3) *Revocation.* An appointment of a representative pursuant to this Section 3.01(D) is revocable by the Leadership Member or Associate Member that appointed such representative by delivering to the Secretary a writing (i) stating that the appointment of such representative is revoked, and (ii) designating a new representative.

The term “Juridical Person” shall mean any entity that is a domestic or foreign corporation, limited liability company, whether domestic or foreign, partnership, limited partnership or other legal entity, whether domestic or foreign.

E. Common Control. Commonly controlled entities may only maintain a single Membership for the corporate family.

Section 3.02. No Transfer of Membership Rights. No Member may sell, pledge, encumber or otherwise transfer membership in this Association or a right arising from such membership.

Section 3.03. Resignation. A Member may resign at any time by delivering to the Secretary such Member’s written resignation. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective. The

resignation of a Member does not relieve such Member from any obligations such Member may have to this Association for dues, assessments, or fees or charges for goods or services accruing or arising prior to the date of delivery of the resignation.

Section 3.04. Membership Dues. The membership dues for Members shall be determined by the Board. Membership dues will apply for a one (1) year term, or as otherwise agreed upon, with the exception that the initial term may differ in order to establish a reasonable schedule for subsequent terms. Members shall pay membership dues to the Association according to the schedule of dues, if any, established from time to time by the Board; provided, however, the effective date of a Member's status as Member shall be the date that the Member's membership application is approved. If any special dues or fees are established by the Board, Members shall pay such special dues or fees according to the schedule of dues or fees established. Unless otherwise approved by the Board, annual membership dues and any other special dues and fees are non-refundable.

Timely payment of dues is required for membership and, for Leadership Members, the right to vote and any other rights as defined in Section 4.13. When any Member is in default in the payment of any dues or fees hereunder for a period of sixty (60) days from the period for which such dues or fees become due, such Member's membership may be thereupon terminated in accordance with Section 3.06.

Section 3.05. Termination of Membership for Other Than Failing to Pay Dues. The Board may, upon the affirmative vote of at least sixty-six percent (66%) of the directors then in office, terminate the membership of any Member, where such Member has engaged or is engaging in conduct that is not in the best interest of this Association or has or is not complying with the Association's Bylaws or policies other than for nonpayment of dues, assessments, fees or charges which is covered by Section 3.06. The termination of such Member shall not relieve the Member from obligations the Member may have to this Association for dues, assessments, or fees or charges for goods or services accruing or arising prior to the date of such termination. Termination shall not entitle a Member to refund of any dues paid.

Founding Members may not be terminated unless at least one Founding Member agrees to the action in addition to the requirements of Section 3.05.

Section 3.06. Termination of Membership for Nonpayment of Dues, Assessments, Fees or Charges. If any Member, including an Associate Member, fails to pay to this Association the full amount of dues, assessments, or fees or charges for goods or services as authorized by the Board, this Association shall deliver to such Member written notice thereof. If such Member does not cure such failure within a reasonable period of time, as determined by the Chair after the date of such written notice, the membership of such Member shall be terminated immediately. In such a case, the Chair shall provide an opportunity for such Member, including an Associate Member, to be heard, orally or in writing, not less than five (5) days before the effective date of such termination of membership. The termination of membership of such Member shall not relieve such Member from obligations the Member may have to this Association for dues, assessments, or fees or charges for goods or services accruing or arising prior to the date of the cancellation. Upon payment of all amounts that are due and payable to

this Association, such Member may reapply as a Leadership Member or an Associate Member, as the case may be.

If otherwise in good standing, Leadership Members may move to the Associate Member class upon approval of the Board.

Section 3.07. Confidentiality, Antitrust Policy and Intellectual Property Policy. This Association requires that all of the Association's activities comply with applicable competition and antitrust laws and that all Members comply with the Association's Antitrust Policy which shall be adopted by the Association and may be amended from time to time. These laws are designed to protect the competitive process from monopolization or from agreements that unreasonably restrain trade. This Association has adopted an Intellectual Property Policy, which may be amended from time to time, and requires that all Members agree to abide by the Intellectual Property Policy ("IP Policy"). In the event a Member has joined before the Intellectual Property Policy or Antitrust Policy has been adopted and does not wish to abide by such policy, such Member will have its membership terminated and will receive back its prorated membership dues based on the number of months such person was a Member of the Association. Any Member who fails to comply with the Antitrust Policy or IP Policy shall be terminated from membership pursuant to Section 3.05. Members who are terminated from membership shall surrender all rights and license granted to Members of this Association for the use of this Association's intellectual property. The Association's Antitrust Policy and Intellectual Property Policy are hereby incorporated by reference into and form part of the Bylaws.

Section 3.08. Member Responsibilities. Members are expected to demonstrate their commitment to this Association's overall goals through active participation in and providing, as needed and described in the Bylaws, funding, time and resources to initiatives created by the Board.

(i) ARTICLE 4
a. MEETINGS OF LEADERSHIP MEMBERS

This section applies to Leadership Members ("Members") only. Rights of Associate Members are described in Article 3.

Section 4.01. Place of Meetings. Meetings of Members shall be held at such place, either within or without the State of Delaware, as the Board shall determine. Rather than holding a meeting at any place, the Board may determine that a meeting shall be held solely by remote communications (including, without limitation, telephone, internet or other electronic means) if such form of meeting complies with the requirements of the Delaware General Corporation Law. Because the Leadership Members are the only voting members of the Association, this Section 4 only applies to the Leadership Members and does not apply to any other classes of Membership.

Section 4.02. Annual Meeting. The regular annual meeting of the Members shall be held at such time and place as the Board may determine, for the purpose of electing directors, receiving a report on the activities and financial condition of this Association, and for the transaction of such other business as shall come before the meeting. The notice of the annual

meeting shall include the agenda, copies or references to relevant documents (e.g., documents the Leadership Members will be requested to reject/approve).

Section 4.03. Special Meetings. Special meetings of the Members shall be held whenever called by a majority of the Board or upon a demand (“Petition”) signed by twenty-five percent (25%) of the Leadership Members. Special meetings of the Members may be held within or without the State of Delaware at the place fixed by the Board. If at least twenty-five percent (25%) of the Leadership Members, or ten (10) Leadership Members, whichever is less, sign, date and deliver to the Executive Director or the Secretary a Petition for a meeting describing the purpose for which it is to be held, the Board shall cause a special meeting of the Members to be called and held on notice at such location as described in the notice no later than forty-five (45) days after the receipt of the demand. The business transacted at a special meeting of the Members shall be limited to the purposes stated within the notice of the special meeting.

Section 4.04. Notice of Meetings; Waiver of Notice. Unless otherwise provided in the Delaware General Corporation Law, notice of a meeting of the Members shall be mailed to each Member, addressed to such Member at its usual place of business, or personally delivered to such Member, at least ten (10) days, but not more than sixty (60) days, before the day on which the meeting is to be held regardless of whether the Association has set a meeting schedule for the year. The notice shall state the time and place of the meeting, and, in the case of a special meeting, a statement of the purposes thereof. Without limiting the manner by which notice may otherwise be given, notice may be given by a form of electronic transmission that satisfies the requirements of the Delaware General Corporation Law. If mailed, notice shall be deemed given when deposited in the U.S. mail, postage prepaid, directed to the Member’s address as it appears in this Association’s records. Notice shall be deemed given at the times specified with respect to the giving of notice by electronic transmission in the Delaware General Corporation Law.

Any Member may waive notice of a meeting of the Members. A waiver of notice by a Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or has not been called or convened in compliance with these Bylaws, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 4.05. Quorum; Voting. Except as otherwise provided by statute or by these Bylaws, fifty percent (50%) of the total number of the Leadership Members on the day of the meeting represented in person or by proxy shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Leadership Members present in person or by proxy at any duly held meeting at which a quorum is present shall be the act of the Members. In the absence of a quorum, a majority of the Leadership Members present in person or by proxy may adjourn a meeting from time to time until a quorum is present in person or by proxy. Each Leadership Member shall be entitled to one (1) vote on each matter to be voted on by the Members. Except as required by law, notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a

quorum is present when a duly called or held meeting is convened, the Leadership Members present in person or by proxy may continue to transact business until adjournment, even though the withdrawal of the Leadership Members originally present in person or by proxy leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of the percentage specified in Section 4.14 of Leadership Members of the required quorum is required to take any action other than adjournment unless a higher vote is required under these Bylaws.

Section 4.06. Proxy Voting. With respect to any meeting of the Members, a Leadership Member may appoint a proxy to vote or otherwise act for the Leadership Member at the meeting by notifying the Secretary in writing (including electronic communication) of the appointment of a proxy at or before the meeting at which the appointment is to be effective with such proxy only valid for such meeting and not future meetings.

Section 4.07. Written Consent. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting, without prior notice and without a vote, if the number of affirmative written consents from the Leadership Members obtained in writing or by electronic transmission is not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Leadership Members eligible to vote thereon were present and voted and shall be delivered to this Association by delivery to the Secretary. Prompt notice of the taking of action without a meeting by less than a unanimous written consent shall be given to those Leadership Members who have not consented, as required by the Delaware General Corporation Law. A Leadership Member may consent to a written action via electronic transmission provided that such electronic transmission sets forth information from which this Association can determine (a) that the electronic transmission was transmitted by the Member, and (b) the date on which the Member transmitted the communication.

Section 4.08. Remote Communications. The Board may permit Members to participate in meetings of the Members (whether such meetings are held at a designated place or solely by means of remote communication) using one or more methods of remote communication, provided that this Association:

- A. implements reasonable measures to verify that each person deemed present at the meeting by means of remote communication is a Member;
- B. implements reasonable measures to verify that each person permitted to vote at the meeting by means of remote communication is a Leadership Member;
- C. implements reasonable measures to provide such Members a reasonable opportunity to participate in the meeting and for Leadership Members to vote on matters submitted to the Members, consistent with Delaware General Corporation Law; and
- D. if any Leadership Member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by this Association. The Board may adopt such guidelines and procedures applicable to participation in

Members' meetings by means of remote communication, as it deems appropriate. Participation in a Members' meeting by means of a method of remote communication permitted by the Board shall constitute presence in person at the meeting.

Section 4.09. Adjournment of Meetings. The chair of a meeting of the Members may adjourn such meeting from time to time. At any adjourned meeting, the Leadership Members may transact any business that they might have transacted at the original meeting. Notice of an adjourned meeting need not be given if the time and place, if any, or the means of remote communications to be used rather than holding the meeting at any place are announced at the meeting so adjourned, except that notice of the adjourned meeting shall be required if the adjournment is for more than thirty (30) days or if after the adjournment a new record date is fixed for the adjourned meeting.

Section 4.10. Chair; Secretary. The following individuals shall preside over any meeting of the Members, in order of availability at such meeting: (a) the Chair of the Board, if any; (b) in such individual's absence, the Chair Elect, if any; (c) in the absence of all of the foregoing individuals, Past Chair, if any; (d) in the absence of all of the foregoing individuals, a chair designated by the Board; or (e) in the absence of a chair designated by the Board, a chair chosen by the Leadership Members present in person at the meeting. In the absence of the Secretary, the chair of the meeting may appoint any person to act as secretary of the meeting.

Section 4.11. Rules of Conduct. The Board may adopt such rules, regulations and procedures for the conduct of any meeting of the Members as it deems appropriate including rules, regulations and procedures regarding participation in the meeting by means of remote communication. Except to the extent inconsistent with any applicable rules, regulations or procedures adopted by the Board, the chair of any meeting may adopt such rules, regulations and procedures for the meeting, and take such actions with respect to the conduct of the meeting, as the chair of the meeting deems appropriate. The rules, regulations and procedures adopted may include, without limitation, ones that

- A. establish an agenda or order of business;
- B. are intended to maintain order and safety at the meeting;
- C. restrict entry to the meeting after the time fixed for its commencement, when reasonably necessary; and
- D. limit, when reasonably necessary, the time allotted to Member questions or comments.

Section 4.12. Parliamentary Procedure. Unless otherwise determined by an affirmative vote by sixty-six percent (66%) of the Leadership Members present at a meeting at which a quorum is present, the meeting shall be run in accordance with the rules of parliamentary procedure.

Section 4.13. General Rights of the Leadership Members. Leadership Members shall have the rights and obligations provided in these Bylaws, including, but not limited to:

- A. Participate in Advisory Committees established by the Board;
- B. Participate and vote in meetings of the Leadership Members as described in these Bylaws; and
- C. Participate in all Member Call and Work Group activities, except for those Member Call and Work Group activities that are otherwise exclusive.
- D. Advisory Committees are any such duly authorized committees which carry out functions on behalf of the Board for the purposes, scope and authority assigned by the Board.

Section 4.14. Voting Rights of the Leadership Members. Leadership Members shall have the right to vote on the following matters:

- A. *Approval by Majority Vote.* By affirmative vote of a majority of the Leadership Members present at a meeting at which there is a quorum, Leadership Members may, upon proposal by the Board:
 - (i) Review and approve the formation or dissolution of a committee;
 - (ii) Review and approval or denial of Membership Applications;
 - (iii) Review and approval or denial of Collaborator, Sponsor, and Partner Applications;
 - (iv) Ratify changes to existing Membership classes proposed by the Executive Committee;
 - (v) Approve an annual budget, including annual membership dues and approve any expenditures requiring the assumption of debt by the Association;
 - (vi) Authorize the Board to make additional expenditures that, in aggregate, exceed ten percent (10%) of the annual budget approved by the Leadership Members;
 - (vii) Upon proposal by the Board, approve special assessments to be paid by the Members;
 - (viii) Require an independent audit of any assets of the Association, provided such audits are carried out at reasonable intervals and at the expense of the requesting Members.

B. *Approval by Twenty-Five Percent (25%) of Leadership Members.*

By Petition signed by twenty-five percent (25%) of the Leadership Members, Leadership Members may:

- (ii) Call a special meeting of the full membership and call questions to be put to the Leadership Members for vote; and
- (iii) Submit a question to the Board for its vote.

C. *Approval of Seventy-Five Percent (75%) of Leadership Members.* By affirmative vote of seventy-five percent (75%) vote of the Leadership Members present at a meeting at which there is a quorum and with approval by the Board, the Leadership Members may approve:

- (ii) amendments to the Bylaws.

D. *Approval of Seventy-Five Percent (75%) of Leadership Members.* By affirmative vote of seventy-five percent (75%) vote of the Leadership Members present *and at least one Founding Member* at a meeting at which there is a quorum and with approval by the Board, the Leadership Members may approve:

- (i) amendments to the Certificate of Incorporation;
- (ii) an agreement of merger or consolidation;
- (iii) a sale, lease or exchange of all or substantially all of the Association's assets; or
- (iv) the dissolution of the Association.

ARTICLE 5 BOARD OF DIRECTORS

Section 5.01. General Powers. The property, business and affairs of this Association at all times shall be managed by or under the direction of the Board. The Board shall set direction and strategy of the Association; provided however, substantive work of the Association will be completed by committees, the Executive Director, and other resources to the maximum extent possible subject to the control and direction of the Board at all times.

A. *Approval by Director Majority Vote.* As noted in Section 5.11, unless explicitly set forth in Section 5.01 or otherwise in these Bylaws, the Board shall act by affirmative vote of a majority of the directors present at a meeting at which there is a quorum, including, but not limited to:

- (i) Call a special Board meeting;
 - (ii) Create and adopt policies and procedures, including, but not limited to antitrust policies and conflict of interest policies;
 - (iii) Issue internal rules of procedure;
 - (iv) Approve additional expenditures not in excess of ten percent (10%) of the budget; and
 - (v) Create and terminate committees, appoint members of Board committees and appoint committee chairs of Advisory Committees and Working Groups, define committee and working group jurisdiction, and manage coordination across committees and working groups.
- B. *Approval by Director 75% Vote.* By affirmative vote of seventy-five percent (75%) of the directors present at a meeting at which there is a quorum, the Board may
- (i) Approve emergency expenditures (outside budget) in excess of ten percent (10%) of the budget; and
 - (ii) Delegate the daily management to an executive director (“Executive Director”) or third party.

Section 5.02. Number, Qualifications, Term of Office Nomination and Election.

A. Number; Qualifications. Directors must (i) be natural persons, and (ii) be either Leadership Members or Voting Representatives of the Leadership Members; provided, however, the initial directors shall be appointed by the incorporator and shall be natural persons and persons who will be a Leadership Member or Voting Representative of a Leadership Member once the membership application process is open. Voting Representatives shall serve as directors only in their capacity as sponsored representatives of the Leadership Members, and are not eligible to serve in an individual capacity.

The first Board of Directors following the appointment of the initial directors by the incorporator shall consist of up to fifteen (15) directors, which will represent (1) Voting Representative appointed by each of the Leadership Members. The Board may elect to expand the number of Directors, but at no time shall the Board of Directors exceed fifteen (15) directors. While the composition of the Board shall be somewhat flexible, Supplier Leadership Members may not comprise more than one-third (1/3) of the Board at any time. Observers (Collaborators, Sponsors, Partners or other non-voting seats) may comprise no more than three (3) non-voting seats, which do not count against the number of director seats.

The initial Board will be comprised of the Executive Steering Committee.

C. Term. The terms of directors shall be staggered. The initial directors of this Association shall be composed of up to fifteen (15) directors and shall be appointed by the incorporator. Thereafter, each director shall hold office for a term of two (2) years or until such director's successor shall have been elected and qualified, or until the earlier death, resignation, or removal of such director. Provided, however, after the initial Board is appointed the Association's Board may set the initial terms of the Directors so that some of the initial Directors serve initial terms of less than two (2) years for the purpose of staggering the terms of the Directors so that approximately one-half of the terms of the Directors' terms will expire each year. Chair has discretion to extend any number of Director terms to retain talent, or as otherwise deemed appropriate by the Chair. A Director performance policy will be developed to clarify expectations. Performance may be taken into consideration when managing Director terms. If Officer terms conflict with Director term limits, the Officer terms will prevail.

C. Nomination. Leadership Members may nominate or self-nominate candidates for election as directors at the annual meeting of Members by delivering to the Secretary a writing specifying the name of such candidate not less than sixty (60) days before such annual meeting. Chair has discretion to modify the timing of nominations to meet organizational needs.

D. Election. The Members shall elect the director positions to be filled at the annual meeting of the Members. Each Leadership Member present in person or by proxy shall be entitled to one vote with respect to each director position to be filled at such meeting. The candidate who receives the largest number of votes shall be elected to the first director position to be filled, the candidate who receives the next largest number of votes shall be elected to the next director position to be filled and so on until each such director position has been filled. In the event of a tie vote for the last director position(s) to be filled, the remainder of the Board whose seats are not standing for election in that cycle shall break the tie.

Section 5.03. Resignation. A director may resign, with or without cause, at any time by giving written notice to this Association. The resignation of a director is effective without acceptance when the notice is given to this Association, unless a later effective time is specified in the notice.

Section 5.04. Removal of Directors. A director may be removed at any time, with or without cause, by the affirmative vote of eighty percent (80%) of the directors (not including the director who is the subject of the removal action). A director shall cease to qualify and shall be removed automatically as a director without the requirement of any action on the part of the Board as of the date on which such (i) director ceases to be (x) a Leadership Member (in the case of a director who is a Leadership Member) or (y) a Voting Representative of the Leadership Member for which such director was a Voting Representative when such director was elected to the Board (in the case of a director who is a Voting Representative of a Leadership Member) or (ii) in the case of a director who is a Voting Representative of a Leadership Member, such organization ceases to be a Leadership Member.

In the case of a director who ceases to be a Voting Representative of the Leadership Member for which such director was a Voting Representative when such director was elected to the Board because such director ceased to be an employee of the Leadership Member or otherwise, such Leadership Member shall recommend a replacement director for approval by the Board. The Board shall approve such recommended replacement director if he or she meets the other criteria in this Article 5 to serve. If a Leadership Member fails to recommend a replacement director or is no longer a Leadership Member, the Board may choose to select a replacement director from any Leadership Member.

Section 5.05. Vacancies. Any vacancy on the Board caused by death, resignation, removal, or any other cause shall be filled by the affirmative vote of a majority of the remaining directors, except as specified in Section 5.04. The term of a director filling any vacancy shall expire at the end of the term the director is filling.

Section 5.06. Place of Meetings; Electronic Communications. The Board may hold its meetings at such place or places, within or without the State of Delaware, as it may from time to time determine. If the Board fails to select a place for a meeting, it shall be held at the registered office of this Association. In addition, one or more directors or the entire Board may participate in a meeting by any means of communication through which all directors participating in the meeting may simultaneously hear each other during the meeting. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 5.07. Annual Meetings. The annual meeting of the Board shall be held each year, at such time, place and in such manner as the Board may determine, for the transaction of such business as shall come before the meeting.

Section 5.08. Regular Meetings and Special Meetings. Regular meetings of the Board shall be held periodically, not less than three (3) times each year, at such times and places as the Board may determine, for the purpose of electing officers and for the transaction of such other business as shall come before the meeting.

Special meetings of the Board shall be held whenever called by the Chair of the Board or by any one of the directors. Notice of a special meeting shall be mailed to each director, addressed to the director at his or her residence or usual place of business, or delivered personally or by telephone or electronic transmission, at least ten (10) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting and the purposes thereof. Notice of any meeting of the Board need not be given to any director who participates in such meeting. Any director may waive notice of a meeting of the Board before or after the Board meeting.

Section 5.09. Quorum. Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the directors in office at the time of a meeting shall be required to constitute a quorum for the transaction of business at any meeting. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held

meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum.

Section 5.10. Proxy Voting. Proxy voting shall not be permitted.

Section 5.11. Voting. Each director shall be entitled to one (1) vote on each matter to be voted on by the directors. Unless explicitly set forth in Section 5.01 or otherwise in these Bylaws, all votes, resolutions and other actions of the Board shall be by the affirmative vote of a majority of the directors present at a meeting at which there is a quorum.

Section 5.12. Action Without Meeting. An action required or permitted to be taken at a meeting of the Board may be taken by a written consent signed, or counterparts of a written consent signed in the aggregate, by all of the directors unless the action need not be approved by the Leadership Members, in which case the action may be taken by a written consent signed, or counterparts of a written consent signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the Board at which all of the directors were present.

Section 5.13. Conflicts of Interest. It shall be the policy of this Association that all directors, officers, and committee members of this Association shall scrupulously avoid any conflict between their own respective individual interests and the interests of this Association in any and all actions taken by them on behalf of this Association in their representative capacities. Directors, officers, and committee members shall comply with the conflict of interest policy approved by the Board, as it is amended from time to time, and shall annually acknowledge receiving the conflict of interest policy.

ARTICLE 6 OFFICERS

Section 6.01. Number and Qualifications. The officers of this Association shall be a “Chair,” “Chair-Elect,” “Past Chair,” “Treasurer,” “Secretary,” and such other officers as may be elected by the Board. Only one office may be held by the same person. Officers shall be natural persons. Only Provider Leaders who are Directors of the Board are eligible to be ‘Chair’, ‘Chair-Elect’ and ‘Past Chair’. Both Provider and Supplier Leaders who are Directors of the Board are eligible to be ‘Treasurer’ and ‘Secretary’.

Section 6.02. Election and Term of Office. Officers shall be elected annually by the Board, and, except in the case of officers appointed in accordance with the provisions of Section 6.10, each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer.

Section 6.03. Resignations. Except as otherwise provided in an employment contract, an officer may resign, with or without cause, by giving written notice to this Association. The resignation is effective without acceptance when the notice is given to this Association, unless a later effective date is named in the notice.

Section 6.04. Removal. An officer may be removed from office, with or without cause, by a resolution adopted by eighty percent (80%) of the directors voting at a meeting at which a quorum is present.

Section 6.05. Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election to such office.

Section 6.06. Chair. The Chair shall preside at all meetings of the Members and the Board, is responsible for Board logistics, such as setting meeting dates and establishing meeting agendas, and shall have such other duties as may be prescribed from time to time by the Board.

Section 6.07. Chair-Elect. The Chair-Elect shall aid the Chair in the performance of that officer's responsibilities in such manner and to such extent as the Chair may request. The Chair-Elect shall perform such further duties as may be prescribed from time to time by the Board or the Chair.

Section 6.08. Past Chair. The Past Chair shall preside at all meetings for which the Chair is absent and perform other duties that may be requested by the Board.

Section 6.09. Treasurer. The Treasurer shall report to the Chair of the Board. The Treasurer shall have the responsibility and authority to: (a) keep accurate financial records for this Association; (b) deposit money, drafts, and checks in the name of and to the credit of this Association in the banks and depositories designated by the Board; (c) endorse for deposit notes, checks, and drafts received by this Association as ordered by the Board, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of this Association, as ordered by the Board; (e) upon request, provide the Executive Director and the Board an account of transactions by the Treasurer and of the financial condition of this Association; and (f) perform such other duties as may from time to time be prescribed by the Board.

Section 6.10. Secretary. The Secretary shall report to the Chair of the Board. The Secretary shall: (a) attend, maintain records of, and, when necessary, certify, proceedings of the Board and the Members; (b) when directed to do so, give proper notice of meetings of the Board and the Members; and (c) perform such other duties as may from time to time be prescribed by the Board.

Section 6.11. Other Officers. This Association may have such other officers and agents as the Board considers necessary for the operation and management of this Association, each of whom has the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board.

Section 6.12. Delegation. An officer may not, without the approval of the Board, delegate some or all the duties and powers of his or her office to any other person.

Section 6.13. Executive Director. There may be an Executive Director employed by the Corporation who shall be hired by the Board and who shall work under such terms, conditions, and standards as the Board shall, from time to time, establish. The Executive Director shall be reviewed annually by the Executive Committee. Subject to the direction and control of the Board, the Executive Director shall be in control of the general and active management and supervision over the administration and operation of the business of the Corporation and supervision of its policies and affairs and its several officers, employees and agents. He or she shall see that the resolutions and directions of the Board are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board; and, in general, he or she shall discharge all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board from time to time. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these Bylaws, the Executive Director may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary or Treasurer, or any other officer authorized by the Board, according to the requirements of the form of the instrument. The Executive Director may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board. The Executive Director shall serve as an ex-officio non-voting member of the Board and shall attend all Board meetings. The Executive Director shall report on his or her delegated responsibilities to the Executive Committee regularly and at least quarterly.

ARTICLE 7 COMMITTEES

Section 7.01. Committees. The Board may act through such committees as may be specified in resolutions approved by a majority of the directors then in office, including a Finance Committee and may include an Executive Committee, and to delegate to such committee(s) such powers as, in the discretion of the Board and consistent with applicable law, are necessary and desirable. The Board shall also have the authority to create Advisory Committees and Working Groups, including, but not limited to, the Supplier Advisory Committee, to provide guidance or recommendations to the Board or the Association on specific issues or endeavors from time to time as it deems appropriate.

Section 7.02. Board Committees.

A. General. Each board committee and its members shall be appointed (and any member may be removed with or without cause) by the Board and shall consist of one or more Members, whether voting or non-voting. The Board shall appoint a chair of each board committee and may set rules of procedure for each board committee.

Notwithstanding the foregoing, no board committee shall have the authority to:

- (i) Amend the Certificate of Incorporation or these Bylaws;

- (ii) Approve, adopt or recommend to the Leadership Members, any action or matter (other than the election of removal of directors) expressly required under Delaware law to be submitted to the Leadership Members for approval (i.e., an agreement of merger or consolidation; a sale, lease or exchange of all or substantially all of the Association's assets; or a dissolution of the Association); or
- (iii) Amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable.

Unless otherwise specified by the Board, at each meeting of a board committee, a majority of the members of the board committee shall constitute a quorum and the affirmative vote of a majority of the committee members present at any meeting at which there is a quorum shall be the act of the board committee. Each board committee shall keep minutes of its proceedings, and actions taken by a board committee shall be reported to the Board at its next meeting.

B. Executive Committee. In the event the Board appoints an Executive Committee, such Executive Committee shall consist of the Chair, Chair-Elect, Past Chair, Secretary and Treasurer. The Executive Committee shall have and may exercise, between meetings of the Board of Directors, all of the authority of the Board of Directors in the management of the general affairs of the Association except that the Executive Committee shall not have authority with respect to the following matters:

- (i) The approval of actions requiring director or member approval pursuant to the Bylaws, Certificate of Incorporation or the laws of the State of Delaware;
- (ii) The filling of vacancies or removal of any director or officer;
- (iii) The amendment or repeal of these Bylaws or the adoption of new bylaws;
- (iv) The amendment of the Certificate of Incorporation; and
- (v) The amendment or repeal of any resolution of the Board that by its terms may be amended or repealed only by the Board of Directors.

C. Finance Committee. The Finance Committee shall consist only of individuals appointed by the Board, but such appointments shall not be limited to directors and may include non-directors with financial expertise. Treasurer leads this committee. The Finance Committee shall be responsible for financial planning for the Association, including the development of an annual budget for Board consideration, approval, and recommendation to the Leadership Membership. The Finance Committee shall also be responsible for recommending the sale or disposal of an entity asset not contemplated in the annual budget to the Board, as well as other financial responsibilities that may be designated by the Board.

Section 7.03. Advisory Committees and Working Groups.

A. General. Advisory Committees and Working Groups shall have only the duties specifically delegated to them by the Board; provided, however, no Advisory Committee or Working Group will have or purport to exercise any powers of the Board nor will any Advisory Committee or Working Group have the power to bind the Association contractually or to authorize the seal of the Association to be put on any papers. Advisory Committees and Working Groups and each member thereof will serve at the pleasure of the Board and may be removed at any time without cause upon the affirmative vote of fifty percent (50%) of the directors present at a meeting at which there is a quorum.

Committee management that is not otherwise reserved in these Bylaws is delegated to the chair of each committee. Advisory Committee and Working Group chairs are authorized to set and manage the agenda and work plan for their respective committees.

B. Membership Committee. The Membership Committee shall be responsible for the development, recruitment, and retention of the Association's membership. This includes:

1. The development of policies and procedures for Membership application, subject to Board approval.
2. Advising the Board on any proposed changes to Membership classifications.
3. Member relations (including recruitment and retention).

C. Governance Advisory Committee. The Board shall appoint the Governance Advisory Committee. The purpose of the Governance Advisory Committee shall be to advise the Board and Executive on governance functions, including proposed revisions to Bylaws and policies, in line with the Association's mission and vision.

C. Supplier Advisory Council. The Board shall appoint the Supplier Advisory Committee. The purpose of the Supplier Advisory Committee shall be to advise the Board on various initiatives in line with the Association's mission and vision.

Section 7.04. Procedures. Sections 4.05 through 4.12 apply to committees and members of committees to the same extent as those sections apply to the meetings of Members, except that Sections 5.06 through 5.15 shall apply to committees whose members consist solely of directors. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board and to members of the committee.

ARTICLE 8 BOOKS OF RECORD

Section 8.01. Books of Record

This Association shall keep, at its principal place of business, correct and complete copies of:

- A. its Certificate of Incorporation and these Bylaws;
- B. accounting records; and
- C. minutes of meetings of the Members, the Board and committees having any of the authority of the Board.

ARTICLE 9 INDEMNIFICATION; INSURANCE

Section 9.01. Indemnification.

A. General. This Association shall indemnify its directors, officers and other fiduciaries to the fullest extent authorized or permitted by the Delaware General Corporation Law (as the same may be amended from time to time, but only to the extent that such amendment granted this Association broader indemnification rights than the Delaware General Corporation Law permitted prior to the adoption of such amendment), and shall otherwise indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law (each director, officer, fiduciary and other person entitled to indemnification hereunder, an “Indemnitee”).

B. Advancement of Expenses. The Company shall promptly advance all reasonable out-of-pocket expenses of the Indemnitee, up to Two Thousand Five Hundred Dollars (\$2,500) without Board approval, in connection with any investigation, proceeding, claim, loss, settlement or appeal in respect of which the Indemnitee may be entitled to seek indemnification by this Association hereunder. Advancement of expenses in excess of Two Thousand Five Hundred Dollars (\$2,500) shall require Board approval. This Association is entitled to repayment of any amounts advanced if, and to the extent that, it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by this Association as authorized by these Bylaws.

Section 9.02. Insurance. This Association shall at its cost obtain and maintain during the term of these Bylaws an appropriate directors’ and officers’ liability insurance in amounts commensurate with industry standards (“D&O Insurance”) for the benefit of its directors, officers and other fiduciaries and agents. In the case of an insured event, this Association shall take all necessary or desirable action to cause the insurers under the D&O Insurance to pay all amounts payable as a result of such insured event in accordance with the terms of such policy.

DEFINITIONS

- “Advisory Committee” has the meaning set forth in Section 7.03.
- “Associate Members” has the meaning set forth in Section 3.01(B).
- “Associate Membership Application Form” has the meaning set forth in Section 3.01(B).
- “Associate Membership Agreement” has the meaning set forth in Section 3.01(B)5
- “Association” has the meaning set forth in the title of these Bylaws.
- “Board” has the meaning set forth in Section 2.02.
- “Bylaws” has the meaning set forth in Section 3.01.
- “Chair” has the meaning set forth in Article 6.
- “Chair-Elect” has the meaning set forth in Article 6.
- “D&O Insurance” has the meaning set forth in Section 9.02.
- “Due Process Procedure” has the meaning set forth in Section 3.05.
- “Executive Director” has the meaning set forth in Section 5.01(B).
- “Finance Committee” has the meaning set forth in Section 7.02(C).
- “Leadership Members” has the meaning set forth in Section 3.01(A).
- “Leadership Membership Agreement” has the meaning set forth in Section 3.01(A)2
- “Leadership Membership Application Form” has the meaning set forth in Section 3.01(A).
- “Indemnitee” has the meaning set forth in Section 9.01(A).
- “IP Policy” has the meaning set forth in Section 3.07.
- “Juridical Person” has the meaning set forth in Section 3.01(D).
- “Members” has the meaning set forth in Section 3.01(C).
- “Membership Committee” has the meaning set forth in Section 7.03(B).
- “Past Chair” has the meaning set forth in Article 6.
- “Petition” has the meaning set forth in Section 4.03.

“Secretary” has the meaning set forth in Article 6.

“Supplier Advisory Committee” has the meaning set forth in Section 7.03(C).

“Treasurer” has the meaning set forth in Article 6.

“Voting Representative” has the meaning set forth in Section 3.01(D).