

BYLAWS
of
NEW HAMPSHIRE VACCINE ASSOCIATION
(a New Hampshire Nonprofit Corporation)

Chapter 279 of the 2002 New Hampshire Session Laws, effective June 27, 2002, created Chapter 126-Q of the New Hampshire Revised Statutes Annotated ("RSA"). In order to implement the provisions of RSA 126-Q (the "Act"), the New Hampshire Vaccine Association, a New Hampshire nonprofit corporation (the "Corporation"), was formed pursuant to RSA Chapter 292 as contemplated by the Act. The Corporation's Bylaws were adopted in 2002 and have been amended from time to time to conform to changes to the Act. The Bylaws now read, in their entirety, as follows:

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in New Hampshire at such address as shall be designated by the Board of Directors from time to time. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II. MEMBERS

Section 1. Designation of Members. Membership in the Corporation shall be comprised solely of members of the Corporation's Board of Directors.

Section 2. Meetings. No meetings of the members (apart from meetings of the Board of Directors set forth below) shall be required. However, should any membership meeting be desired, it shall be convened only upon the call of one or more of the following: (i) the Chairman of the Board of Directors, (ii) the commissioner of the New Hampshire Department of Health and Human Services (the "HHS Commissioner"), (iii) commissioner of the New Hampshire Department of Insurance (the "Insurance Commissioner"), or (iv) any two (2) or more Directors of the Corporation.

ARTICLE III. GOVERNANCE AUTHORITIES

Section 1. Controlling Statutes. This Corporation has been created pursuant to the provisions of the Act and RSA Chapter 292.

Section 2. Resolution of Conflicts. Should any conflict arise between any one or more of the documents governing the affairs of this Corporation, such conflict shall be resolved by applying the provisions of the following documents, with any prior listed document taking priority over any subsequently listed document:

- (i) RSA Chapter 126-Q.
- (ii) RSA Chapter 292.
- (iii) The Corporation's Articles of Agreement ("Articles").
- (iv) The Corporation's Bylaws.

- (v) The Corporation's Plan of Operation.
- (vi) *The Modern Rules of Order.*

Section 3. Statutorily Defined Terms. Terms used but not defined in these Bylaws which are defined in RSA 126-Q:1 shall have the meanings set forth in that statute.

ARTICLE IV. DIRECTORS

Section 1. General Powers and Standard of Care. This Corporation shall have powers to the full extent allowed by law. All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as may be otherwise provided in RSA 292, the Articles or the Act. If any such provision is made in the Articles, the powers and duties, conferred or imposed upon the Board of Directors by RSA 292 shall be exercised or performed to such extent and by such person or persons as shall be provided in the Articles.

The Board of Directors shall prepare a Plan of Operation, as mandated by RSA 126-Q, subject to the approval thereof by the Insurance Commissioner after conferring with the HHS Commissioner. From time to time the Board of Directors may propose such changes to the Plan of Operation as (i) the Board may determine to be helpful or necessary or (ii) as required by RSA 126-Q. Any subsequent changes shall become effective only upon the Insurance Commissioner's approval, but such changes may include a retroactive effective date if such date is also approved by the Insurance Commissioner.

A Director shall perform such Director's duties as a Director, including such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) The HHS Commissioner or the Insurance Commissioner or either commissioner's authorized representative;

- (ii) One (1) or more officers or employees of the Corporation or the Corporation's administrator whom the Director reasonably believes to be reliable and competent in the matters presented;

- (iii) Counsel, public accountants, actuaries or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or

- (iv) A committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence, but such Director shall not be considered to be acting in good faith if such Director has knowledge

concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs such duties shall have no liability by reason of being or having been a Director of the Corporation. Nothing in this Section 1 shall limit the immunity from suit and/or liability afforded to a Director under RSA 126-Q:8.

Section 2. Make up of Board of Directors. The Board of Directors shall consist of individuals as set forth in RSA 126-Q:3.

Section 3. Selection of Selected Directors.

A. Selection Process. At least ten (10) days prior to June 15 in each year commencing June 15, 2016, the then-sitting Board of Directors shall solicit a list of candidates for directors representing Assessable Entities by (i) e-mail request to all Assessable Entities who have a minimum of one hundred (100) Assessable Lives for the most recently completed assessment quarter preceding such solicitation and (ii) such other means, if any, as the Board shall direct. Voting shall occur at the annual meeting of the Board of Directors. Votes may be cast by Assessable Entities via proxies or attendance in person by a representative of the Assessable Entity. Each Assessable Entity shall have one vote for each of its Assessable Lives reported in such quarter for each director position up for election. Votes may be cast on a cumulative basis. Any present Director may vote for himself or herself. Neither such vote nor participation in this selection procedure shall be considered a conflict of interest or a self-dealing transaction.

B. Capacity; Affiliations. Directors shall be individuals and Selected Directors shall represent an Assessable Entity with whom the Director is affiliated by employment or otherwise. Activities of business affiliates of an Assessable Entity represented by an individual Selected Director shall be attributed to the Director for purposes of determining whether that Director remains qualified to serve. No Assessable Entity together with all of its business affiliates may be represented by more than one Director.

C. Oath of Office. Prior to entering upon the duties of office, any elected or appointed director of the Association shall take and subscribe the following oath or affirmation:

“I, _____, do solemnly swear (or affirm) that I will faithfully serve to advance the purposes of the Association as set forth in RSA 126-Q and to work together with other directors to assure that the Association’s Board of Directors shall fulfill all of its duties under RSA 126-Q:3; that I take these obligations freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the duties upon which I am about to enter.”

Section 4. Term of Office of Selected Directors. The term of office of each Selected Director shall be one (1) year or until his or her successor is selected, except as the term of office may be adjusted otherwise by this Article IV. The term of office of Selected Directors shall run from August 1 (following the annual selection) through July 30 of the following year. Each

Selected Director may continue to serve until her or his successor is chosen.

Section 5. Vacancies. Any vacancy occurring on the Board of Directors of a Selected Director shall be filled by the Board of Directors by an individual nominated by the Assessable Entity represented by the departing director, provided that if the Assessable Entity no longer is authorized to do business in New Hampshire, the Board of Directors may select an individual from any other Assessable Entity which is.

Section 6. Removal of Directors. Any Director may be removed from office for cause by a vote of the Directors (exclusive of the affected Director). However, if any such affected Director holds his or her office by virtue of appointment by a government official, that Director's removal shall not become effective if, within thirty (30) business days following notice of removal to the affected Director, such government official shall advise the Board, in writing, that his or her appointee is to remain in office. In the event that a Director fails to attend three (3) or more consecutive meetings, the Board shall give consideration to his or her removal from the Board.

Section 7. Election of Chairperson and Vice-Chairperson of Board, Secretary and Treasurer. The Chairperson and Vice-Chairperson of the Board of Directors, Secretary and Treasurer shall be elected annually by the vote of the Directors at the annual meeting of the Board of Directors.

Section 8. Meetings. A regular annual meeting of the Board of Directors shall be held at least once a year at such date, time and place as the Board of Directors shall determine for the purpose of organization, appointment of officers and the transaction of other business. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board of Directors, the HHS Commissioner, the Insurance Commissioner, or any two (2) Directors. The person or persons authorized to call special meetings of the Board may designate any place as the place for holding any special meeting of the Board called by them.

Section 9. Notice of Board Meetings. Notice of the annual Board meeting shall be given to the Directors not more than thirty (30) days nor less than ten (10) days before the meeting. Notice of regular and special meetings shall be given to the Directors not less than six (6) days prior to the meeting if delivered by first class mail or not less than forty-eight (48) hours prior to the meeting if the notice is delivered personally or by telephone, email, or facsimile transmission. If mailed, such notice shall be deemed given when deposited in the United States mail, with postage thereon prepaid, directed to the Directors. All notices shall be given to the Directors' last business addresses, as recorded by the Corporation's Secretary.

Section 10. Waivers of Notice. The notice requirements contained in these Bylaws may be waived in writing by any Director, either before or after the meeting. The attendance of any Director at a meeting, without protesting at the commencement of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her. All waivers shall be made part of the minutes of the meetings.

Section 11. Quorum of Directors; Voting. A quorum for any meeting of the Board of Directors shall be a simple majority of the total number of Directors then appointed or selected without counting any appointed position in which there is a vacancy at the time. Except where a greater vote is required by the Articles of Agreement or Bylaws or by applicable law, if a quorum is present, the affirmative vote of a simple majority of the total number of Directors present shall be the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors. A majority of the Directors then present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12. Action in Lieu of a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors of the Board shall individually or collectively consent in writing. Such written consent shall be made a part of the minutes of the Board of Directors for proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 13. Meetings by Alternate Methods. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 14. Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's authorized non-profit activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the intended disposition of the funds for the purpose of RSA 126-Q, considering the probable income, as well as the probable safety of this Corporation's capital.

Section 15. Prohibited Transactions.

A. Loans. This Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer; provided, however, that this Corporation may advance money to a Director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

B. Self-Dealing Transactions. Except as provided in Subsection C below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the Directors has a material financial interest or a transaction between this Corporation and one or more of the Directors or between this Corporation and any person in which one or more of its Directors has a material financial interest. Voting with respect to the assessment rate shall not be considered a self-dealing transaction.

C. Approval. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of and is fair and reasonable to this Corporation and, after reasonable investigation under the circumstances, determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of the Directors then in office, without counting the vote of the interested Director or Directors.

Section 16. Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation. Such inspection by a Director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 17. Interested Persons Limits. Not more than forty (40) percent of the persons serving on the Corporation's Board may be interested persons. For purposes of this section, "interested persons" means either:

(i) Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor, or otherwise; or

(ii) Any brother, sister, ancestor, descendant, spouse (or cohabitant), brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 18. Compensation. No Director shall receive any compensation from the Corporation for serving on the Board. Directors shall be entitled to receive their actual and reasonable expenses in attending meetings of the Board of Directors and meetings of committees of the Board of Directors.

Section 19. Board Participation via Personal Representative(s). Board members serve as individuals. From time to time, it may be beneficial for alternative representatives, who may be independent advisors such as actuaries, accountants, or attorneys, to attend and participate on behalf of the member. It is anticipated that the HHS Commissioner and the Insurance Commissioner generally will participate through their designated representatives. Accordingly, any member of the Board of Directors (or that member's previously-appointed personal representative) may authorize another person or persons to act for that member on any agenda item or at any meeting or on any committee. No writing is required for such designation. However, any individual so acting shall advise the presiding officer at the meeting concerning his or her representative capacity and that capacity shall be reflected in the minutes of the meeting. Personal representatives shall be counted the same as board members for quorum and voting purposes. Any individual member of the Board of Directors may revoke any proxy or personal representative designation previously given at any time, by personally participating and voting, notwithstanding any purported language to the contrary in any proxy or designation. In the event of any conflict in designation, a written proxy shall supersede an oral designation and a later dated proxy shall supersede any earlier proxy.

ARTICLE V. COMMITTEES

Section 1. Committees of Directors. The Board of Directors shall designate an audit committee and may by resolution designate one or more other committees, each consisting of two (2) or more Directors (or their personal representatives), to serve at the pleasure of the Board. Appointments to such committees shall be by majority vote of the Directors then in office. Any committee, to the extent provided in the resolution, shall have all the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (i) Fill vacancies on the Board of Directors or on any committee;
- (ii) Fix compensation of Directors for serving on the Board or any committee;
- (iii) Spend corporate funds to support a candidate for Director after there are more people nominated for Director than can be selected;
- (iv) Amend, alter or repeal the Bylaws,
- (v) Elect, appoint or remove any member of any such committee or any Director or officer of the Corporation;
- (vi) Amend or repeal the Articles, adopt a plan of merger or a plan of consolidation with another corporation;
- (vii) Authorize the sale, lease or exchange of all of the property and assets of the Corporation;
- (viii) Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
- (ix.) Adopt a plan for the distribution of the assets of the Corporation; or
- (x.) Amend, alter or repeal any resolution of the Board of Directors unless it provides by its terms that it may be amended, altered or repealed by a committee.

Section 2. Advisory Committees. Advisory committees may be appointed from time to time by the Board of Directors. Each advisory committee shall be chaired by a Director and such advisory committee(s) may consist of Directors only or both Directors and non-Directors. Advisory committees have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board of Directors.

Section 3. Committee Meetings. Except as otherwise provided in this Article V, meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of these Bylaws concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any committee and shall be

filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI. OFFICERS

Section 1. Number, Title and Qualifications. The officers of the Corporation shall be a Chairperson of the Board, Vice Chairperson, Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Chairperson of the Board and the Vice Chairperson shall be elected from the members of the Board of Directors. The Secretary and Treasurer may, but are not required to be, members of the Board of Directors. The Board of Directors may elect one or more assistant secretaries or one or more assistant treasurers as it may be felt desirable. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible.

Section 3. Vacancies. Vacancies may be filled or a new office created and filled at any meeting of the Board.

Section 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by vote of the Directors of the Corporation whenever, in its judgment, the best interest of the Corporation would be served thereby.

Section 5. Resignation. Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. Chairperson of the Board of Directors. The Chairperson of the Board of Directors ("Chairperson") may sign with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation. In general, the Chairperson shall perform all duties incident to the office of Chairperson and such other duties which shall be prescribed by the Board of Directors from time to time.

Section 7. Vice Chairperson. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson (or in the event there shall be more than one vice Chairperson, the Vice Chairperson in order of their election) shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any vice Chairperson shall perform other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the permanent minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records and corporate seal, if any; keep a register of the name and post office address of each member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or the Board of Directors.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; the Treasurer shall assure that the bookkeeper(s) receive and give receipts for money due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such bank or other financial institution as shall be selected by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall, with the appropriate Board committee, prepare an annual operating budget showing income and expenses to be presented to the Board for approval at the annual regular meeting of the Board of Directors.

Section 10. Execution of Instruments. Any and all instruments executed in the name of the Corporation, including, but not limited to, contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsements of checks and drafts received, certificates, applications and reports, shall be executed by one or more officers, employees or agents of the Corporation as authorized from time to time by the Board of Directors. Such authorization may be general or confined to specific instances. The respective offices and duties thereof as established and defined in this Article VI and by resolution of the Board of Directors include, except as otherwise provided, the authority to execute instruments otherwise provided, the authority to execute instruments in the name of the Corporation when the execution of the instrument is incident to carrying out the duties of the offices.

ARTICLE VII. INDEMNIFICATION

Section 1. General. The Corporation shall indemnify and reimburse any individual person who was or is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal or administrative, by reason of the fact that such party, or the person whose legal representative or successor such party is, was or is serving as a Director, officer or employee of the Corporation, or, at its request, of another entity in which the Corporation has an interest, or was or is serving at the request of the Corporation as a fiduciary of any deferred compensation plan of the Corporation. Such indemnification and reimbursement shall include all expenses (including attorney's fees) actually incurred by such person in connection with the defense or reasonable settlement of any such action, suit or proceeding, or any appeal thereof, and such amount of any judgment, money decree, fine, penalty or settlement for which such person may have become liable, as the Board of Directors deems reasonable and to the extent and under the circumstances permitted by the New Hampshire Business Corporation Act (RSA Chapter 293-A) if the Corporation were a business corporation. Such indemnification and reimbursement (unless ordered by a court) shall be made as authorized in a specific case upon a

further determination that indemnification of the Director, officer or employee is proper in the circumstances because such person has met the applicable standards of conduct set forth in the New Hampshire Business Corporation Act.

Section 2. Determination. Such determination of reasonableness and propriety with respect to persons other than Directors shall be made by the Board of Directors by a majority vote, and with respect to Directors shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action suit or proceeding, or, (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 3. Right Not Exclusive. The foregoing right of indemnification shall not be exclusive of other rights to which such person, or the legal representatives or successors of such person may be entitled as a matter of law.

Section 4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Corporation or was or is serving at the request of the Corporation as a fiduciary of any deferred compensation plan of the Corporation against any liability asserted against, and incurred by, such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the New Hampshire Business Corporation Act. The obligation to indemnify and reimburse set forth hereinabove, if applicable, shall be reduced by the amount of any such insurance proceeds paid to such person, or the representatives or successors of such person.

ARTICLE VIII. MISCELLANEOUS

Section 1. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may designate.

Section 2. Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an assistant treasurer.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 5. Investment. Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such

investments as are permitted by law.

Section 6. Annual Audit and Report. The financial books and records of the Corporation shall be audited annually by a certified public accountant. In lieu of such audit, upon approval of the Insurance Commissioner, the books and records shall be reviewed by one or more representatives of the Examination Division of the New Hampshire Insurance Department and their report shall serve as the audited financial statement of the Corporation. An annual report, including the annual audited financial statements, shall be provided annually to all Directors of the Corporation.

Section 7. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the members entitled to vote.

Section 8. Dissolution.

A. Dissolution Authority. The Corporation may be dissolved upon vote of the Board of Directors and approval of the HHS Commissioner.

B. Distribution of Assets. In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for purposes substantially similar to that of the Corporation.

Section 9. Political Activity. The Corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. However, this Bylaw shall not be construed to limit the right of any official or member of this Corporation to appear before any legislative committee, to testify as to matters involving the Corporation.

Section 10. Gift. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

Section 11. Seal. This Corporation may have a seal which shall be specified by resolution of the Board of Directors. The seal may be affixed to all corporate instruments, but failure to affix it shall not affect the validity of the instrument.

Section 12. Conduct of Meetings. Meetings of the members (if any) of this Corporation and its Board of Directors shall be conducted according to *The Modern Rules of Order*.

Section 13. Statutory References. All references herein to any statute or portions thereof

shall be to that statute as it may be amended from time to time, unless the context clearly requires otherwise.

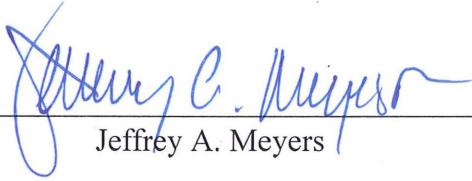
ARTICLE IX. AMENDMENTS

These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds (2/3) vote of the Directors of the Corporation, with approval of any amendment by the HHS Commissioner. At least ten (10) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.

The foregoing Bylaws have been approved.

New Hampshire Department of Health and Human Services

By: _____


Jeffrey A. Meyers

Dated: _____, 2016

6/9/16