

**AMENDED AND RESTATED BYLAWS
OF
HEALTH CARE PROVIDERS COUNCIL
(a Washington 501(c)(3) non-profit corporation)**

**ARTICLE I
Offices; Purposes**

Section 1. Principal Office. The principal office of the Corporation in the State of Washington shall be located at 626 Lilly Rd. NE, Olympia, WA 98506. The Corporation may have such other offices, either within or without the state of Washington, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office. The Corporation shall have and continuously maintain in the state of Washington a registered office and a registered agent whose office is identical with such registered office, as required by the Washington Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Washington, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 3. Purposes. The purposes of the Corporation, none of which are for profit, are as stated in the Corporation's Articles of Incorporation, as amended, and the same may be duly amended from time to time.

**ARTICLE II
Members**

Section 1. Conditions of Membership. The members of the Corporation (the "Members") shall have the rights set forth in the Articles of Incorporation, these Bylaws and applicable law. Members shall consist of all persons who contribute the annual membership fee ("dues") determined for each particular year by the corporation's Board of Directors. All membership fees and qualifications shall be determined by the Board of Directors on an annual basis at the annual meeting of the Board of Directors. Memberships shall not be transferable.

Section 2. Rights of Members. Upon obtaining membership, Members shall be included in the Corporation's directory and shall receive notices and updates of meetings, events and programs of the Corporation or otherwise directly or indirectly related to the mission of the Corporation. Each member shall be entitled to one vote on all matters submitted to a vote of the corporation's members by the Board of Directors. The Board of Directors reserves the right to designate and include additional benefits of membership or remove such additional benefits in the future in the sole and absolute discretion of the Board of Directors.

Section 3. Annual Meetings of Members. An annual meeting of Members for the election of directors and for the transaction of other proper business shall be held each year on the

2nd Thursday in November at a time and place determined by the Boards of Directors. At the annual meeting of members, the order of business shall be as follows, unless the Board of Directors provide an alternate agenda:

- a. Calling the meeting in order
- b. Proof of notice of meeting (or filing of waiver)
- c. Nomination of Directors
 - i. Directors will be nominated.
 - ii. All Nominees who accept their appointment will be sent out by e-mail to the membership (unless Board of Directors determines an alternate method).
 - iii. Each member gets one (1) vote online, by email, or by contacting the designated Board Member (unless Board of Directors determines an alternate method).
 - iv. The elected board members will be announced at the December meeting.
- d. Miscellaneous Business

Section 4. Special Meetings of Members. A special meeting of the Members for any purpose may be called at any time by the Board of Directors or the President. Such a meeting may be held either within or without the State of Washington on such date and at such time and place, if any, as are designated in the notice of the special meeting.

Section 5. Notice of Meetings of Members. The President or the Secretary shall cause notice of each meeting of Members to be given in writing to each Member entitled to vote thereat as of the date of such notice: (i) by electronic transmission or (ii) by first class mail. postage prepaid, to such Member's postal address as shown on the records of the Corporation not less than ten (10) nor more than sixty (60) days prior to the date of such meeting, except where a different notice period is required by applicable law. Such notice shall specify (i) the date, time and place, if any, of such meeting, (ii) the means of remote communications, if any, by which Members may be deemed to be present in person and vote at such meeting, (iii) in the case of a special meeting, the purpose or purposes for which such meeting is called, and (iv) such other information as may be required by applicable law or as may be deemed appropriate by the Board of Directors.

Section 6. Waiver of Notice. A waiver of notice of meeting by a Member provided to the Corporation in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a Member at a meeting is a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened.

Section 7. Quorum of Members. The presence at any meeting of twenty-five (25%) percent of the Members entitled to vote at that time shall be necessary and sufficient to constitute a quorum for the transaction of business. The meeting manner of attendance shall be determined by the Board of Directors and may be in person, electronically, telephonically, video, mixed method, or other method as determined by the Board of Directors.

Section 8. Organization. Such person as the Board of Directors may have designated or in the absence of such a person, the President of the Corporation or, in his or her absence, such person as may be chosen by the majority of Members who are present, in person or by proxy, shall call to order any meeting of the Members and act as chairman of the meeting. In the absence of the Secretary of the Corporation, the secretary of the meeting shall be such person as the chairman of the meeting appoints.

Section 9. Conduct of Business. The chairman of any meeting of the Members or the President shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion. The date and time of the opening and closing of the polls for each matter upon which the members or directors will vote at the meeting shall be announced at the meeting.

Section 10. Voting by Members. Each Member shall be entitled to one (1) vote on each question or matter to be determined at an annual or special meeting. Every Member entitled to vote or to execute any waiver or consent may do so either in person or by written proxy duly executed, sent via electronic mail ("email"), and filed with the Secretary of the Corporation or other officer or agent authorized to tabulate votes. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Directors and officers shall be elected by a plurality of the votes cast by Members entitled to vote generally in the election of directors. All other questions and matters submitted to Members shall, unless otherwise required by applicable law, the Articles of Incorporation (the "Articles of Incorporation") or bylaws (the "Bylaws") of the Corporation, be determined by the vote of a majority of the Members entitled to vote, present in person or by proxy at any meeting.

Section 11. Resignation and Termination. Any Member may cease payments and resign membership by filing a written resignation with the Secretary. No refund will be given when a Member ceases membership. Those members who have not paid within ninety (90) days of their renewal date, shall be removed from the membership with or without notice. The Board of Directors, by the vote of eighty percent (80%) of the directors present at a special meeting called for such purpose, reserve the right to remove a Member should the Member be found to be in violation of the Conflict of Interest policy or any other rule or regulation in these Bylaws or other policy applicable to the Members hereafter adopted by the Members at an annual or special meeting called for the purpose of adopting said policy.

ARTICLE III

Board of Directors

Section 1. Number and Term of Office. The business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors shall not be less than five (5) nor more than eleven (11), as shall be established from time to time by the Board of Directors, but such number shall not have the effect of shortening the term of any incumbent. The term of each member of the Board of Directors, and elections thereof shall be as outlined in Article II and IV.

Section 2. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need be residents of the state of Washington but shall be Members of the Corporation.

Section 3. Powers. There shall be included in the general powers of the Board of Directors, but not by way of limitation, the following powers:

- (a) To determine from time to time what activities of the Corporation shall be carried on within the framework of the objects and purposes set forth in the Articles of Incorporation.
- (b) To acquire, buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property and operate all such properties and buildings thereon.
- (c) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien.
- (d) To solicit funds, gifts, grants and bequests; to receive subscriptions; and to establish, endow and hold the investments and assets of the Corporation.
- (e) To determine who shall be authorized to sign on behalf of the Corporation contracts, bills, notes, checks and any and every document or instrument whatsoever necessary or convenient to carry on the business of the Corporation.
- (f) In addition to the foregoing and without any limitation thereof, the Board of Directors shall have the power to do all acts necessary or convenient to carry on the purposes of this Corporation as set forth in the Articles of Incorporation and to do any and all things and to decide any and all questions not governed or determined by the Articles of Incorporation, statutes, or by these Bylaws.

Section 4. Regular Meetings. A regular meeting of the board of directors shall occur at least once a year in January, at a date, place, and time as determined by the board of directors. Notice shall be provided by electronic mail, text message, U.S. Mail, personal service, and/or fax notice. The Board may agree on other methods.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meetings of the Board of Directors called by them.

Section 6. Conduct of Meeting. The President or Chair of the meeting shall determine how the meeting is conducted. If there is a dispute about meeting conduct, the meeting shall be conducted by Roberts Rules of Order.

Section 7. Participation. Any or all of the directors may participate in a regular or special meeting by use of a 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 8. Notice. Notice of any special meeting shall be given at least two (2) days previous thereto by written notice delivered personally or sent by mail, text, e-mail, transmitted by facsimile, or other acceptable method agreed to from time to time by the Board of Directors, to each director at his or her address or facsimile number as shown by the records of the Corporation.

- a. Delivery. The notices shall be deemed delivered by acknowledgment or as follows:
 - i. Mail. If by U.S. Mail, postage prepaid, so addressed, then two (2) business days after the next regular pick-up day from the date of deposit into the U.S. Mail system.
 - ii. Email and Text. If by electronic mail (email) or text, then two (2) business days after sending.
 - iii. Facsimile. If by facsimile, then two (2) business days after receipt by recipient's facsimile confirmation.

Section 9. Waiver of Notice. Any director may waive notice of any meeting by signing a written waiver of notice or by attending or participating in such meeting unless the director promptly at the beginning of the meeting or upon his or her arrival objects to the holding of the meeting or the transaction of any business and does not thereafter vote or assent to any action taken at the meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law of these Bylaws.

Section 10. Unanimous Action of Directors. Any action required to be taken or which may be taken at a meeting of the directors may be taken without a meeting if a consent, in writing, setting forth the action so taken or to be taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as the unanimous vote of the directors. Such consent shall be filed in the corporate minute book, which may be a physical book or electronic.

Section 11. Quorum and Voting. A majority (51%) of the number of elected directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such percentage is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of eighty percent (80%) of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present any business may be transacted and the Board may exercise all its powers.

Section 12. Manner of Acting. The act of eighty percent (80%) of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. If with respect to any proposed resolution or action presented to the Board of Directors at such meeting an equal number of directors vote for and against such resolution or action, the President must solicit the vote of all other directors not present at such meeting. If thereafter, there remain an equal number of directors who vote for and against such resolution or action, the President of the Corporation shall within ten (10) days thereafter appoint an independent and unrelated individual knowledgeable in the affairs of the corporation to act as an additional director (notwithstanding any limitation herein with respect to the total number of directors or procedures for the appointment thereof) for the sole purpose of voting upon such resolution or action. The vote of such individual shall be obtained within ten (10) days of his or her appointment and aggregated with the votes of the other directors as previously taken, and the President shall notify the other members of the Board of Directors in writing of the results of the vote. Such individual shall not act as a director or be deemed to be a director after such vote has been taken, but shall be subject to all indemnification afforded to all other directors.

Section 13. Vacancies. A vacancy on the Board of Directors shall exist on the death, resignation, or removal of any director. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 14. Removal and Resignation. Any individual director may resign at any time by giving written notice to the other members of the Board of Directors. Any individual director

at a special meeting of the directors called for that purpose, may be removed from office without cause by a vote of eighty percent (80%) of the Board of Directors. If any one or more of the directors is so removed, new directors may be elected at the same meeting.

Section 15. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE IV

Officers

Section 1. Number and Designation. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, an Immediate Past President, a Chief Technology Officer and At-Large Members (in a number to be approved by the Board of Directors), each of whom shall be elected by the Members. Other officers, assistant officers, agents and committees may be elected or appointed by the Board of Directors as it may deem necessary. 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 for the term lengths listed below by the Members at the regular annual meeting of the Members. All offices under this Article may be served by the same individual indefinitely. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold offices until such person's successor has been duly elected and qualified, or until such person's death or resignation, or until such person's removal in the manner provided in these bylaws.

Position	Term Length	Election Year
President	2 years	Even Years
Vice President	2 years	Odd Years
Secretary	2 years	Odd Years
Treasurer	2 years	Odd Years
Chief Technology Officer	2 years	Even Years
Member-at-Large	1 year	Every Year
Member-at-Large	1 year	Every Year
Member-at-Large	1 year	Every Year
Member-at-Large	1 year	Every Year
Member-at-Large	1 year	Every Year
Member-at-Large	1 year	Every Year

Section 3. Removal. Any officer or agent elected or appointed by the Members may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Further, the removal of a person as an officer or other employee of the Corporation shall not be deemed to be a removal of such person as a director of the Corporation unless such person is removed as a Director by the directors in accordance with Article III, Section 14 of these Bylaws. Any Board of Director Member who fails to attend eighty (80%) of the regular membership meetings, and regular board of director meetings shall be considered to have resigned unless the Board of Directors votes otherwise.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired term.

- a. The Board of Directors can appoint someone as President. Preference is given to qualified board members, or if none, then someone who is a member who has served on committees, or if none, from the membership but who is not otherwise qualified as being a board member.
- b. The most qualified, willing applicant may be appointed ahead of the preference outlined above, with membership approval within sixty (60) days of appointment.

Section 5. President. The President shall be the principal executive officer and chairman of the board of the Corporation, and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors, and any committee exercising the authority of the board. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officers or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Presidents. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine: The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (c) in general, perform all of the duties incident of the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 9. At Large Member. The At Large Member shall serve as the lead ambassador for the Corporation and shall: (a) welcome new Members to the Corporation and educate them about the purposes and mission of the Corporation; (b) provide additional information to prospective Members when invited to meetings or other events by current Members of the Corporation; and (c) in general, perform all duties as from time to time may be assigned to the At Large Member by the President or the Board of Directors.

Section 10. Chief Technology Officer. The Chief Technology Officer shall: (a) advise the Board and the President on software and hardware technology, software architecture development, information technology and other technical issues related to the matters which they consider; (b) oversee the technology functions of the Corporation; (c) maintain access and update the Corporation's website and all social media platforms (i.e., Facebook, LinkedIn, etc.) of which the Corporation has an account, and share said access with one (1) other officer or director at all times; (d) identify and evaluate trends in technologies and economic and regulatory issues. Assist the President in developing strategic goals and objectives for the Corporation; and (e) perform all other duties as may be incident thereto or as otherwise assigned by the Board of Directors or the President.

Section 11. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or by the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

Section 12. Qualification for Office. Directors must meet the qualifications below, and must agree to serve without compensation:

- (a) All Board of Director members must pass a background check, or provide one from an authorized company, issued within the previous 6 months affirming there were no crimes of fraud committed since, and notify the board immediately of any crimes of fraud during any point of their term.
- (b) Qualifications for President, all Vice Presidents, the Secretary, the Treasurer, and Chief Technology Officer must be selected from the Board of Directors currently serving or who have served on the board within the last four (4) years from date of nomination.
- (c) The Chief Technology Officer must have adequate computer knowledge to serve. If there is no qualified individual with requisite knowledge, the Board may hire an independent company, and there shall be a designated Board Member to oversee the technology contract.
- (d) The Treasurer must have adequate financial knowledge to serve.
- (e) All other officers, agents, and employees need not be members of the Board of Directors.

ARTICLE V

Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one (1) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed

by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by sixty percent (60%) of the directors present at a meeting at which a quorum is present. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be made by the Corporation to any officer or to any director. No other loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be

signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation.

ARTICLE VII

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any member of the Board of Directors or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX

Amendments

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the vote of eighty percent (80%) of the Board of Directors at any meeting of the Board.

ARTICLE X

Indemnification

Section 1. Rights to Indemnification; Standard of Conduct.

Section 1.1. General Rights to Indemnification. Subject to the provisions of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative, judicial, or investigative, (including all appeals), (other than an action described in Section 1.2 below), by reason of or arising from the fact that the person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against reasonable expenses (including attorney's

fees) actually and reasonably incurred by the person to be indemnified in connection with such action, suit or proceeding if the person (a) acted in good faith, and (b) reasonably believed his or her conduct to be in, or at least not opposed to, the best interests of the Corporation. However, no indemnification shall be made to any person in respect of any action, suit or proceeding by or in the right of the Corporation in which such person shall have been adjudged to be liable to the Corporation.

Section 1.2. Actions Involving Chapter 42 or Fund Mismanagement. Subject to the provisions of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative, judicial, or investigative, (including all appeals) involving Chapter 42 of the Internal Revenue Code of 1986, as the same may be amended from time to time, (“the Code”), or state laws relating to the mismanagement of funds of charitable organizations, by reason of or arising from the fact that the person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against reasonable expenses including attorney’s fees but excluding taxes, penalties, or expenses of correction, actually and reasonably incurred by the person to be indemnified in connection with such action, suit or proceeding if such person is successful in the defense of such proceeding or, if such proceeding is terminated by settlement, if he or she has not acted willfully and without reasonable cause with respect to the act or failure to act which resulted in the liability imposed. However, no indemnification shall be made to any person in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation.

Section 1.3. Effect of Plea of Nolo Contendere. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the above-described standard of conduct.

Section 1.4. Improper Personal Benefit. The Corporation shall not indemnify any person in connection with any suit, action or proceeding charging improper personal benefit to such person in the event such person is adjudged liable by reason of having improperly received personal benefit, unless indemnification is ordered by a Court of competent jurisdiction.

Section 1.5. Conduct with Respect to Employee Benefit Plan. The conduct of an officer or director with respect to an employee benefit plan shall meet the requirement of Section 1.1 that such person must have reasonably believed his or her conduct to be in or at least not opposed to the best interests of the Corporation if the person acted for a purpose he or she reasonably believed to be in the interests of the plan participants and beneficiaries.

Section 1.6. Initiation of Proceedings. Subject to the provisions of this Article, the Corporation shall indemnify any person seeking indemnification hereunder in connection with

a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors, except proceedings to enforce indemnification hereunder for which such person shall be indemnified to the extent such person is successful in whole or in part.

Section 2. Determination and Authorization of Right to Indemnification in Certain Cases.

Section 2.1. Determination of Right to Indemnification. Subject to the provisions of Section 5 below, indemnification under Section 1 of this Article shall not be made by the Corporation unless it is expressly determined that indemnification of the person who is or was an officer or director, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1. That determination may be made by any of the following:

- (a) By the Board of Directors by majority vote of a quorum consisting of directors who are not at the time parties to the action, suit or proceeding;
- (b) If a quorum cannot be obtained under subsection (a) by majority vote of a committee duly designated by the Board of Directors consisting solely of two or more directors not at the time parties to the proceeding (directors who are parties to the proceeding may participate in designation of the committee);
- (c) By special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (a) or (b), or if a quorum of the Board of Directors cannot be obtained under (a) and a committee cannot be designated under (b), the special legal counsel shall be selected by majority vote of the full Board of Directors, including directors who are parties to the proceeding.

Section 2.2. Authorization of Indemnification. Authorization of indemnification and evaluation of reasonableness of expenses shall be made in the same manner as set forth in Section 2.1, except that if the determination is made by special legal counsel, the authorization and evaluation shall be made by a majority vote of the full Board of Directors, including directors who are parties to the proceeding.

Section 3. Indemnification of Persons Other than Officers or Directors. In the event any person not included within the group of persons referred to in Section 1 of this Article was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of a type referred to in Section 1 of this Article by reason of or arising from the fact that such person is or was an employee or agent (including an attorney) of the Corporation or one of its subsidiaries, or is or was serving at the request of the Corporation as an employee or agent

(including an attorney) of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, the Board of Directors of the Corporation by a majority vote of a quorum (whether or not such quorum consists in whole or in part of directors who were parties to such action, suit or proceeding) may but shall not be required to, grant to such person a right of indemnification, provided that such person meets the applicable standard of conduct set forth in Section 1 and further provided that such indemnification is subject to Section 11 of this Article. Furthermore, the Board of Directors may designate by resolution in advance of any action, suit or proceeding, those employees or agents (including attorneys) who shall have such rights of indemnification or on what terms.

Section 4. Successful Defense. Notwithstanding any other provision of this Article, in the event a director or officer is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section I of this Article, or in defense of any claim, issue or matter therein, that person shall be indemnified against reasonable expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

Section 5. Conditions Precedent to Indemnification Under Section 1.

Section 5.1. Notice to Corporation. Except as otherwise provided in this Article, any person who desires to be indemnified pursuant to this Article shall promptly notify the Corporation that the person has been named a defendant to an action, suit or proceeding of a type referred to in Section 1, and intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed, via registered or certified mail, return receipt requested, to the President of the Corporation at the executive offices of the Corporation or, in the event the notice is from the President, to the registered agent of the Corporation. Failure to give the notice required hereby shall entitle the Board of Directors of the Corporation by a majority vote of a quorum (whether or not such quorum consists in whole or in part of directors who were parties to such action, suit or proceeding), to make a determination that such a failure was prejudicial to the Corporation in the circumstances and that, therefore, the right to indemnification referred to in Section 1 of this Article shall be denied in its entirety or reduced in amount.

Section 6. Advances for Expenses. Expenses incurred by a person indemnified hereunder in defending a civil, judicial, administrative or investigative action, suit or proceeding (including all appeals) or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such expenses if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation and a written affirmation of the person's good faith belief that he or she has met the applicable standard of conduct. The undertaking must be an unlimited general obligation of the party receiving the advances but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 7. Insurance.

Section 7.1. Authority to Purchase. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or one of its subsidiaries or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against and incurred by that person in any such capacity arising out of his or her status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article or under the Washington Nonprofit Corporation Act. The premiums for such insurance shall not be treated as compensation to the individuals whose acts are covered by such insurance, except in those circumstances hereinafter set forth in Section 7.2.

Section 7.2. Treatment as Compensation in Limited Circumstances. With respect to insurance described in Section 7.1 above which covers liabilities which the Corporation may not indemnify without the Corporation or a disqualified person (as defined in Chapter 42 of the Code) incurring a tax or penalty under said Chapter 42, the Corporation shall treat premiums paid for such insurance as compensation to the individuals whose acts are covered by such insurance. Such premiums shall be allocated by the Corporation on a reasonable basis among those individuals. If such insurance covers both liabilities which the Corporation may indemnify as well as those which the Corporation may not indemnify without resulting in taxes or penalties under said Chapter 42, the premium shall be allocated on a reasonable basis by the Corporation between such liabilities for purposes of this Section 7.2.

Section 8. Non-Exclusivity. The indemnification referred to in this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, order issued by a Court of competent jurisdiction, agreement, vote of the Board of Directors or otherwise. The provisions of this Article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall issue to the benefit of the heirs, executors and administrators of such a person. Subject to Section 11 of this Article, the Corporation is authorized to enter into agreements of indemnification.

Section 9. Severability. If any provision of this Article is found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions shall not be affected.

Section 10. Effect of Statute. Except as limited herein by Section 11, the Corporation shall indemnify any person who is or was a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employees benefit plan or other enterprise to the fullest extent permitted by the Washington Nonprofit Corporation Act as in effect

as of the date of the adoption of these provisions and as may be subsequently amended, provided, however, in the event such subsequent amendment reduces or diminishes such person's rights to indemnification, such amendments shall not apply to the extent permitted by law.

Section 11. Compliance with Tax Law and Clarification of Intent. To the extent that the application of any of the provisions of this Article, or the provision for or payment of expenses or liabilities or indemnification therefore, whether pursuant to this Article or otherwise, constitutes an act of self-dealing under §4941(d)(1) of the Internal Revenue Code of 1986. As amended from time to time (the "Code"), or a taxable expenditure under §4945(d)(5) of the Code, or otherwise causes an adverse consequence to the Corporation or its officers or directors under Chapter 42 of the Code, then notwithstanding the provisions of this Article or the Washington Nonprofit Corporation Act, the Corporation shall not make such provision, payment or indemnification. It is the purpose and intent of this Article to authorize the Corporation to provide the maximum amount of indemnification to its officers and directors which is consistent with the provisions of the Washington Nonprofit Corporation Act and which does not result in adverse consequences to the Corporation or its officers or directors under Chapter 42 of the Code. Accordingly, to the extent the application of these provisions does not result in such adverse consequences, they shall be applied liberally, to the extent the application of these provisions may result in such adverse consequences, their application shall be restricted so as to avoid such adverse consequences.

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Washington Nonprofit Corporation Act or under the provisions of Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Conflict of Interest Policy

The Board of Directors shall adopt a conflict of interest of policy that shall apply to the directors, officers and members of any committees organized by the directors. The Board of Directors may also require that members of the general membership adhere to the general tenets of any conflict-of-interest policy as a condition to membership. Any conflict-of-interest policy adopted by the Board of Directors may be may be altered, amended or repealed and a new conflict of interest policy may be adopted by the vote of eighty percent (80%) of the Board of Directors at any meeting of the Board.

I hereby certify that the foregoing Amended Bylaws are the Bylaws adopted by the directors on the 8th day of NOVEMBER, 2023, and that they are whole thereof exactly as

adopted, and that I make this certificate to identify the same pursuant to instructions of the Board of Directors.

HEALTH CARE PROVIDERS
COUNCIL


Elizabeth Catterson, Secretary