

AMENDED AND RESTATED
BYLAWS
OF
THE COALITION FOR HEALTH
FUNDING

RECITALS

A. The Coalition for Health Funding (hereinafter the "Coalition") is a nonprofit corporation incorporated under the laws of the District of Columbia; and

B. Coalition was governed by those certain Bylaws of the Coalition for Health Funding dated December 17, 2014 ("Bylaws"); and

C. Pursuant to Article XV of the Bylaws, the members of Coalition hereby amend and restate the Bylaws by striking out the text thereof in its entirety and substituting in lieu thereof the text of these Amended and Restated Bylaws of the Coalition for Health Funding.

ARTICLE I. PRINCIPAL OFFICE

The principle office of the Coalition shall be located in the District of Columbia.

The Coalition may have other offices at suitable places within or outside the District of Columbia, with such offices to be designated by the Coalition's Board of Directors.

The Coalition shall have and continuously maintain a registered office in the District of Columbia and the Coalition's Board of Directors shall appoint and continuously maintain in service a registered agent, having business office identical with the registered office, who shall be an individual resident of the District of Columbia, or a corporation, whether for profit or not for profit.

ARTICLE II. PURPOSES

The Coalition is formed exclusively for charitable and educational purposes as set forth in Section 501(c)(3) of Internal Revenue Code of 1986, as amended (the "Code"). Coalition will operate exclusively for charitable and educational purposes as set forth in Code Section 501(c)(3) by promoting public health in a non-partisan fashion through public health and health research, championing for the protection of public health funding and educating the public, member organizations and policymakers on matters of public health. Without limiting the foregoing, Coalition may:

A. Identify the adequacy of existing and proposed levels of financial support by the federal government for all health programs administered by the U.S. Department of Health and Human Services and selected health programs from other federal departmental budgets to meet the nation's health needs.

B. Establish priorities for increased funding of such various health programs by the federal government, where increased needs are identified.

C. Communicate the need for adequate national expenditures for specific health programs to the general public, the communications media, and the legislative and executive branches of the federal government.

D. Prepare and present documentation of the financial needs of the federal programs of interest to the Coalition and matters of public health, stressing what could be accomplished in the field of health care if appropriate funding were made available.

E. Engage in such other related activities as may be desirable or required to fulfill the purposes and objectives of the Coalition.

ARTICLE III. MEMBERSHIP

A. Members. Members shall be professional associations, health professional education organizations, higher education organizations, health provider organizations, voluntary health organizations, and other organizations having a major interest in health, each of which shall be nonprofit organization.

B. Election of Members. Members shall be taken into membership in the Coalition by affirmative vote of a majority of the Board of Directors.

C. Official Representative. Each member of the Coalition shall have an official representative, who shall be designated by such member organization. Such official representative or the designated alternate shall vote on behalf of and otherwise represent the member at meetings of the Coalition.

D. Voting. At any meeting of the members of the Coalition, each member shall be entitled to one vote. The Executive Director shall be responsible for keeping at the principal office of the Coalition, a record of the names and addresses of the members of the Coalition, and their official representatives.

E. Resignation of Members. Any member may resign from such membership in the Coalition at any time by giving written notice to the President or the Executive Director of the Coalition. Such resignation shall take effect upon its receipt.

ARTICLE IV. NON-VOTING MEMBERS

A. Non-voting members shall consist of Affiliated Members, Corporate Members and Friend of Coalition for Health Funding Members. Affiliated Members shall be those non-profit organizations that do not have a Washington, D.C. metropolitan area presence or representative, and which are professional associations, health professional education organizations, higher

education organizations, health provider organizations, voluntary health organizations or other organizations having a major interest in health care. Affiliated Members shall be ineligible to vote at any meeting of the Coalition and to hold any office in the Coalition. However, Affiliated Members, or representatives thereof, may be present at a meeting of the Coalition for purposes of liaison and discussion with invitation from the Board of Directors. Any organization that supports the health continuum is eligible to become a Corporate Member of the Coalition. Corporate Members shall be ineligible to vote at any meeting of the Coalition and to hold any office in the Coalition. Any consultant or firm is eligible to become a Friend of Coalition for Health Funding Member. Friend of Coalition for Health Funding Members shall be ineligible to vote at any meeting of the Coalition and to hold any office in the Coalition. The Board of Directors shall establish the annual dues structure for all non-voting members of the Coalition.

B. Election of Non-Voting Members. Non-voting members shall be approved by affirmative vote of a majority of the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

A. There shall be a Board of Directors of the Coalition (herein the "Board".)

B. Membership. The membership of the Board shall consist of the President of the Coalition (and the President shall serve as Chairman of the Board), the President-elect of the Coalition, the Immediate Past-President of the Coalition, and seven other members, such members to be nominated by a committee of the full Coalition and elected by a majority of the members present at the annual meeting. The Executive Director of the Coalition shall serve ex officio, as a nonvoting member of the Board.

C. Term. The Coalition's President and President-elect shall each serve on the Coalition's Board for one, two-year term. The Immediate Past-President shall serve one term of two years on the Board immediately following his/her term as President. The elected members of the Board shall serve for a two-year term, which shall commence with the terms of service of the Coalition's officers, or until their successors are duly designated, and shall be eligible for re-election, but in no case shall serve more than two consecutive terms, or four years consecutively.

D. General Powers. The business, property, and affairs of the Coalition shall be managed by the Board. In the management and control of the business, property, and affairs of the Coalition, the Board shall be vested with all powers possessed by the Coalition itself insofar as such delegation of

E. Specific Powers.

1. Appointment of Committees. The Board may appoint committees to have such powers and duties as may be determined from by the Board. All committees shall report to the Board. The Board shall have the power to fill vacancies, to change the membership, or to

dissolve any committee.

- 2- Dues. The Board shall establish the annual dues structure for the voting member organizations of the Coalition, which must be confirmed by a two-thirds (2/3) vote of the membership present at the annual meeting and entitled to vote.
3. Designation of Depositories. The Board shall designate the trust company or trust companies, the bank or banks, or the savings and loan association or associations, in which shall be deposited the monies or securities of the Coalition.

F. Manner of Acting. Except as otherwise provided by statute or by the Articles of Incorporation, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. Members of the Board may participate in a meeting by telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting. Meetings of the Board shall take place no fewer than two (2) times per calendar year.

G. Informal Action by Board of Directors. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a consent in writing to such action is signed by all of the Directors and such written consent is filed with the minutes of the Board of Directors. Such written consent shall have the same force and effect as a unanimous vote and may be described as such in any document executed by the Coalition.

H. Vacancies. Except as otherwise provided, any vacancy occurring in the Board shall be filled by a majority vote of the remaining members of the Board, or at the determination of the Board, by the nominating procedure set forth in policy. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

I. Resignation and Removal. A Director may resign at any time by giving written notice to the President of the Coalition or its Executive Director. The resignation will take effect upon receipt or at the time specified in the notice. Acceptance of a resignation will not be necessary to make it effective. If the resignation is effective at a future time, a successor may be selected in advance to take office at the time the resignation is effective. Any member of the Board may be removed for cause and replaced when such action is deemed to be in the best interest of the Coalition by a two-thirds (2/3) majority vote of the Board members present and voting, ratified by the regular members, provided that notice of the Board meeting at which such action is proposed states that such removal would be considered and that the member of the Board is given notice of and an opportunity to answer the charges against him or her at such meeting.

ARTICLE VI. MEETINGS OF THE MEMBERSHIP

A. Annual Meeting. There shall be an annual meeting of the Coalition's regular membership at

such time and place, within or outside of the District of Columbia as the President of the Coalition shall determine, for the purpose of electing officers and for the transaction of any and all other business that may be brought before the membership.

B. Special Meetings. Special meetings of the Coalition's regular membership may be called at any time and be held at such place as determined by the President or a majority of the members of the Board.

C. Notice. Written or printed notice, stating the time, date, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) or more than fifty (50) days before the date of the meeting, either personally, electronically or by mail, at the discretion of the President or the members of the Board, as the case may be, to each of the regular members of the Board, as the case may be, to each of the members of the Coalition. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to such addressee at his address as it appears on the records of the Coalition, together with postage thereon prepaid.

D. Voting. Official representatives of regular members of the Coalition may vote in person, or they may participate in a meeting by telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

E. Quorum. At any meeting of the regular membership, 25 percent of the members, present in person through their official representatives, shall constitute a quorum for all purposes and a majority of the vote in such quorum shall be sufficient to pass any measure in such meeting, except as provided in Article V, Section E-2 and Article XV, hereof.

F. Informal Action by Members. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a consent in writing to such action is signed by all of the members entitled to vote and such written consent is filed with the minutes of the members. Such written consent shall have the same force and effect as a unanimous vote and may be described as such in any document executed by the Coalition.

G. Expenses. Each member of the Coalition shall be responsible for the expenses its representatives incur in connection with, during, or as a result of attendance at any meetings of the Coalition.

ARTICLE VII. MEETINGS OF BOARD

A. Meetings. Meetings of the Board may be called by the President or by four (4) of the members of the Board. The notice requirement for Board meetings shall be the same as that for annual meetings, except such notice shall also state the purpose or purposes for which the meeting is

called.

B. Quorum; Voting. At all meetings of the Board five (5) of the members present shall constitute a quorum. Each member of the Board shall be entitled to one vote. Proxy voting is not permitted.

ARTICLE VIII. OFFICERS

A. Enumeration of Officers. The officers of the Coalition shall consist of a President, a President-elect, an Immediate Past President, and an Executive Director.

B. Election of Officers. The President and President-elect of the Coalition shall be elected by the membership at the annual meeting of the Coalition.

C. Eligibility of Officers. Individuals holding the offices of Immediate Past President, President and President-elect may not hold any other position in the Coalition during that term. The President and President-elect of the Coalition shall be elected from member organizations.

D. President. The President of the Coalition shall ascend from the position of President-elect, who shall serve for one term of two years. The President shall have all powers and shall perform all duties commonly incident to and vested in the chief executive officer, such as determining the time and place of the annual meeting and preparation of the agenda, presiding at all meetings of the Board, and having general charge and supervision of the business of the Coalition. The President shall have the power to sign all certificates, contracts, and other instruments of the Coalition authorized by the Board and/or the regular membership. The President shall also perform such other duties as the Board may from time to time designate.

E. President-elect. The membership shall elect a President-elect of the Coalition, who shall be elected for one term of two years by a vote of a majority of the member organizations present at the meeting in which such election is held. At the expiration of the President-elect's two-year term, the President-elect shall ascend to the position of President of the Coalition. The President-elect shall perform the duties and have the powers of the President during the absence or disability of the President, and shall perform such other duties and have such other powers as the Board or the President shall from time to time designate. The President-elect shall have the care and custody of the funds of the Coalition, and shall have and exercise, under the supervision of the Board, the powers and responsibility for conducting the financial affairs of the Coalition. The President-elect shall have all powers and shall perform all duties commonly incident to and vested in the office of treasurer of a corporation.

G. Immediate Past President. Upon the expiration of an individual's term as President, such individual shall serve as Immediate Past President for one term of two years before rotating off of the Board.

H. Executive Director. The Executive Director of the Coalition shall be the chief administrative officer and shall have general and active management of the business of the Coalition, shall see that all orders and resolutions of the Board are carried into effect, and shall assume any responsibilities designated to him by the Officers. The Executive Director shall be responsible for carrying out the programs and policies established by the Board, shall be authorized to sign all contracts authorized by the Board, shall be authorized to speak for and represent the Coalition. Additionally, the Executive Director shall have all powers and shall perform all duties commonly incident to and vested in the office of secretary of a corporation. The Executive Director or staff designated by the Executive Director and Board shall be responsible for keeping, preserving in books of the Coalition, and distributing true minutes of the proceedings of the meetings of the Coalition's membership and Board; and be responsible for disseminating the agenda and supporting material in advance of each of such meetings. They shall have custody of all valuable papers and documents of the Coalition. They shall give all notices as required by statute, by the articles of incorporation, or by these bylaws. The Executive Director shall deposit all funds of the Coalition in such depositories as may be designated by the Board in accordance with Article V, Section E(3), hereof; shall endorse for deposit or collection all checks, notes, and drafts payable to the Coalition or to its order, and make drafts on behalf of the Coalition; and shall keep accurate books of account of the Coalition's transactions, which books shall be the property of the Coalition, and, together with all of the Coalition's property in his possession, shall be subject at all times to the inspection and control of the Board. The Executive Director shall keep or arrange for the safekeeping of any personal property belonging to the Coalition. The Executive Director is authorized to perform all other duties usual and incidental to the office. The term of appointment of the Executive Director shall be at the discretion of the Board.

I. Vacancies. A vacancy in any elective office shall be filled by a majority vote of members of the Board. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

J. Resignation and Removal. An officer may resign at any time by giving written notice to the President of the Coalition or its Executive Director. The resignation will take effect upon receipt or at the time specified in the notice. Acceptance of a resignation will not be necessary to make it effective. If the resignation is effective at a future time, a successor may be selected in advance, to take office at the time the resignation is effective. Any officer of the Board may be removed for cause and replaced when such action is deemed to be in the best interest of the Coalition by a two-thirds (2/3) majority vote of the Board members present and voting, ratified by the regular members, provided that notice of the Board meeting at which such action is proposed states that such removal would be considered and that the officer of the Board is given notice of and an opportunity to answer the charges against him or her at such meeting.

ARTICLE IX. EXECUTION OF INSTRUMENTS

A. Checks and Drafts. All checks and drafts, and orders for payment of monies shall be signed in the name of the Coalition and in its behalf, by the President-elect in accordance with Article VIII, Section E, hereof, or otherwise by such officer or agents as the Board may from time to time designate.

B. Contracts and Conveyances. When the execution of any contract, conveyance, or other instrument, has been authorized by the Board without specification as to the executing officer, the President or President-elect in accordance with Article VIII, Sections D and E, hereof, may execute the same in the name and on behalf of the Coalition.

ARTICLE X. FISCAL YEAR

The fiscal year of the Coalition shall be from January 1 to December 31.

ARTICLE XI. DISSOLUTION OR FINAL LIQUIDATION

Any dissolution or final liquidation of the Coalition shall take place and any distribution of assets shall proceed as provided in the Coalition's articles of incorporation.

ARTICLE XII. SHARES OF STOCK, DIVIDENDS, AND CERTAIN LOANS PROHIBITED

A. The Coalition shall not authorize or issue shares of stock.

B. The Coalition shall not pay any dividends.

C. The Coalition shall not make any loans to its members or officers.

ARTICLE XIII. LIMITATIONS ON ACTIVITIES

The Coalition is formed and shall be operated exclusively for charitable and educational purposes as set forth in Section 501(c)(3) of the Code. No part of the net earnings of the Coalition shall inure to the benefit of, or be distributable to its members, Board members, officers, or other private persons, except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Coalition shall be the carrying on of

propaganda, or otherwise attempting to influence legislation, and the Coalition shall not participate in, 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. Notwithstanding any other provision in these amended and restated bylaws or the Coalition's Articles of Incorporation, the Coalition shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Coalition.

ARTICLE XIV. INSPECTION OF BOOKS AND RECORDS

All books and records of the Coalition may be inspected by any regular member of the Coalition, through its duly-designated official representative, agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XV. AMENDMENT OF BYLAWS

These bylaws of the Coalition may be amended, altered, changed, added to, or repealed at any annual or special meeting of the Coalition's regular membership, by a two-third (2/3) vote of such members present and voting, provided that notice of the proposed amendment, alteration, change, addition, or repeal, be contained in the notice of such meeting in accordance with Article VI, Section C, hereof. These bylaws shall be regularly examined and updated by a subcommittee of the Board of Directors at the Board's direction.

ARTICLE XVI. MEETINGS RULES

The rules contained in Robert's Rules of Order Newly Revised shall govern meetings of the Coalition's membership. Board, or any committee, in all cases to which such rules are applicable and in which they are not inconsistent with any applicable statute or these bylaws.

ARTICLE XVII. INDEMNIFICATION

The Coalition shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Coalition (an "Indemnified Party") against all expenses and liabilities, including, without limitation, attorneys' fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he/she/it may become involved by reason of his or her service in such capacity ("Costs"), except in relation to matters as to which, in such action, suit or proceeding, or in connection with any appeal therein, either of the following is adjudged (to be referred to separately or collectively as the "Disqualifying Conduct"): (i) the Indemnified Person did not act in good faith and did not reasonably believe, in the case of conduct in an official capacity with the Coalition, that such conduct was in the best interests of the Coalition and in all other cases, that the conduct was at least not opposed to the best interests of the Coalition; and (ii) in the case of criminal proceedings, such Indemnified Person had no reasonable cause to believe that such

conduct was unlawful. Coalition may advance any portion of the Costs to the Indemnified Party, provided however that the Indemnified Party must immediately and completely reimburse the Coalition in the event it is determined that the Indemnified Party is ineligible to be indemnified pursuant to this Article XVII due to Disqualifying Conduct. Additionally, notwithstanding the foregoing, no indemnification shall be permitted where a person is charged with improperly benefitting himself/herself/itself at the expense of the Coalition and in which he/she/it is adjudged so liable. Such indemnity shall also include judgments, penalties, fines, and settlements incurred by such a person in such proceeding, unless in the nature of a proceeding by or in the right of the Coalition.

The entitlement to and amount of indemnity to which any person may be entitled shall be determined by a majority of the disinterested Board members. Any such indemnity shall be reported to the members with the notice of the next meeting thereof. No indemnification shall be permitted in respect to any proceeding charging improper personal benefit to such person and who was adjudged liable on the basis that personal benefit was improperly received.

Adopted as of September 13, 2019