

# BYLAWS OF LAST CHANCE FOR PATIENT CHOICE

## ARTICLE I Offices and purposes

Section 1. Offices. The principal office of the corporation in the State of Iowa shall be located in the City of Waterloo, Black Hawk County. The corporation may have such other offices, within or without the State of Iowa, as the business of the corporation may require from time to time.

The registered office of the corporation required by the Revised Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall be initially as provided in the Articles of Incorporation, subject to change from time to time by a resolution of the Board of Directors and by filing of statement of the changes as required by the Revised Iowa Nonprofit Corporation Act.

Section 2. Purposes. The purposes for which the corporation is organized are to directly or indirectly accept contributions or make expenditures, or both, for activities permitted as exempt functions under Section 527 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code").

## ARTICLE II Directors

Section 1. General Powers. The property, business, and affairs of the corporation shall be managed under the direction of the Board of Directors, who may exercise all such powers of the corporation and do all such lawful acts and things as are not by law, by the Articles of Incorporation, or by these Bylaws directed or required to be exercised or done by the members.

Section 2. Number and Election of Directors. The number of directors of the corporation shall be five (5). Except for the initial Board of Directors, each director shall hold office for a period of two (2) years, until a successor shall have been duly elected by the Board of Directors and qualified or until his or her death or resignation. Of the initial Board of Directors, three persons shall hold office for a period of one (1) year, and two persons shall hold office for a period of two (2) years, until a successor shall have been duly elected and qualified or until his or her death or resignation.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held on such date as may be fixed from time to time by the Board of Directors to coincide with and immediately follow the annual meeting of members. **The Board**

of Directors may provide by resolution the time and place of the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) 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 meeting of the Board of Directors called by them.

Section 5. Notice. Notice of the regular annual meeting and any special meeting of the Board of Directors shall be given at least ten (10) days previous thereto by written notice delivered personally, by facsimile or e-mail, or by mail to each director at his or her business address, facsimile number, or e-mail address, as appropriate, as shown in the records of the corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed and postage prepaid. If sent by facsimile or e-mail, such notice shall be deemed delivered upon confirmation of transmission.

Notice of the regular annual meeting or any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, 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 or by these Bylaws.

Notice of any special meeting shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and the person or persons who requested that the meeting be called.

Section 6. Quorum. The presence of not less than a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. Any meeting so adjourned shall be scheduled to occur within eight (8) weeks of the date of adjournment.

Section 7. Manner of Acting. The act of a majority 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 statute, these Bylaws, or the Articles of Incorporation.

Section 8. Organization and Order of Business. At all meetings of the Board of Directors, the President, or in the absence of said officer, a member of the Board of Directors chosen by a majority of the directors present thereat, shall act as Chairman of such meeting and preside thereat. Unless altered pursuant to resolution of the Board adopted at any time during a

meeting, the order of business shall be (1) roll call, (2) approval of minutes from the preceding meeting, (3) giving of committee reports, (4) giving of officer reports, (5) handling of old business, (6) handling of new business, and (7) adjournment.

Section 9. Infonnal Action by Directors. Any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of the directors of the corporation, or any action which may be taken at a meeting of the directors or of a committee of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 10. Removal. A director may be removed for cause by a vote of threefifths (3/5ths) of all directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, delivered in accordance with Section 5 above. At any meeting called for such purpose, the director subject to removal may be represented by counsel, and the Board of Directors may adopt such rules for the conduct of the meeting as it considers necessary, in its discretion, for the orderly and efficient conduct of such meeting.

Section 11. Resignations. Any director of the corporation may resign at any time by giving notice of his resignation to the President of the corporation. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt by the President; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 12. Vacancies and Increases. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office although less than a quorum, or by a sole remaining director. Any vacancy not filled in such manner may be filled by the members at any special meeting of the members called for that purpose.

Section 13. Compensation. Directors 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 each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

Section 14. Meeting by AudioNideo Conference. The Board of Directors may meet by means of telephone conference, video conference, or similar means of communication by which all persons participating in the meeting can hear all other participants and be heard by all other participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

## ARTICLE IV Officers

Section I. Number. The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No person may hold more than one office.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually at each annual meeting of shareholders. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors in accordance with the procedures stated in Article III, Section 10.

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 portion of the term.

Section 5. Compensation. Except for the Executive Director, no officer shall be entitled to receive any salary or other compensation for his or her service as an officer, provided that no person who is an officer of the corporation shall be prevented from receiving compensation from the corporation for goods or services provided apart from his or her duties as an officer of the corporation.

Section 6. President. The President shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, the President shall be in charge of all of the business and affairs of the corporation; shall see that the resolutions and directives of the Board of Directors are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and in general shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors, the President may execute for the corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either individually or with the Secretary any assistant secretary, or any other officer authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the corporation is entitled to vote

except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

Section 7. Vice President. The Vice President(s) shall perform such duties as shall be assigned to him by the President or the Board of Directors. Further, in absence of the President or in the event of his or her inability or refusal to act, a Vice President 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.

Section 8. Secretary. The Secretary shall record the minutes of meetings of the Board of Directors and members in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, if any; and perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

Section 9. Treasurer. The Treasurer shall be the principal accounting and financial officer of the corporation. He or she shall have charge of and be responsible for the maintenance of adequate books of account for the corporation; have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors or the President.

## ARTICLE V

### Contracts. Checks. Deposits. and Gifts

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. Checks and Drafts. 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 3. 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 4. 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 VI  
Limitation of Liability; Indemnification

Except as otherwise provided by the Revised Iowa Nonprofit Corporation Act, a director, officer, employee, or member of the corporation is not liable on the corporation's debts nor obligations, and a director, officer, member, or other volunteer is not personally liable in that capacity for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

The corporation shall indemnify each officer and director, including former officers and directors, to the **full** extent permitted by Iowa law.

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.

ARTICLE VIII Corporate Seal

The corporation shall not have corporate seal.

ARTICLE IX Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE X Waiver of Notice

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

## ARTICLE XI Amendments

These Bylaws, as they shall be at any time and whether or not previously altered, amended, or added to, may be made, altered, amended, or repealed from time to time by the Board of Directors by the affirmative vote of a majority of the authorized number of directors at any regular or special meeting of the directors if notice of the proposed change was contained in the notice of such meeting. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.