

**AMENDED AND RESTATED BY-LAWS OF
PARTNERS IN HEALTH, A NONPROFIT CORPORATION**

ARTICLE I

ARTICLES OF ORGANIZATION

The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-laws, the powers of the corporation and of its directors, and regulation of the affairs of the corporation shall be subject to the Articles of Organization in effect from time to time.

ARTICLE II

MEMBERS OF THE CORPORATION

Section 1. NO MEMBERS. The corporation shall have no members. Any action or vote that Chapter 180 of the General Laws of the Commonwealth of Massachusetts or any other law, rule or regulation, requires or permits members to take shall be taken instead by an action or vote of the same percentage of the directors of the corporation, unless otherwise specified herein.

ARTICLE III

BOARD OF DIRECTORS

Section 1. POWERS. The general management of the affairs of the corporation shall be vested in a board of directors, which board may exercise all of the powers of the corporation.

Section 2. NUMBER. The board of directors shall be of such number as a majority of the directors shall determine, but such number shall not be fewer than three (3) and not more than fifteen (15).

Section 3. FIRST BOARD OF DIRECTORS. The first board of directors shall be those persons listed as directors in the Articles of Organization, who shall serve until the first annual meeting of the board of directors and the election by the outgoing board of directors at such meeting or prior thereto.

Section 4. ELECTION, TERM OF OFFICE, AND VACANCIES. Commencing October 28, 2005, the directors shall be divided into three cohorts (each a "Class" and collectively, the "Classes") of approximately equal size to be determined by the Nominating Committee, with the term of one Class expiring each year. The initial term of the first Class shall expire as of the next annual meeting of the board of directors (on or around October 31, 2006); the initial term of the second Class shall expire as of the 2007 annual meeting of the board of directors (on or around October 31, 2007); and the initial term of the third Class shall expire as of the 2008 annual meeting of the board of directors (on or around October 31, 2008).

At each annual meeting of the board of directors, the acting directors shall elect for a term of three (3) years the appropriate number of successors to the Class whose term is then expiring, and they may also elect additional directors to the other Classes to the extent necessary to maintain equality in size among Classes. Any person may be re-elected by a majority vote of the board of directors, to serve successive terms as a director, without limitation. The directors may fill any vacancy in the board of directors and may elect additional directors at any meeting, annual or special; provided however, that the term of office for a director elected between annual meetings shall be for the period remaining for the Class into which such director is placed upon his or her election. Should the resignation or removal of a director pursuant hereto result in there being fewer than three (3) directors, the directors shall elect such number of new directors necessary to bring the number of directors into compliance with these By-laws.

- Section 5. RESIGNATION. Any director may resign at any time by giving written notice of such resignation to the president or clerk. Such resignation shall be effective upon receipt of such notice by the president or clerk, unless the notice specifies a later effective date.
- Section 6. REMOVAL. A director may be removed or suspended with or without cause by an affirmative vote of two-thirds (2/3) of the disinterested directors required at a special meeting called for that purpose, after such director has been given reasonable notice and opportunity to be heard.
- Section 7. DELEGATION. The board of directors may delegate such of their powers as they consider advisable, except those powers which by law, the Articles of Organization, or these By-laws may not be so delegated, to any officer or agent of the corporation or to an executive committee or to such other committees as may from time to time be activated as provided herein.
- Section 8. CHAIRPERSON. From time to time the board of directors may elect a chairperson who shall preside over all meetings of the board of directors and who shall have such other powers and duties as shall be specified by the board of directors. The chairperson shall be elected by a majority of the directors. The chairperson shall serve for a one year term and until his/her successor shall have been elected and shall have accepted election, and may be re-elected, without limitation, to serve successive terms. In the absence of such election, the president shall preside at all meetings of the board of directors in accordance with Article IV, Section 3(a).

ARTICLE IV

MEETINGS

- Section 1. **ANNUAL MEETINGS.** The annual meeting of the board of directors shall be at such place and time as the board of directors may determine, and shall, unless otherwise determined, be held on or before the 30th day of September, or another date to be agreed upon by the board.
- Section 2. **SPECIAL MEETINGS.** Special meetings of the board of directors may be called by the president or the chairperson of the board of directors, or a member of the executive committee (if any).
- Section 3. **NOTICE.** Five days' written notice or two days' telephonic or email notice shall be given of all meetings of the board of directors, stating the date, purpose, time and place of such meeting.
- Section 4. **QUORUM AND VOTING AT MEETINGS.** A majority of the directors then in office shall constitute a quorum at all meetings, including annual meetings and special meetings called for any purpose. Subject to Section 6 of this Article IV and unless otherwise required elsewhere in these By-laws, voting at any meeting at which a quorum is present shall be by a majority vote of all of the directors required to participate in such meeting except as otherwise required by these By-laws and subject to any applicable law and the Articles of Organization. The directors present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal from such meeting of any one or more directors so as to leave less than a quorum.
- Section 5. **ACTION WITHOUT A MEETING.** Any action required or permitted to be taken may be taken by the board of directors, or by any committee thereof, without a meeting, if all those entitled and required to vote consent in writing, either before or after such action is taken, and if the written consents are filed with the records of the corporation. Such consents shall be treated for all purposes as a vote at a meeting.
- Section 6. **TELEPHONIC PARTICIPATION IN MEETINGS.** The directors or members of any active committee may participate in a meeting of the board of directors or such committee, respectively, by means of a conference telephone or video call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
- Section 7. **WAIVER OF NOTICE.** Whenever any notice is required to be given by any applicable law, the Articles of Organization or these By-laws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice unless otherwise specifically prohibited by law.

Section 8. MINUTES. The president, clerk, treasurer, or other person designated by the chairperson of the board of directors shall keep minutes of each meeting of the board of directors.

ARTICLE V

OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a president, a treasurer, a clerk and any other officers, including but not limited to one or more vice presidents, a medical director, and a chief operating officer, that the board of directors may from time to time designate. The same individual may concurrently hold more than one office. The executive director will always be a member of the board of directors.

Section 2. ELECTION AND TERM. The board of directors shall, at each annual meeting of the board of directors, elect the officers, who shall serve for a one-year period and until their respective successors are elected and accept election. Officers shall be elected by a majority of the directors. Any person may be reelected to successive terms as an officer, without limitation.

Section 3. POWERS. The officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to, the powers and duties listed below, and including any powers or duties as may be vested in their respective offices by the board of directors or these By-laws:

- (a) The president shall be the executive director of the corporation and, subject to the control of the board of directors, shall have general charge and supervision of the affairs of the corporation. If there be no chairperson of the board of directors, the president shall preside at all meetings of the board of directors or may designate another person to act as presiding officer.
- (b) The medical director, if there be any, shall have such duties and powers as the directors may determine. The medical director, under the direction of the executive committee and the board of directors, shall oversee all medical activities undertaken by the corporation.
- (c) The chief operating officer, if there be any, shall have such duties and powers as the directors may determine. The chief operating officer, under the direction of the executive committee and the board of directors, shall have general charge of the corporation's operational affairs, including supervising and signing contracts. During such time as the president is absent or unable to act and in addition to any other duties and powers as the directors may have determined, the chief operating officer shall have and may exercise all the powers and duties of the president.
- (d) The vice-president(s), if there be any, shall have such duties and powers as the directors may determine. During such time as the president and chief operating officer are both absent or unable to act and in addition to any other

duties and powers as the directors may have determined, the vice president (or first vice president if more than one is serving), shall have and may exercise all the powers and duties of the president.

- (e) The treasurer shall be the chief financial officer and shall, except as the board of directors may otherwise provide, supervise the custody of all funds, securities and valuable documents of the corporation. The treasurer shall supervise the maintenance of proper books of accounts on all property of the corporation, which books shall be open at all times to inspection by the directors or other authorized persons. Whenever required to do so by the board of directors or the president, he or she shall coordinate submission to the board of directors a statement of accounts, consisting of a balance sheet and related statements of income and expenses and of changes in all funds for the fiscal year then ended. The treasurer, under the direction of the board of directors, shall have general charge of the corporation's financial affairs, including supervising the signing of all checks, payment of accounts, and collection of debts.
- (f) The clerk (and assistant clerk, if there is one) shall record and maintain records of all proceedings of the board of directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts and at the principal office of the corporation or at the office of its clerk or of its resident agent and which book or books shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of all records of the meetings of the board of directors. If the clerk is absent from any meeting of the board of directors, a temporary clerk shall exercise the duties of the clerk at that meeting. The clerk shall record and maintain records of addresses for notices to the directors and shall be responsible for the delivery of all notices of meetings to the board of directors and for such other correspondence as directed by the board of directors. The clerk shall, unless and until the corporation shall appoint, in the manner prescribed by law, a resident agent for service of process, be a resident of the Commonwealth of Massachusetts.

Section 4. RESIGNATION AND REMOVAL. Any officer may resign at any time by giving written notice of such resignation to the clerk or president. Such resignation shall be effective upon receipt of such notice, unless the notice specifies a later effective date. Any officer may be removed from office either with or without cause by the affirmative vote of a majority of the directors required at any meeting of the board of directors, unless the directors have otherwise delegated their duties in accordance with these By-laws.

Section 5. VACANCIES. A vacancy in any office shall be filled for the remainder of the term by the board of directors at any annual meeting or any special meeting called for that purpose. Any such successor shall hold such office for the remainder of the unexpired term.

ARTICLE VI

COMPENSATION

Officers may receive reasonable compensation for their services and may be reimbursed, subject to approval and ratification by the board of directors, for reasonable expenses incurred in connection with the affairs of the corporation, including attendance at meetings. The board of directors may determine the salaries or other compensation of officers and of each employee or agent of the corporation, unless it delegates its duties to the Compensation Committee, any other committee designated by the board of directors, or officers of the Corporation. No employee or agent of the corporation shall be prevented from receiving compensation for serving as such by reason of the fact that he or she is also an officer. Directors, in their capacity as directors of the Corporation, may not receive compensation for their services and may not be reimbursed for expenses incurred in connection with the affairs of the corporation, including attendance at meetings, unless the Executive Committee votes to provide for such compensation and reimbursement.

ARTICLE VII

COMMITTEES

- Section 1. **ACTIVATION.** The president or the board of directors may activate at any time any committee that the board of directors may establish and may appoint a chairperson and members of each such committee. Members of a committee designated by the board of directors may be elected to such committees by a vote of a majority of the directors required at any meeting of the board of directors, and such members must be either directors or officers of the corporation. If permitted by applicable law, these By-laws, and the Articles of Organization, a committee charter may provide for participation by outside consultants, referred to in the balance of this Article VII as “non-officer/director members”. Non-officer/director members shall be nominated by the applicable committee members, and elected to the committee by a vote of a majority of the directors required at any meeting of the board of directors.
- Section 2. **EXECUTIVE COMMITTEE.** Subject to Section 1 of this Article VII, there may be an executive committee which shall consist of those persons elected by a majority of the directors at the annual meeting or at a special meeting in lieu thereof of the board of directors. To the extent specified by the board of directors pursuant to its powers of delegation set forth in Article III, Section 7, the executive committee shall be responsible for supervising the operation of the corporation, subject to the policies and directives of the board of directors. There shall be a chairperson of the executive committee elected annually by the committee from its members for a one-year term, who shall have such responsibilities, duties, and powers as may be delegated to him or her by the board of directors, president, or executive committee, but who shall be subject always to the direction and control of the board of directors, president, and executive committee. The executive committee shall be comprised of officers and directors of the corporation, and shall not include non-officer/director members.
- Section 3. **OTHER COMMITTEES.** There may be such other committees with such functions as the board of directors may determine pursuant to its powers under ARTICLE III, Section 7.

- Section 4. **TERMS AND ELIGIBILITY.** Members (including non-officer/director members) of any committee shall serve one-year terms on any committee to which they are elected and may be re-elected for successive terms by a majority of the directors. If any person shall cease to serve as chairperson of a committee prior to the expiration of his/her term, the board of directors may appoint one of the members of such committee to fill such vacancy until the expiration of such term.
- Section 5. **RESIGNATION AND REMOVAL.** Any committee member (including non-officer/director member) or committee chairperson may resign at any time by giving written notice of such resignation to the clerk or president. Such resignation shall be effective upon receipt of such notice, unless the notice specifies a later effective date. Any committee member (including non-officer/director members) and/or committee chairperson may be removed from office either with or without cause by the affirmative vote of a majority of the directors required at any meeting of the board of directors.
- Section 6. **VACANCIES.** A vacancy in any committee may be filled for the remainder of the term by the board of directors at any annual meeting or any special meeting called for that purpose. Any such successor shall hold such office for the remainder of the unexpired term.
- Section 7. **MINUTES.** To the extent requested by the board of directors, a report of all material actions taken by each committee shall be made to the board of directors no later than the next meeting of the board of directors. Minutes of each committee shall be available to any director for inspection.
- Section 8. **QUORUM AND VOTING AT MEETINGS.** Except as otherwise provided by law, two-thirds (2/3) of the members (including non-officer/director members) of any committee then in office shall constitute a quorum at all meetings of such committee. Members (including non-officer/director members) of any committee may be present at and participate in such meetings by telephone as provided in Article IV, Section 6 of these By-laws. Subject to Article IV, Section 4 of these By-laws, when a quorum is present at any committee meeting, the votes of a majority of the members and non-officer/director members present and voting shall be necessary and sufficient for the decision of any question brought before the meeting except as otherwise provided by law or the Articles of Organization. In cases where a majority vote of members present does not include a majority vote of the officer/director members of the committee, then the decision of the question voted on shall be set aside until such time as the question and vote can be reviewed by the executive committee. Upon such review, the executive committee shall either accept the vote, or bring the matter to the attention of the full board of directors. The executive committee shall not have the authority to reject the vote prior to escalating the issue to the board of directors. The board, in its sole discretion, may reject any committee vote that does not represent a majority of the officer/director members.

ARTICLE VIII

SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, FRIENDS OF THE CORPORATION

The board of directors may designate certain persons or groups of persons as members of a board of advisors or as sponsors, benefactors, contributors, or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the board of directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities to act on behalf of the corporation.

ARTICLE IX

GENERAL

- Section 1. **CORPORATE SEAL.** The corporate seal shall be in a form determined from time to time by the board of directors.
- Section 2. **FISCAL YEAR.** The fiscal year of the corporation shall end on the 30th day of June of each year, unless otherwise determined by the board of directors.
- Section 3. **EXECUTION OF INSTRUMENTS; RECEIPT AND DISBURSEMENT OF FUNDS.** Except as otherwise provided in these By-laws or as the board of directors may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or treasurer or by the individual empowered to do so by the executive director in the event that she and the treasurer expect to be unavailable under specific circumstances. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the board of directors. The board of directors may designate such other officer or officers who, in addition to or instead of the treasurer, shall be authorized to receive and receipt for all moneys due and payable to the corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the corporation may be deposited in such bank or banks or with such other corporations, firms, or individuals as the board of directors may from time to time designate.
- Section 4. **CUSTODIAN AND OTHER AGENTS.** The board of directors shall have power in its discretion, from time to time, (a) to employ a bank or trust company or brokerage firm as custodian of any funds or securities of the corporation and to delegate to such custodian such powers as it may deem appropriate, including the power to make payments from and execute checks drawn on the funds of the corporation; (b) to employ clerks, accountants, legal counsel, investment counsel and any special services and to delegate the power to make investment changes on a discretionary basis; and (c) to pay compensation for any expenses of all such services in addition to the expenses of the directors. Each such custodian,

employee or agent shall retain his or her authority at the pleasure of the board of directors.

Section 5. VOTING OF SECURITIES. Except as the board of directors may otherwise designate or require, the president may appoint any person or persons, with or without power of substitution, to act as proxy or attorney in fact for the corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

ARTICLE X

CONFLICT OF INTEREST

Except as otherwise provided by law or in the Articles of Organization, and subject to the corporation's Conflict of Interest Policy, no contract or other transaction of the corporation shall, in the absence of fraud, be affected or invalidated by the fact that any director or officer of the corporation or any corporation, firm or association of which he or she may be a director, officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise, in, any such contract or other transaction.

ARTICLE XI

INDEMNIFICATION

Section 1. INDEMNIFICATION FOR DIRECTORS AND OFFICERS. The corporation shall, to the extent legally permissible, indemnify each person who serves or has served as a director or officer of the corporation, and each person who is or was serving at the request of the corporation as an officer or director of another organization (including any trust or other entity maintained pursuant to a retirement plan for employees of the corporation), against all liabilities, costs and expenses (including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an officer or director, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, if applicable, of the other organization of which he or she is or was serving as an officer or director at the corporation's request. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time 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 the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

- Section 2. **SETTLEMENTS.** As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (i) by a two-thirds vote of the disinterested members of the whole board of directors then in office, or (ii) by a majority vote of the whole board of directors at a duly organized special meeting called for that purpose, provided, that, with respect to subsection (ii) of this paragraph, only if the board of directors shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the corporation and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation. No such approval shall prevent the recovery from any such officer or director of any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in best interests of the corporation.
- Section 3. **EMPLOYEES AND AGENTS.** By the same procedures set forth in the preceding paragraph, the board of directors may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to employees or agents of the corporation who are not officers or directors or to persons serving at the corporation's request as either employees or agents of another organization or in a capacity with respect to any employee benefit plan.
- Section 4. **NON-WAIVER OF OTHER RIGHTS.** The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, director, employee or agent may be entitled or which may lawfully be granted to such person.
- Section 5. **INSURANCE.** By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance, in such amounts as the board of directors may from time to time deem appropriate, on behalf of any person who is or was an officer, director, employee or other agent of the corporation or who is or was serving at the request of the corporation as an officer, director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability.
- Section 6. **DEFINITIONS.** As used herein, the terms "officer," "director," "employee" and "agent" include their respective executors, administrators and other legal

representatives; an "interested" person is one against whom the action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

ARTICLE XII

PERSONAL LIABILITY

The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

ARTICLE XIII

AMENDMENTS

These By-laws may be amended or repealed, in whole or in part, by a two-thirds (2/3) vote of the directors required and voting at any meeting of the board of directors, provided that notice describing the proposed amendment has been given in writing pursuant to the provisions hereof.

ARTICLE XIV

NON-DISCRIMINATION

The Corporation is committed to a policy of equal opportunity. The Corporation complies with all applicable laws and regulations regarding employment and shall ensure that there will be no discrimination on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, ancestry or any other legally prohibited basis in its selection of directors, officers, employees or agents, applicants for employment, grant recipients or students. The board of directors and all officers and employees are required to implement this policy.

Effective Date of Most Recent Amendment: September, 2 2008