

**AMENDED AND RE-STATED  
BYLAWS**

**OF**

**ACCESS NOW, INC.**

**Effective January 19, 2010**

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BYLAWS  
OF  
ACCESS NOW, INC.

ARTICLE I

Purposes

Section 1. Purposes. Access Now, Inc. (“the Corporation”) is organized as an exempt organization under Section 501(c)(3) or the Internal Revenue Code of 1986, as amended (the “Code”) and is formed exclusively for charitable, religious, educational and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax law. The Corporation’s primary purposes are to promote collaboration and coordination of services among participants in the health care delivery system and increase access to a comprehensive continuum of quality health care services, thereby strengthening the health care delivery system for uninsureds who are at or below 200% of the federal poverty guidelines, and who reside in the central Virginia area.

Section 2. Authority. The Corporation shall have the authority to take any action which its Board and/or Member (in accordance with these Bylaws) deem appropriate to carry out the purposes set forth in this Article; and the Corporation shall also have the authority to take any action incidental to such purposes and any other action permitted under the laws of the Commonwealth of Virginia and which are consistent with the Articles of Incorporation of this Corporation.

ARTICLE II

Member

Section 1. Number. There shall be one (1) member of the Corporation, namely, the Richmond Academy of Medicine, Inc., a Virginia corporation (the “Member”).

Section 2. Reserved Powers. The Member shall have the following reserved powers and authority, all of which actions shall require approval or adoption by the Member:

- (a) Any amendments to the Articles of Incorporation of the Corporation;
- (b) Any merger or consolidation of the Corporation with any other entity;
- (c) Any amendments to these Bylaws or the adoption of any Bylaws in substitution of, or addition to, these Bylaws;

- (d) The annual and capital budgets of the Corporation;
- (e) The incurrence of any debt or obligation by the Corporation in excess of the amount which may be set from time to time by resolution of the board of directors of the Member;
- (f) The appointment and removal of any persons serving on the Board of the Corporation;
- (g) The disposition or transfer of any assets of the Corporation having a value or for a price in excess of the amount as may be set from time to time by resolution of the board of directors of the Member;
- (h) Any other matter which requires an affirmative vote or approval by the Member under any applicable law.

The Board may make recommendations to the Member concerning any of the actions requiring Member approval or consent pursuant to this Section; provided, however, that the Member may take any of the actions listed in this Section with or without any recommendation by the Board and regardless of any recommendation by the Board.

Section 3. Annual Meeting. The annual meeting of the Member of the Corporation shall be held in the month of November on a date and at a time determined by the Member.

Section 4. Special Meetings. The Member may call special meetings of the Member of the Corporation at any time and for such purposes as the Member deems advisable.

### ARTICLE III

#### Board of Directors

Section 1. Number and Powers. Subject to the powers and authority of the Member, the affairs of the Corporation shall be managed by a Board of Directors (the "Board") of a minimum of nine (9) and a maximum of twenty-one (21) directors. Subject to any policies, directives, or orders of the Member of the Corporation, the Board shall have the authority and duty of managing the affairs of the Corporation and including, but not limited to, the establishment of corporate policies to accomplish the purposes of the Corporation, management of all of the financial affairs of the Corporation, management of all property and assets of the Corporation, and determination of how to raise any necessary funds.

Section 2. Change in Number. The Board shall, by resolution, from time to time, determine the number of directors to serve on the Board. No decrease in the number of directors shall shorten the term of any director serving as such at the time that the decrease in the number of directors is effective.

Section 3. Qualifications. Directors shall include individuals and representatives of business, the health care community and civic organizations, and may include representatives of local government, public health organizations and health care institutions, all of whom have demonstrated leadership capabilities in the central Virginia area and have an interest and desire to aid the Corporation in fulfilling its purpose and to promote community confidence and trust in the Corporation. At least one director must also be a member of the Richmond Academy of Medicine, Inc., Board of Trustees and one director must also be a member of the Board of the Richmond Academy of Medicine Alliance Foundation. All directors shall be required to sign and comply with the Corporation's Conflict of Interest Policy as it exists and as it may be amended from time to time. If the Board employs a Program Director and/or a Medical Director, each shall be an *ex officio* non-voting member of the Board.

Section 4. Election and Terms. The directors shall be elected at the annual meeting of the Member of the Corporation. Directors so elected shall take office upon the adjournment of the annual meeting of the Member at which they are elected.

(a) The terms of directors shall be staggered. The directors shall be divided into three (3) groups, designated as "Group I," "Group II" and "Group III," with each group containing one-third of the number of directors, as near as may be. Except as hereinafter stated with respect to the initial directors, the members of each group shall be elected for three-year terms. A director shall serve no more than three successive terms, but may be eligible for re-election after having not been a director for a period of at least one year. If the number of directors is changed, any newly created directorships or any decrease in directorships shall be apportioned among the groups by the Board as to make all such groups as nearly equal in number as possible. Each director shall hold office for his term and until his successor has been duly elected and qualified, or until the director's earlier death, resignation, or suspension or removal from office. Vacancies on the Board during a term may be filled by the Member for the remainder of the term.

(b) The terms of the initial directors in Group I shall expire at the first annual meeting of the Member; the terms of the initial directors in Group II shall expire at the second annual meeting of the Member; and the terms of the initial directors in Group III shall expire at the third annual meeting of the Member. The directors succeeding those in each group whose terms expire shall be designated as members of the same group as those they succeed. The terms of directors succeeding those in each group whose terms expire shall expire at the third annual meeting of the Member following their election. Directors filling vacancies shall be designated as members of the group in which the vacancies existed. The terms of directors filling vacancies shall expire at the annual meeting of the Member at which expire the terms of the directors in the groups in which the vacancies existed.

Section 5. Election of Officers. At the first meeting of the Board following the annual meeting of the Member, the Board shall elect the officers of the Corporation. Each director present at such first meeting of directors may cast one (1) vote for each position. The nominee receiving the greatest number of votes for each office shall be elected to such office. No proxies or cumulative voting shall be permitted in such election.

Section 6. Annual Meeting. The Board shall hold its first meeting after the annual meeting of the Member of the Corporation within thirty (30) days of the date of the annual meeting of the Member, as designated by the Chairman, upon written notice of the meeting mailed to each of the directors at least seven (7) days before the date of the meeting.

Section 7. Regular Meetings. In addition to its first meeting after the annual meeting of the Member, the Board shall hold at least three (3) regular meetings on such dates as may be designated by resolution of the Board. Written notice of each such regular meeting shall be mailed to the directors at least five (5) days prior to the date of the meeting.

Section 8. Special Meetings. Special meetings of the Board may be called by the Chairman and shall be called within fourteen (14) days of receipt by the Chairman of a written request of three (3) members of the Board. Written notice of special meetings shall be mailed to the directors at least seven (7) days before the date of the meeting and shall state the purpose for which the special meeting has been called. No business other than that stated in the notice shall be transacted at such special meeting.

Section 9. Quorum. For any meeting of the Board, a quorum shall be a majority of the number of directors in office immediately before the meeting begins. Each director in attendance shall have one (1) vote on each matter submitted to a vote. Provided a quorum is present and unless otherwise specifically provided in these Bylaws or required by law, an action may be taken by the Board upon a majority vote of those members who cast a vote on the subject of such action (not including abstentions or failures to vote).

Section 10. Removal. Any one (1) or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the directors present at any special meeting called for that purpose. Any director absent from fifty percent (50%) of the regular meetings of the Board during any 12-month period shall be considered to have resigned. The Member shall have the right to remove directors, with or without cause, at any time.

## ARTICLE IV

### Corporate Officers

Section 1. Officers. The officers of the Corporation shall include a Chairman and a Vice-Chairman elected from among the members of the Board, and a Secretary and a Treasurer, each of whom may be (but is not required to be) a member of the Board. Corporate officers shall be elected by the Board at its first meeting following the annual meeting of the Member and shall hold office for a period of one (1) year or until successors shall have been duly elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

Section 2. Duties. The officers shall have the following duties:

- (a) The Chairman of the Board shall preside over and be responsible for the

agenda of all Board meetings; be responsible for the enforcement of the Bylaws; be a spokesperson for the Board; and perform generally all duties incident to such office and such other duties as may be assigned from time to time by the Board.

(b) The Vice-Chairman shall exercise all the powers and authority and perform the duties of the Chairman in the absence of the Chairman. The Vice-Chairman shall perform any other duties assigned from time to time by the Chairman or the Board.

(c) The Secretary shall be the custodian of the records of the Corporation. He shall be responsible for notices of Board meetings and for recordation of minutes of the meetings. He shall have such other duties as may be assigned from time to time by the Chairman or the Board.

(d) The Treasurer shall be responsible for the safekeeping and proper disbursement of all funds received by the Corporation. The Treasurer shall cause a quarterly financial report to be made to the Board. He shall prepare necessary reports and other information required by the Board in the exercise of its duties. The Treasurer shall be bonded, the cost of which shall be paid by the Corporation. He shall have such other duties as may be assigned from time to time by the President or the Board.

(e) There may also be other officers or assistant officers as determined and appointed by the Chairman, subject to confirmation by the Board. Such other officers or assistant officers shall serve at the pleasure of the Chairman and shall have such other duties as may from time to time be assigned to them by the Chairman or the Board.

Section 3. Removal. Any officer or assistant officer may be removed by the Board, with or without cause, whenever in its judgment the best interest of the Corporation will be served thereby.

Section 4. Executive Director. The Board may, but shall not be required to, employ or authorize the Chairman to employ an Executive Director of the Corporation. The Executive Director shall perform such duties and shall have such authority as may be required of, or conferred upon, him by the Chairman or the Board.

Section 5. Program and Medical Directors. The Board may, but shall not be required to, employ a Program Director and a Medical Director.

(a) The Program Director shall be responsible for the administration of a central office, executing the organizational and program policies of the Board, and shall work closely with and assist the Executive Committee and all standing and other committees to facilitate the work of the committees.

(b) The Medical Director shall be responsible for consultation regarding Access Now policies and services related to the medical administration of the program, including but not limited to, establishing referral protocols and reviewing referral request for clinical appropriateness.



## ARTICLE V

### Committees of the Board

#### Section 1. Standing Committees.

(a) The Corporation shall have the following Standing Committees: the Executive/Governance Committee; the Nominating Committee; the Development Committee; the Finance Committee; the Strategic Planning Committee; the Quality Assurance Committee; the Volunteer Recruitment Committee;

(b) The Board shall appoint each year at the annual meeting no fewer than three (3) directors to serve on each Standing Committee, with the exception of the Executive Committee.

(c) The Chairman shall be an *ex officio* voting member of all committees. In addition to the directors appointed to serve on the Standing Committees, the Board may appoint any number of individuals who are not Board members to serve as members of committees other than the Executive Committee.

Section 2. Other Committees. The Board may by resolution provide for such other standing or special committees as it may deem advisable. Except as may be otherwise provided in these Bylaws, the members, terms and authority of committees shall be as set forth in the resolutions establishing the same. Members of such other committees need not be members of the Board. The Board shall, in its sole discretion, appoint the chairman of any standing or special committees.

#### Section 3. Resignation, Removal and Vacancies.

(a) Any member of a committee may resign at any time by giving written notice of his intention to do so to the Secretary, or may be removed, with or without cause, at any time by such vote of the Board as would suffice for his appointment.

(b) Any vacancy occurring in a committee resulting from any cause whatsoever may be filled by the Board.

Section 4. Meetings of Committees. Regular and special meetings of any committee established pursuant hereto may be called and held subject to the same requirements with respect to time, place, notice and manner of acting as are specified in these Bylaws for regular and special meetings of the Board.

Section 5. Quorum. A majority of the committee membership shall constitute a quorum for the transaction of business at meetings of each committee or any subcommittee thereof unless other voting requirements are specified in these Bylaws. In the absence of a quorum at the time and place set for a meeting, the voting member or members present may adjourn the meeting from time to time until a quorum is present.

Section 6. Minutes. All committees shall keep minutes of their proceedings. Written minutes of meetings of committees shall be presented to the Board. Each committee shall, when requested by the Board or Executive Committee, present a comprehensive report regarding the matters under its charge.

Section 7. Executive/Governance Committee.

(a) The Executive /Governance Committee shall consist of the following: the Chairman, Vice-Chairman, Secretary, Treasurer and immediate past Chairman. The Chairman of the Board shall serve as the Chairman of the Executive/Governance Committee.

(b) The Executive/Governance Committee shall, between meetings of the Board, have all the duties and powers of the Board, except that the Executive/Governance Committee shall not have the power: (i) to elect or remove a director or an officer; (ii) amend the Articles of Incorporation; (iii) adopt, amend or repeal these Bylaws; or (iv) approve a plan of merger.

(c) In addition, the Executive/Governance Committee shall be responsible for the development of the Corporation's bylaws and for reviewing the bylaws on a regularly scheduled basis and recommending appropriate amendments to the Board.

(d) The Executive/Governance Committee shall report to the Board all actions taken by having written minutes of each of its meetings distributed to all members of the Board. The Executive Committee shall also report orally at Board meetings as requested.

Section 8. Nominating Committee.

(a) Annually, the Nominating Committee shall select a slate of candidates for the director positions that are vacant or whose terms are set to expire at the next annual meeting of the Member. The Committee shall select candidates in accordance with the qualifications of Article III; and for reappointments, the Committee shall place emphasis upon prior attendance and participation as a Board member. Each slate shall present one (1) candidate for each seat. The slate shall be presented to the Member for approval. At least thirty (30) days prior to the date on which vacant director positions are to be filled or director terms are set to expire, the Committee shall notify the Member and the Board in writing of its slate of candidates. Upon approval by the Member, the candidates on the slate shall be elected as directors. If the Member does not approve the slate, the slate shall be returned to the Committee and reconstituted until Member approval is obtained.

(b) The Committee shall also be responsible for selecting a slate of candidates for each officer position that is vacant or for an officer whose term is set to expire. Each officer slate shall present one (1) candidate for each officer position. The slate shall be presented to the Board for approval. At least thirty (30) days prior to the date on which such officers' terms are set to expire, the Committee shall notify the Board and the Member in writing of its nominee(s). Upon approval by the Board, the candidate(s) on the officer slate shall be elected as officers of

the Corporation. If the Board does not approve the officer slate, it shall be returned to the Committee and reconstituted until Board approval is obtained.

Section 9. Finance Committee. The Board shall appoint no fewer than three (3) directors and the Treasurer to serve on the Finance Committee. The Treasurer shall not serve as the Chair of this Committee. The duties of the Finance Committee are to: review the finances of the Corporation; oversee the investments under such investment policy guidelines as may be established by the Board; prepare annual operating and capital budgets, for presentation to the Board for review and approval. The Finance Committee shall have prepared by an outside Certified Public Accountant an annual report of the finances of the Corporation, and shall assist the Treasurer in reporting to the Board.

Section 10. Development Committee. The Development Committee shall be responsible for overseeing the planning and implementation of the Annual Fund. Members will identify fund development opportunities and priorities for the ongoing operation of the Corporation. Members will assist the Program Manager in identifying organizations, civic groups, foundations, corporations and individuals with funding objectives compatible with the Corporation's program, and develop the processes used to solicit funds.

Section 11. Strategic Planning Committee. The Strategic Planning Committee shall be responsible for developing and planning short- and long-term goals for the Corporation, for presentation to and adoption by the Board. Upon Board adoption of the goals, the Strategic Planning Committee shall be responsible for initiating and overseeing their implementation.

Section 12. Quality Assurance Committee. The Quality Assurance Committee shall be responsible for oversight of the Corporation's quality assurance activities and for preparing reports concerning these activities and presenting them to the Board. The Board shall annually review and approve the quality assurance plan for the Corporation and shall make recommendations for indicators to be studied if, in the opinion of the Board, there are areas of the Corporation or the program that need improvement.

Section 13. Volunteer Recruitment Committee. The Volunteer Recruitment Committee shall be responsible for recruiting physicians and other health care practitioners to participate in the program's goals and objectives.

## ARTICLE VI

### Indemnification and Elimination of Liability

The provisions for indemnification and elimination of liability shall be as stated in the Corporation's Articles of Incorporation, as they may be amended from time to time.

## ARTICLE VII

## Execution of Documents and Affixing of Seal

Any document may be executed in the name of the Corporation by the Chairman or Vice-Chairman unless otherwise specified by the Board. The Secretary may affix the corporate seal to any document executed in the name of the Corporation and may attest the same.

## ARTICLE VIII

### Seal

The seal of the corporation shall be a flat-face circular die, of which there may be any number of counterparts or facsimiles, in such form as the Board of Directors shall from time to time adopt.

## ARTICLE IX

### Amendments

The Board may recommend to the Member any amendment, substitution, or repeal of these Bylaws, and to adopt new Bylaws at any regular meeting of the Board or at any special meeting of the Board called for that purpose. All amendments to these Bylaws, any repeal of these Bylaws, and any adoption of new Bylaws must be approved by the Member at the annual meeting of the Member or a special meeting of the Member called for that purpose. The power of the Member to adopt, amend, or repeal these Bylaws, or to adopt new Bylaws, shall not be dependent upon the approval or recommendation of such amendment, repeal, or adoption by the Board.

## ARTICLE X

### Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year shall be determined in the discretion of the Board, but in the absence of any such determination it shall be the calendar year.

Section 2. Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in the other gender.

ADOPTED BY THE BOARD OF DIRECTORS

Effective: \_\_\_\_\_