

**FULCRUM HEALTH, INC.**  
**(A Minnesota Nonprofit Corporation)**

**ARTICLE I**  
**OFFICES; CORPORATE SEAL**

**Section 1.1 Registered Office.** The address of the registered office of this corporation in Minnesota shall be as set forth in the Articles of Incorporation of this corporation, or in the most recent amendment or restatement of the Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Board of Directors (the “Board”) of this corporation changing the registered office.

**Section 1.2 Other Offices.** This corporation may have other offices, within or without the State of Minnesota, as the Board may from time to time determine, or as the activities of this corporation may from time to time require.

**ARTICLE II**  
**MEMBERS**

**Section 2.1 Qualification.** The members of the corporation shall be providers who are currently fully credentialed as providers in the corporation’s network(s) (each a “Fulcrum Network Provider”). No individual shall hold more than one (1) membership in the corporation. Membership rights may not be transferred, assigned, or devised. No member, by virtue of membership, shall have any right, title, or interest in or to any property of the corporation.

**Section 2.2 Membership Fees and Dues.** From time to time, the Board may require that members pay membership fees and dues as a condition of membership.

**Section 2.3 Termination.** Membership of any member may be terminated (a) immediately upon a member ceasing to be a Fulcrum Network Provider; or (b) upon a two-thirds (2/3) vote of the Board upon sixty (60) days written notice for any reason when, in the judgment of the Board in its sole discretion, the purposes, best interests or well-being of the corporation will be served thereby.

No membership shall be terminated under this Section 2.3(b) until the Board: (i) delivers to the person holding such membership written notice of such proposed termination not less than fifteen (15) days prior to the effective date of such proposed termination, which notice shall set forth the reasons for such termination; and (ii) provides an opportunity for such member to be heard, orally or in writing, not less than

five (5) days before the effective date of such termination by the Board or a committee of the Board that is authorized to decide that such proposed termination not take place. The termination of a member shall not relieve the member from obligations the member may have to the corporation for dues, assessments, or fees or charges for goods or services, if any.

**Section 2.4 Services.** Except as provided by the Board, membership shall not be a requisite for providing services under arrangements made by the corporation for the provision of Fulcrum Network Provider services to persons who are entitled to health benefits under: insurance policies; health maintenance organization contracts; employee welfare benefit plans sponsored by employers; union trust funds; or other health plans sponsored by any health plan company.

**Section 2.5 Voting Rights.** Each member of this corporation shall be entitled to cast one (1) ballot for the purpose of electing the Member Directors, in the manner specified in Section 3.5 of these Bylaws. Members of this corporation shall otherwise have no voting rights with respect to the selection of directors or any matter concerning the business and affairs of this corporation. Except as specifically provided above, the voting rights of the corporation shall reside solely with the Board. At every meeting of the membership, each member present, in person, shall have the right to cast one (1) vote and never more than one (1) vote. Voting by proxies shall not be permitted.

An action that may be taken at a regular or Special Meeting of members may be taken without a meeting if the corporation mails or delivers a written ballot to every member entitled to vote on the matter. A written ballot must set forth each proposed action and provide for an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must: (a) indicate the number of responses needed to meet the quorum requirements; and (b) specify the time by which a ballot must be received by the corporation in order to be counted. A written ballot may not be revoked.

**Section 2.6 Meetings.**

(a) **Place of Meetings.** Meetings of the membership shall be held at the principal office or place of business of the corporation or at such other suitable place convenient to the membership as may be designated by the Board.

(b) **Regular Meetings.** An annual meeting of the members of this corporation shall be held each year at such time as the Board reasonably determines, provided an annual meeting is held during any period of fifteen (15) months. Subject to

the limitations of Section 2.5 hereof, the members may transact such business as may properly come before them at such meeting, provided that a quorum is present in person at the meeting.

(c) Special Meetings. Special meetings may be called by the Chair, or shall be called by him or her as directed by the Board. The notice of any special meeting shall state the time and place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice unless all members have waived notice of the meeting.

(d) Notice of Meetings. It shall be the duty of the Secretary to provide a notice of each annual or special meeting, stating the purposes thereof if it is a special meeting as well as the time and place where it is to be held, to each member of record on the date occurring thirty (30) days before the date scheduled for the meeting, at his or her address as it appears on the membership records of the corporation, or if no such address appears, at his or her last known place of business, at least ten (10) days prior to such meeting. Notice may be provided by mail or other electronic means in accordance with the requirements of the Minnesota Nonprofit Corporations Act. The sending of a notice in the manner provided in this section shall be considered notice served; provided, that such notices may be excused in the same manner as provided for notices of meetings of the Board in Section 3.15 hereof, or waived in accordance with Article VII hereof.

(e) Quorum. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the presence at any meeting, in person, of ten percent (10%) of the members shall constitute a quorum.

(f) Adjourned Meetings. If any meeting of the membership cannot be organized because a quorum is not present, the members who are present may, except as otherwise provided by law, adjourn the meeting to another time.

(g) Conduct of Meetings. Meetings of members shall be conducted in accordance with Roberts Rules of Order, Revised, except as otherwise specifically provided by the Articles or these Bylaws. The Chair, if present, or if not present, the Vice Chair, shall preside over all meetings of members. In the absence of such officers at any meeting of members, the members present at the meeting shall appoint any person present to act as presiding officer of the meeting.

(h) Meeting Conducted Solely Through Electronic Communications. See Section 3.18 below.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 3.1** General Powers. The property, business, and affairs of this corporation shall be managed by the Board, which shall provide such management

primarily through establishing policy for the corporation and overseeing the activities of the corporation's officers, committees, agents and representatives. The Board shall approve the mission, vision, and values of the corporation. Without limiting the scope of the authority of the Board, the Board shall have authority to: adopt resolutions; make rules and regulations for the conduct of the affairs and programs of the corporation; incur indebtedness in furtherance of the corporate enterprise in such amounts and under such terms and conditions as it shall deem reasonably necessary and proper and to authorize and direct the payment thereof; invest and reinvest all money, funds and securities of the corporation; create and conserve suitable and proper reserves; delegate reasonable and necessary power to officers, committees, agents and representatives of the corporation in carrying out the corporate purposes; and have such other powers as may be necessary or expedient to the fulfillment of the purposes for which the corporation is formed.

**Section 3.2 Number and Classes.**

(a) Number. The Board of this corporation shall consist of at least eleven (11) individuals, who are sometimes referred to herein collectively as "directors," and individually as "director." The number of directors of this corporation may be increased or decreased from time to time by resolution of the Board in its sole discretion, but shall never be less than eleven (11).

(b) Classes. There shall be two (2) classes of directors: (i) Member Directors and (ii) Non-Member Directors. Member Directors shall be elected by the members of the corporation in the manner set forth in Section 3.5: At least fifty percent (50%) plus one (1) of the total number of directors shall be Member Directors. The remaining directors may be Non-Member Directors. Non-Member Directors shall be appointed by the Board.

**Section 3.3 Qualifications.** A majority of directors and all of the Member Directors shall be licensed actively practicing chiropractors and members of the corporation. For purposes of these Bylaws, "actively practicing" shall mean currently providing professional services to patients in a private practice, public health or military setting and also meeting the corporation's Credentialing Standards. Any director who is licensed as a chiropractor by the State of Minnesota or another state shall also be a member of the corporation. Directors need not be residents of the State of Minnesota. Directors shall be natural persons.

**Section 3.4 Term of Office.** Each director shall serve for a term of three (3) years, or until his or her successor is elected in the manner provided in Section 3.5 hereof or appointed by the Board and shall have qualified, or until his or her earlier death, disqualification, resignation or removal. Each Director shall hold office until December 31 of the year in which his or her term of office expires, and his or her successor, if duly elected or appointed and qualified, shall assume office as of January 1 of the following

year. Effective January 1, 2012, terms of office of the directors shall be staggered so that approximately one-third (1/3) to one-half (1/2) of the terms of office of the directors shall expire in any one (1) year. The past tenure of current directors shall not be used to determine the terms and term limits of such directors going forward. The terms of each director to implement the staggering in light of the term limits described in Section 3.5 shall be determined by the Board of Directors and set forth on Exhibit A hereto as may be amended from time to time. Directors may serve not more than three (3) full consecutive three (3) year terms. A Director may, but is not required to, serve more than one (1) term

**Section 3.5 Election.** The successor to a Member Director whose term expires in a year shall be elected by the vote of the members in the manner hereinafter set forth. The Governance Committee, acting in accordance with Article V, shall solicit the members for nominations and endeavor to present to the Board at least one (1) nominee for each elected seat on the Board that is about to expire. Each year the Secretary of the corporation shall cause to be mailed to each member of record of this corporation, in the manner provided for the mailing of notices under Section 2.6(d) hereof, a ballot containing the names of the persons recommended by the Governance Committee to the Board and nominated by the Board and one (1) blank space permitting the member to whom the ballot is mailed to write in a person of such member's selection. Each ballot, consisting of the one (1) vote each for each open Member Director position, shall be signed and dated by the member and mailed (or, in the case of a ballot submitted by electronic means, transmitted) to the Secretary of the corporation. Any ballot which is not signed and dated by the member to whom it was mailed, or which is not postmarked (or, in the case of a ballot submitted by electronic means, transmitted) on or prior to the due date, or which is altered in any way other than by the inclusion of a write-in candidate, shall be deemed improperly completed and shall not be counted. In the event that any ballots are distributed and returned by electronic means, their distribution and authentication shall be governed by and be in accordance with the requirements of the Minnesota Nonprofit Corporations Act.

The individuals receiving the greatest number of votes on properly completed ballots for the open seats shall succeed the Member Directors whose terms expired in that year. If one (1) individual receives the highest number of votes and two (2) other individuals receive the same number of votes, the Board shall select one (1) of them to fill the remaining vacancy among the Member Directors. The results shall be announced to all of the members of record within a reasonable time period after all ballots are counted.

**Section 3.6 Voting Rights.** Subject to the provisions of Section 4.4 and Article X hereof, all directors shall have full and equal voting rights on all matters coming before the Board. Voting by proxies shall not be permitted.

**Section 3.7 Resignations.** A director may resign at any time by written notice of resignation to the Board or to the Chair or the Secretary of this corporation. A

resignation shall take effect at the later of the time specified in the written notice or the time when the written notice is received by the corporation. Unless otherwise specified in the written notice, the acceptance of a resignation is not necessary to make it effective.

**Section 3.8 Removal.** The corporation shall ensure that director evaluations are performed and that, prior to removal of any director, a disciplinary process is in place for directors failing such evaluations. Upon a motion properly made and seconded, any one (1) director or, upon separate motions each properly made and seconded, more than one (1) director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the remaining directors, even though the remaining directors may constitute less than a quorum. No director may be removed prior to the expiration of his or her term except, however, at a special meeting of the Board called for that purpose (such purpose to be stated in the notice or waiver of notice of the meeting, such waiver to be in accordance with Article VII hereof). When a director has been removed, a successor to that director may be elected by the remaining directors at the same meeting of the Board in the manner set forth in Section 3.9. The Board may remove a director who has unexcused absences for at least one-half (1/2) of regular or special board meetings each calendar year. The Chair shall determine whether absences are excused or unexcused, with review by the Board. An unexcused absence is an absence where the absent director has not notified the corporation in advance of the absence and has not otherwise been excused by the Chair or the Board.

**Section 3.9 Vacancy.** Any vacancy among the directors because of death, disqualification, resignation or removal shall be filled upon nomination by the Governance Committee and by a majority vote of the remaining directors at any meeting of the Board, even though the remaining directors may constitute less than a quorum. Each person so elected by the Board shall be a director for the balance of the term of his or her predecessor and until a successor is elected in the manner provided in Section 3.5 and shall have qualified, or until his or her earlier death, disqualification, resignation, or removal. The person filling the vacancy shall serve for the unexpired portion of the departing director's term and such shortened term shall not count toward such new directors' term limit.

**Section 3.10 Organization and Conduct of Meetings.** At each meeting of the Board, the Chair, or, in the absence of the Chair, the Vice Chair shall preside. The Secretary of this corporation, or another person appointed by the presiding officer, shall act as secretary of the meeting. Meetings of the Board shall be conducted in accordance with Roberts Rules of Order, Revised, except as otherwise specifically provided by the Articles of Incorporation or these Bylaws.

**Section 3.11 Place of Meeting.** Each meeting of the Board shall be held at any place designated by the Board, and, in the absence of a designation, shall be held at the principal office of this corporation.

**Section 3.12 Regular Meetings.** Regular meetings of the Board shall be held on a date and at a time and place determined by the Board, for the purpose of transacting any business that properly comes before the meeting. Except as may otherwise be provided by law, a regular meeting of the Board shall be held on or before November 15 of each year for the purpose of selecting nominees for directors and for any other proper purposes and a regular meeting of the Board (the annual meeting) shall be held promptly after each annual meeting of the members for the purpose of electing the directors, appointing officers and transacting any other business that properly comes before the meeting.

**Section 3.13 Special Meetings.** Special meetings of the Board shall be held whenever called by the Chair or by one-third (1/3) of the directors for the purpose of transacting any business that properly comes before the meeting.

**Section 3.14 Notices of Meetings.** Notice of each regular and special meeting of the Board, unless excused in accordance with Section 3.15 hereof or waived in accordance with Article VII hereof, shall state the time, the place, and, if required by these Bylaws, the purpose or purposes of the meeting. Each notice (unless excused or waived) shall either be mailed to each director, addressed to him or her at his or her residence or usual place of business as shown on the books of the corporation, at least five (5) days before the day on which the meeting is to be held, or be delivered to him or her personally or by telephone or other electronic means in accordance with the requirements of the Minnesota Nonprofit Corporations Act not later than three (3) days before the day on which the meeting is to be held. Mailed notice, including electronically sent, shall be considered given when mailed or sent. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

**Section 3.15 Notices Excused.** Notice of a meeting of the Board need not be given to any director who is present at the meeting; and any meeting of the Board is a legal meeting without any notice thereof being given if all of the directors of this corporation then in office either are present at the meeting or waive notice in accordance with Article VII hereof.

**Section 3.16 Quorum and Manner of Acting.** A majority of the directors of this corporation shall constitute a quorum for the transaction of business. The Board shall take action on each matter or item of business at a meeting on the affirmative vote of a majority of the directors present at the meeting, a quorum being present, except in special cases where a greater proportion is required by statute, these Bylaws, or the Articles of Incorporation of this corporation. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is present, and at any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. If a quorum is present when a duly called or held meeting is convened, the directors

present may continue to transact business until adjournment, notwithstanding that the withdrawal of one (1) or more directors originally present leaves less than a quorum.

**Section 3.17 Electronic Communications.** This corporation recognizes that authenticated electronic communications (“electronic communications”) may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

**Section 3.18 Meetings Conducted Solely Through Electronic Communications.** A conference telephone call, or other conference among members or directors by any means of electronic communication through which the members or directors may simultaneously communicate with each other during the conference, shall constitute a meeting of the members or the Board, provided that any notice requirements for a meeting are met and that the number of members or directors participating in the conference are sufficient to constitute a quorum at a meeting. Participation in such a conference shall constitute presence in person at the meeting.

**Section 3.19 Compensation.** If expressly authorized by a resolution adopted by the affirmative vote of two-thirds (2/3) of the Board, the directors of this corporation may be paid such reasonable compensation, if any, for their services rendered to this corporation in their capacities as directors and, where applicable, as members of committees of this corporation, but only if such services are directly in furtherance of the purposes of, and in the best interest of, this corporation. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

**Section 3.20 Reimbursement of Certain Expenses.** The directors of this corporation may be reimbursed for reasonable out-of-pocket expenses necessarily incurred by them in rendering services to this corporation, as the Board from time to time determines to be directly in furtherance of the purpose of, and in the best interests of, this corporation.

**Section 3.21 Fiduciary Duties; Other Duties.** Each director shall discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily

prudent person in a like position would exercise under similar circumstances. In addition, each director shall have the duty to: attend meetings of Board, promote the success of the corporation, exercise independent judgment, and avoid conflicts of interest.

## **ARTICLE IV OFFICERS**

**Section 4.1 Number and Qualifications.** The officers of this corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, a Chief Executive Officer, and such other officers and assistant officers as may be appointed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person at the same time, except that the Chair, while holding that office, shall not hold the offices of Vice Chair or Secretary and the Chief Executive Officer may hold no other office. Only directors are qualified for election as or to serve as the Chair, Vice Chair and Treasurer, but no other officer need be a director of this corporation. The duties of the officers shall be specified in the officers' job descriptions; provided, however, the Board of Directors shall approve the job descriptions of the Chief Executive Officer and Chief Financial Officer.

**Section 4.2 Appointment or Election and Term of Office.** Annually, at a regular or special meeting of the Board, the Board shall elect a Chair, a Vice Chair, a Secretary, and a Treasurer, who are hereafter referred to as "elected officers." A person may serve no more than three (3) annual successive terms in either the Chair or Vice Chair position, except upon Recommendation of the Governance Committee and approval of the Board. The Chair and Vice Chair who serves the maximum consecutive annual terms is eligible to serve in the same officer position for an additional three (3) annual consecutive terms if he or she does not serve as an officer in that position for at least one (1) year.

Each elected officer shall hold office until the next election of officers, and until his or her successor is duly elected and shall have qualified, or until his or her earlier death, disqualification, resignation, or removal. The assistant officers shall be members of the administrative staff of this corporation who from time to time are designated as assistant officers by the Chair of this corporation and shall serve as assistant officers until removed by the Board or by the officer that designated him or her. The Board may appoint such temporary or acting officers as may be necessary during the temporary absence or disability of any of the elected officers.

**Section 4.3 Resignation.** An officer may resign at any time by giving written notice of resignation to the Board, Chair or Secretary of this corporation. A resignation shall take effect at the later of the time specified in the written notice or the time when it is received on behalf of this corporation. Unless otherwise specified in the written notice, the acceptance of a resignation is not necessary to make it effective.

**Section 4.4 Removal.** The corporation shall ensure that officer evaluations are performed and that, prior to removal, a disciplinary process is in place for officers failing

such evaluations. An officer (other than the assistant officers, who may be removed and replaced at will by the Board or by the officer that designated them) may be removed, with or without cause, by the affirmative vote of a majority of the directors at any duly called meeting, a quorum being present. If an officer whose removal is under consideration by the Board is a director of this corporation, that director shall not be entitled to vote on the question of his or her removal as an officer, but if present, he or she shall be counted in determining the presence of a quorum.

**Section 4.5 Vacancy.** A vacancy in any office of this corporation occurring by reason of death, disqualification, resignation, or removal shall be filled (in accordance with the requirements set forth in Section 4.1 and Section 4.2) for the unexpired portion of the term by the election or appointment of a successor by the affirmative vote of a majority of the remaining directors, though less than a quorum, present at any meeting of the Board.

**Section 4.6 Chair of the Board.** The Chair shall: (a) chair meetings of the Board and work with the Chief Executive Officer (“CEO”) to develop Board agendas and convene regularly scheduled meetings; (b) call special meetings if necessary; (c) on behalf of the Board, supervise the CEO and entrust to him or her daily management of the corporation; (d) work with the CEO to ensure Board resolutions are carried out; (e) act as chair at all annual member meetings of the corporation; (f) be responsible for Board orientations; (g) chair the Executive Committee and develop Executive Committee agendas; (h) work with the Governance Committee with input from the Chief Executive Officer to recommend committee chairs with consideration given to future succession; (i) communicate any concerns management has regarding the role of the Board and communicate to the CEO the concerns of the Board; (j) prepare a review of the CEO and, based on recommendations from the Compensation Committee, recommend salary and annual incentives for the CEO; (k) on an ongoing basis, focus the Board’s attention on matters of governance that relate to the corporation’s structure, role, and relationship to management and assure that the Board is satisfied it has fulfilled all of its responsibilities; (l) serve as a key spokesperson for the corporation; and (m) fulfill other such assignments which are deemed appropriate and desirable for the Chair to perform as determined by the Board.

**Section 4.7 Vice Chair of the Board.** The Vice Chair shall: (a) perform all duties from time to time prescribed by the Board; (b) in the event of the absence or disability of the Chair, succeed to the Chair’s powers and duties in the order in which they were elected or as otherwise prescribed by the Board, until the Chair shall resume his duties or until a new Chair is elected by the Board; (c) be supervised and directed by the Chair; (d) assist the Chair in the performance of the Chair’s duties, in the manner and to the extent prescribed by the Chair; (e) chair the Governance Committee; and (f) attend all meetings of the Board.

**Section 4.8 Secretary.** The Secretary shall ensure that: (a) minutes for all meetings of the members and of the Board are kept and published; (b) proper notice of meetings of the members, the Board, and the committees is provided; (c) this corporation's records, including the Articles of Incorporation of this corporation and these Bylaws, each as amended or restated, the minutes of all meetings of the members, the Board, and the committees, and a registry of the names and addresses of all members of this corporation is maintained and current. In addition, the Secretary shall perform all other duties from time to time prescribed by the Board. In the absence of the secretary or in the event of the secretary's inability or refusal to act, the assistant secretary, if any, may perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as may be prescribed by the Secretary, the Board or these bylaws.

**Section 4.9 Treasurer.** The Treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board on a timely basis or as may be required by the Board. The Treasurer shall perform all duties properly required by the Board or the Chair of the Board. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

**Section 4.10 Assistant Officers.** If the Board shall establish and appoint assistant secretaries or assistant treasurers, such assistant officers shall have such powers and shall perform such duties as may be delegated to them by the Board, but each shall be subordinate to the principal officer to which such assistant officer is designated to assist. In the event of absence or disability of any Secretary or Treasurer, respective assistant officers shall succeed to the powers and duties of such principal officer in the order in which they are elected or as otherwise prescribed by the Board, until such principal officer shall resume his or her duties or until a replacement, temporary, or acting officer is appointed by the Board.

**Section 4.11 Delegation.** Except as may be prohibited by these Bylaws or by Board resolution, an officer may, without Board approval, delegate some or all of such officer's duties and powers to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer imposed by law with respect to the discharge of all duties and powers so delegated.

**Section 4.12 Compensation; Contract Rights.** The officers and employees of this corporation may be paid such reasonable compensation, if any, for their services rendered to this corporation in those capacities and be reimbursed for reasonable out-of-pocket expenses necessarily incurred by them in rendering those services, as the Board from time to time determines to be directly in furtherance of the purposes of, and in the

best interests of, this corporation. Nothing in this section shall be construed to preclude an officer from receiving a salary by reason of the fact that he or she is also serving the corporation in a paid or unpaid capacity as director, consultant, or other capacity. The election or appointment of a person as an officer or agent of the corporation shall not, of itself, create contract rights. The corporation may enter into a contract with an officer or agent for a period of time if, in the judgment of the Board, such contract is in the corporation's best interests. The fact that a contract may be for a term longer than the terms of the election or appointment of an officer, or for a term longer than the terms of the directors who authorized or approved the contract, shall not make the contract void or voidable, but such contract shall not preclude the Board from removing the officer pursuant to Section 4.4 hereof.

**Section 4.13 Bond.** The Board of this corporation shall from time to time determine which, if any, of the officers, agents or employees of this corporation shall be bonded and the amount of each bond.

**Section 4.14 Fiduciary Duties.** Each officer shall discharge the duties of his or her office in good faith, in a manner the officer reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

## **ARTICLE V COMMITTEES**

**Section 5.1 Committee.** The Board of Directors shall have six (6) standing committees: Executive Committee, Governance Committee, Finance Committee, Quality Committee, Compliance Committee, and Compensation Committee with such composition and responsibilities as described in the committee's charter. In addition, by resolution approved from time to time by the affirmative vote of the majority of the Board, the Board may establish additional committees for advisory purposes or having the authority of the Board, but only to the extent provided in such resolution. All committees shall have a purpose statement, strategic vision, and annual goal or plan. Such committees may be standing committees and shall have the rights, powers, authority, duties, and responsibilities determined by the resolution of the Board, but shall be subject at all times to the direction and control of the Board. Committee members shall be natural persons and need not be directors but must be approved by the Board. Committee members shall be appointed by the Chair, with the direction and approval of the Board. The delegation of authority to a committee shall not operate to relieve the Board, or any director, of any responsibility imposed by law.

In addition to Board committees, management may, from time to time, appoint management committees.

**Section 5.2 Meetings; Quorums; Manner of Acting; and Vacancies.** Except as otherwise provided in these Bylaws or in any committee charter, a meeting of a committee of this corporation shall be held on the call of the Chair of this corporation, the chair of the committee or any two (2) members of the committee. Notice of every meeting of a committee shall be given as provided in Section 3.14 hereof for special meetings of the Board, unless notice is excused in accordance with Section 3.15 hereof or waived in accordance with Article VII hereof. A majority of the total number of members of a committee, other than the Executive Committee, with an odd number of members, or one-half (1/2) of the total number of members of a committee with an even number of members, as the case may be, shall be required to constitute a quorum for the transaction of business at any meeting of the committee. The act of a majority of the members of the committee present at any meeting at which a quorum is present shall be the act of the committee. Vacancies on a committee, other than the Executive Committee, the Governance Committee, the Finance Committee, and the Compensation Committee, shall be filled by appointment by the Chair of this corporation with the approval of the Board. Vacancies on the Executive Committee, the Finance Committee, and the Compensation Committee shall be filled by the Board. Vacancies on the Governance Committee shall be filled by the Executive Committee.

**Section 5.3 Minutes and Reports.** Written minutes of each meeting of a committee of this corporation shall be prepared by the committee chairs of this corporation, or such other person as the committee may designate, and if requested, copies of the minutes shall be promptly furnished to committee members, committee chairs and any director. All reports, recommendations, and other communications by a committee of this corporation shall be in writing.

## **ARTICLE VI FINANCIAL MATTERS**

**Section 6.1 Books and Records.** The Board of this corporation shall cause to be kept:

- (a) records of all proceedings of the Board and all committees;
- (b) records of all votes and actions of the members;
- (c) such other records and books of account as shall be necessary and appropriate to the conduct of the corporation's business.

**Section 6.2 Documents Kept at Registered Office.** The Board shall cause to be kept at the registered office of this corporation originals or copies of:

- (a) records of all proceedings of the Board and all committees;

- (b) records of all votes and actions of the members;
- (c) all financial statements of this corporation; and
- (d) Articles of Incorporation and Bylaws of this corporation and all amendments and restatements thereof.

**Section 6.3 Accounting System and Audit.** The Board shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this corporation. The Board shall cause the records and books of account of this corporation to be audited by an independent certified public accounting firm at such times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

**Section 6.4 Fiscal Year.** The fiscal year of this corporation shall be as determined by the Board.

**Section 6.5 Contracts and Other Writings.** Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, and other agreements of the corporation shall be executed on its behalf by the CEO or Chair of the Board or other persons to whom the corporation has delegated the authority to execute such documents in accordance with policies approved by the Board.

**Section 6.6 Check and Drafts.** All checks, drafts, or other orders for payment of money, notes, or other evidence 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.

**Section 6.7 Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

**Section 6.8 Manner of Voting Interests in Other Corporation.** If this corporation is a member of or owns shares in any domestic or foreign association or corporation, the Chair of this corporation or a proxy appointed by the Chair or, if the Board, by resolution, shall have authorized another person, that other person shall exercise all voting rights of this corporation with respect to the membership in or ownership of shares in the association or corporation.

**Section 6.9 Member Contributions.** In the event funds for operating capital, surplus or reserves are insufficient or unavailable through revenue, membership fees and dues, or outside sources, or the use of such sources is, in the opinion of the Board, undesirable, such funds may be obtained by voluntary contributions by members.

**ARTICLE VII  
WAIVER OF NOTICE**

Whenever notice of any meeting is required to be given by statute or by these Bylaws, the notice may be waived in writing, signed by the person or persons entitled to the notice, whether before, at or after the time stated therein or before, at or after the meeting.

**ARTICLE VIII  
AUTHORIZATION WITHOUT A MEETING**

Any action that may be taken at a meeting of the Board may be taken without a meeting when authorized in a writing that is, or counterparts of which in the aggregate are, signed by the number of the directors required to take such action at a meeting of the Board at which all directors entitled to vote were present; provided, however, that all directors must be notified of the text of the written action prior to the signing by any of the directors. Any action that may be taken at a meeting of a committee of this corporation may be taken without a meeting when authorized in a writing that is, or counterparts of which in the aggregate are, signed by the number of the members of the committee required to take such action at a meeting of the committee; provided, that such action does not require the approval of the Board. The written action shall be effective when signed by the requisite number of directors or committee members, as the case may be, unless a different effective date is set forth therein. Any written action may be taken by electronic means in accordance with the requirements of the Minnesota Nonprofit Corporations Act.

**ARTICLE IX  
INDEMNIFICATION**

This corporation shall, in the exercise of the power granted to Minnesota nonprofit corporations generally by the Minnesota Nonprofit Corporations Act, Chapter 317A, as now enacted or as hereafter amended, and including any other provisions of Minnesota law applicable thereto, indemnify its former, present, and future officers, directors, employees, and agents to the full extent provided by law against expenses and liabilities, and carry and maintain insurance therefore, but only under the circumstances, in the manner, and to the extent from time to time permitted by law.

**ARTICLE X  
CONFLICTS OF INTEREST**

Any member, director, officer, key employee or member of a committee of this corporation who is interested in a matter, contract or transaction presented to the members, the Board or a committee for action, authorization, approval or ratification shall (unless his or her interest therein is obvious from the matter, contract or transaction

itself), without request, make a prompt, full and frank disclosure of his or her interest therein to the members, the Board or the committee prior to action upon the matter, contract or transaction. The body to which the disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be deemed to exist. If a conflict exists or is deemed to exist, that fact shall be noted in the minutes of the meeting at which the matter, contract or transaction is considered or acted upon, and the interested person shall not vote on, not use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberations with respect to the matter, contract or transaction. The interested person shall be counted in determining the presence of a quorum at any meeting where the matter, contract or transaction is considered or acted upon. The minutes of the meeting shall reflect the disclosure made, the vote on the existence of a conflict, and, where applicable, the interested person's abstention from voting and participation, and whether a quorum was present. For purposes of this provision, a person shall be deemed to be "interested" in a matter, contract or transaction if he or she is involved in the matter or is the party (or one of the parties) proposing to contract or deal with the corporation, or is a partner, employee, officer, director, or substantial shareholder of, or has a material financial or influential interest in, the entity proposing to contract or deal with this corporation.

## **ARTICLE XI AMENDMENTS**

The Articles of Incorporation of this corporation and these Bylaws, each as from time to time amended or restated, may be amended, revised or restated from time to time to include or omit any provision which could lawfully be included therein or omitted therefrom at the time the amendment, revision or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or these Bylaws may be considered, acted upon, and adopted, provided that the amendment, revision or restatement of the Articles of Incorporation or these Bylaws is approved by the Board in a written action pursuant to Article VIII hereof or submitted to, voted on, and approved by the affirmative vote of two-thirds (2/3) of the total number of directors of this corporation at a meeting duly called and held upon notice of the purpose of the meeting. The members of this corporation shall have no voting rights with respect to the amendment of the Articles of Incorporation of this corporation or these Bylaws.

## EXHIBIT A

1. The following directors shall serve an initial term of one (1) year from January 1, 2012 to December 31, 2012 without having the members confirm the directors' new term. Thereafter, each director shall be eligible to be re-elected effective January 1, 2013 for up to three (3) full consecutive three (3) year terms with his or her last term expiring December 31, 2021 if he or she serves the maximum consecutive terms.

Leo Bronston, DC (Elected)  
Molly Magnani, DC (Elected)

2. The following directors shall serve an initial term of two (2) years from January 1, 2012 to December 31, 2013 without having the members confirm the directors' new term. Thereafter, each director shall be eligible to be re-elected effective January 1, 2014 for up to three (3) full consecutive three (3) year terms with his or her last term expiring December 31, 2022 if he or she serves the maximum consecutive terms.

David Ness (Appointed)  
Rick Zarmbinski, DC (Elected)

3. The following directors shall serve an initial term of three (3) years from January 1, 2012 to December 31, 2014 without having the members confirm the directors' new term. Thereafter, each director shall be eligible to be re-elected effective January 1, 2015 for up to three (3) full consecutive three (3) year terms with his or her last term expiring December 31, 2023 if he or she serves the maximum consecutive terms.

Becky McManus (Appointed)  
Paul Wernick, M.D. (Appointed)  
Howard Johnson, DC (Elected)  
Zachary Kimble, DC (Elected)

4. The following directors shall serve an initial term of three (3) years from January 1, 2013 to December 31, 2015 without having the members confirm the directors' new term. Thereafter, each director shall be eligible to be re-elected effective January 1, 2016 for up to two (2) full consecutive three (3) year terms with his or her last term expiring December 31, 2021 if he or she serves the maximum consecutive terms.

Mark Bortnem (Appointed)  
Mark Dehen, DC (Elected)

5. The following directors shall serve an initial term of slightly more than three (3) years from September 1, 2014 to December 31, 2017 without having the members confirm the directors' new term. Thereafter, each director shall be eligible to be re-elected effective January 1, 2018 for up to two (2) full consecutive three (3) year terms with his or her last term expiring December 31, 2023 if he or she serves the maximum consecutive terms.

**Scott Giltner (Appointed)**

Pete Vrieze, DC (Elected)