

(A New York Not-For-Profit Corporation)

ARTICLE I

PURPOSE

The National Forum of ESRD Networks, Inc. hereafter referred to as the "Forum", or "The Corporation" is a corporation operating under the not-for-profit corporation laws of the State of New York.

The purpose of the Corporation is charitable and educational in nature and is contained in its mission statement. "The mission of the Forum is to support and advocate on behalf of the ESRD Networks in promoting methods to improve the quality of care to patients with renal disease."

ARTICLE II

OFFICES

The principal office of the Corporation shall be located in the County of New York, State of New York or such other place as the Board of Directors may from time to time determine or the purposes of the Corporation may require.

ARTICLE III

MEMBERSHIP

- 3.1 Membership. Any ESRD Network which is designated by and operating under the regulations of the Department of Health and Human Services and which desires to participate may apply for and be granted membership upon written application to the Board of Directors. Each such ESRD Network that is granted membership is referred to herein as a "Member." Each Member shall designate three (3) delegates (each, a "Delegate"), one of whom shall be the Executive Director of the Member, one of whom shall be a member of the Member's individual Network Medical Review Board, and a third Delegate who shall be chosen at the discretion of the Member as the Member's Forum Representative. One of these latter two Delegates must be a physician. In connection with any matter coming before the Members for a vote, each Delegate shall be entitled to cast one vote.
- 3.2 Elections. The membership shall elect a Board of Directors and officers in accordance with Articles IV and VI hereof, who shall govern the affairs and management of the Corporation according to these bylaws. This election shall take place annually at a time determined by the Board.

- 3.3 Meetings. An Annual meeting of the Delegates shall be held each year for the transaction of business. Special meetings of the Delegates may be called by the President, one-third of the Board of Directors or not less than one-fifth of the Delegates having voting rights. Written notice of the Annual Meeting and of each special meeting of the Corporation shall be distributed to each Delegate. Such written notice shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each Delegate entitled to vote at such meeting. Notice shall be given not less than thirty (30) days before the date of the annual meeting and not less than sixty (60) days, but no more than ninety (90) days, before the date of a special meeting.
- 3.4 Quorum. A quorum for the transaction of any business at the annual meeting of the Delegates shall consist of one-third of the Delegates. In the absence of a quorum, a meeting may be postponed to a date not less than 30 days hence by vote of a majority of the Delegates present.
- 3.5 Voting. Each Delegate who attends an annual or special meeting shall be entitled to one vote on each matter. All matters shall be decided by a majority vote of the Delegates voting. Delegates may attend annual or special meetings in person or by proxy. The Board may establish mechanisms for delivering proxies to an officer designated by the Board via online mechanisms that are established by the Board. With respect to any matter coming before the Delegates at an annual or special meeting, upon the request of at least one third of the Delegates in attendance, the matter shall be carried for a period of up to thirty days. Notice of the carried resolution and the date to which it is carried, together with a form of proxy, shall be provided to all Delegates via facsimile or electronic mail within five (5) days after the meeting. The notice shall also specify that any proxies delivered to an email address specified in the notice prior to the carried date will be considered.
- 3.6 Dues. The Board of Directors will determine the amount of dues paid by Member Networks.

ARTICLE IV

BOARD OF DIRECTORS

- 4.1 General Powers. All Corporate powers, except as otherwise provided in the Certificate of Incorporation, these bylaws and in the laws of the State of New York, shall be and are hereby vested in and shall be exercised by the Board of Directors (the "Board").
- 4.2 Nominations and Elections. The Board of Directors shall implement procedures to receive nominations and conduct elections for Officers and Directors. Directors and Officers shall be elected by the Delegates except as otherwise provided in Section 4.3. Elections shall be decided by a majority of the votes cast, or, if more than two

candidates are nominated for any At-Large position or office, then by a plurality of the votes cast. A nomination shall not be accepted unless the nominee has demonstrated to the reasonable satisfaction of the Board that he or she has knowledge of the ESRD program and the functions of the ESRD Networks and otherwise satisfies the requirements of Section 4.3 hereof. Voting for Directors and Officers may occur by submission of a ballot via mail-in or electronic submission during a specified meeting, or by submission of proxies in accordance with Section 3.5 hereof.

4.3 Number of Directors. The number of Directors constituting the Board of Directors shall be at least sixteen (16), of which at least six (6) shall be physicians, and shall consist of the following:

- i. The four (4) Officers as set forth in Article VI shall automatically be Directors.
- ii. The Immediate Past-President shall automatically be a Director.
- iii. One (1) Director shall be appointed by the Medical Advisory Council (MAC).
- iv. The Executive Director Advisory Council (EDAC) shall appoint two (2) representatives.
- v. The Kidney Patient Advisory Council (KPAC) shall appoint two (2) representatives.
- vi. At least six (6) At-Large Directors shall be elected by the Delegates, of which at least three (3) shall be physicians.
- vii. All Nominees shall be Delegates, provided, however, that additional at large directors who are not Delegates can be elected based on corporate governance needs not to exceed four (4) non-Forum Delegates.

4.4 Terms of Office. Directors and Officers shall serve a term of two (2) years, with staggered years of expiration. Terms will begin on the July 1st following the election and expire June 30th two (2) years later. Notwithstanding the foregoing, each Director's and/or Officer's term shall continue until his/her qualified successor shall have been elected. There shall be no limitation on the number of consecutive terms a Director may serve. Unexcused absence from 50% of meetings in a year is reason to remove a board member at the discretion of the Board of Directors.

4.5 Quorum. A majority of the number of Directors serving at the time of any meeting shall constitute a quorum for the transaction of business.

4.6 Meetings. In person meetings of the Board of Directors may be held at such places and times as the Board of Directors may determine. Meetings may be held at any time whenever called by the President or two (2) Officers or Directors. Teleconference meetings of the Board may also be scheduled in lieu of in-person meetings. The Directors may designate any place, unless otherwise prescribed by statute, as a place of meeting for any meeting called by the Directors. Notification of all meetings, stating the day, place and hour of the meeting shall be delivered or mailed not less than fifteen (15) days before the date of the meeting. The Board of Directors shall convene at the call of the President and shall meet not less than twice per year and may meet more frequently as needed.

- 4.7 Voting. Each voting Director who attends shall be entitled to one vote and all questions shall be decided by a majority vote of those present and voting. No proxy voting shall be permitted.
- 4.8 Dissolution of the Corporation. The Board may authorize the dissolution of the Corporation by majority vote at a meeting scheduled as outlined above. Should the Board determine to dissolve the Corporation, no Director shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. Funds will be set aside for the purpose of the dissolution. Any remaining funds will be directed towards a charitable organization(s) as determined by a majority vote of the Board.
- 4.9 Removal. Any Director may be removed for cause at any time by a majority vote of the Board of Directors at any meeting. Any Director who misses three (3) or more consecutive scheduled meetings shall be removed from the Board, unless an absence is due to illness or disability. A Director who misses 50% or more of the meetings in a given year may also be removed at the discretion of the Board.
- 4.10 Ad Hoc Membership. The President has the authority to appoint Ad Hoc members, subject to approval by a majority vote of the Board of Directors, to accomplish the goals of the Forum. Ad Hoc membership is a non-voting position on the Board of Directors. The term of office for Ad Hoc members will be one year, but may be renewed by a majority vote of the Board of Directors.

ARTICLE V

COMMITTEES

- 5.1 The Board of Directors may establish any committees as shall be deemed necessary or appropriate to advise or assist in the management, direction and supervision of the various activities of the Corporation. Such committees shall have such powers, duties and responsibilities as may be determined by the Board of Directors.
- 5.2 Standing Committees of the Board include the following:
- 5.2.1 The Executive Committee (EC) shall be composed of the Officers, MAC Chair, EDAC Chair, and KPAC Chair. The Executive Committee has authority to conduct the business of the Forum on behalf of the Board but may not borrow money or spend greater than \$2,500.00 without Board approval. The Executive Committee shall meet at least quarterly and at the discretion of the President.
- 5.2.2 The Finance Committee (FC) shall be chaired by the Treasurer and composed of at least two (2) other individuals appointed by the Executive Committee. The Finance Committee shall assist the Treasurer in oversight of the Forum finances and investments, making recommendations to the Board as appropriate. The Finance Committee meets biannually or as convened by the Treasurer.
- 5.2.3 The Audit Committee (AC) shall be chaired by the President-Elect and composed of at least two (2) other individuals appointed by the Executive Committee. The

Audit Committee membership shall not overlap with the Finance Committee membership. The Audit Committee shall be convened to assist with the periodic financial review process, review the results and report to the Board. The Audit Committee shall meet at least annually. Each member of the Audit Committee must be an Independent Director and shall sign an attestation to the effect in substantially the form attached hereto as Exhibit A. For purposes of these By-Laws, an “Independent Director” means a director who: (i) is not, and has not been within the last three years, an employee of the corporation or an affiliate of the corporation, and does not have a relative who is, or has been within the last three years, a key employee of the corporation or an affiliate of the corporation; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the corporation or an affiliate of the corporation (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for services as a director as permitted by paragraph (a) of section 202 (General and special powers)); (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the corporation or an affiliate of the corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-five thousand dollars or two percent of such entity’s consolidated gross revenues; or (iv) is not and does not have relative who is a current owner, whether wholly or partially, director, officer or employee of the corporation’s outside auditor or who has worked on the corporation’s audit at any time during the past three years. For purposes of this subdivision, “payment” does not include charitable contributions, dues or fees paid to the corporation for services which the corporation performs as part of its nonprofit purposes, provided that such services are available to individual members of the public on the same terms. As used in this Section 5.2.3, “affiliate” of the Corporation means any entity controlled by, or in control of, the Corporation. An entity shall not be deemed an affiliate solely by reason of being a Member.

- 5.2.4 The Medical Advisory Council (MAC) shall advise the Board of Directors and Forum membership regarding quality improvement strategies in the ESRD program, specific projects to be undertaken in support of those strategies, information management and other quality oversight infrastructure components. The MAC shall elect a Chairperson to fill the MAC designated position on the Board of Directors. Each Network shall appoint one physician representative with Network Medical Review Board and quality improvement experience to serve on the MAC. Each MAC representative shall have an alternate from their Network to participate in committee activities in the absence of the MAC representative. MAC representative and alternate do not need to be Forum members. The alternate will have the vote of their MAC representative when acting on behalf of their representative. Individuals serving on the MAC should commit to a two-year period of service. The Chair of the Network Quality Improvement Directors group and an Executive Director shall hold ex-officio positions on the MAC. The MAC shall meet as convened by the MAC Chair.
- 5.2.5 The Executive Director Advisory Council (EDAC) shall serve as the primary group to advise the Board of Directors regarding Network roles, responsibilities,

resources and contract-related issues to support the ESRD quality improvement program. The EDAC shall elect a Chairperson and Vice Chairperson to fill the EDAC designated positions on the Board of Directors. The EDAC shall consist of all Network Executive Directors. The EDAC shall meet at least quarterly and as convened by the EDAC Chair.

5.2.6 The Kidney Patient Advisory Council (KPAC) shall advise the Board of Directors and Forum membership on the direct effect of healthcare related issues related to chronic kidney disease. The KPAC shall give advice and input on Forum products, quality improvement initiatives and communications and serve as liaison between the Forum and patient community. The KPAC shall elect a Chairperson and Vice Chairperson to fill the KPAC designated positions on the Board of Directors. Each Network may select and recommend one patient or family member representative to serve on the KPAC. The KPAC shall meet at least quarterly and more often as deemed necessary by the KPAC Chair.

5.3 The Board of Directors may establish ad hoc Committees at its discretion and appoint a chairperson. Each Committee Chairperson will recruit and appoint the membership of the Committee, subject to the approval of the Board of Directors. Committee membership shall be open to any interested and qualified individual.

ARTICLE VI

OFFICERS

6.1 Officers. The officers of the Corporation shall be the President, President-Elect, Secretary, and Treasurer and shall be elected by the Forum membership as specified in Article IV 4.2. All officers shall serve for a term of two (2) years and until qualified successors have been elected. All officer candidates must have a minimum of one year experience on the Forum Board of Directors.

6.2 President. The President shall be the Chief Executive Officer of the Forum. The President shall preside at all meetings of the Forum membership, and of the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors.

6.3 President-Elect. The President-Elect shall assist the President in carrying out executive responsibilities and shall perform such duties as may be assigned by the Board of Directors or the President. The President-Elect shall assume the President's duties in the case of the absence or disability of the President and upon conclusion of the President's term.

6.4 Secretary. The Secretary shall be responsible for notifying the members of the Board of Directors and committees of all meetings. The Secretary shall keep or cause to be kept a record of all votes and the minutes of all meetings. The Secretary shall have custody of the corporate seal and shall have authority to affix the same to any obligation, instrument or contract executed on behalf of the Forum. The Secretary

shall have such other powers and perform such other duties as the Board of Directors determines.

- 6.5 Treasurer. The Treasurer shall also be the Chief Financial Officer of the Corporation. The Treasurer shall collect, receive, deposit and invest the assets of the Forum as directed by the Board of Directors; shall prepare an annual budget for the approval of the Board of Directors; shall keep or cause to be kept full and accurate accounts of all receipts and disbursements; shall supervise and monitor all matters relating to the finances and expenditures of the Forum; shall render an annual financial statement and such other reports and accounts of the financial condition of the Corporation as may from time to time be appropriate or duly requested; and shall oversee filing of necessary tax related documents with notification to the Board. The Treasurer shall perform such other duties as are incident to the office of Treasurer, and shall have such other powers and perform such other duties as the Board of Directors shall determine.

ARTICLE VII

FINANCE

- 7.1 Authority to Receive. The Corporation may receive gifts, bequests, devises, legacies, donations and contributions from individuals, private or corporate entities and governmental sources for such legitimate purposes as are within the general scope of its corporate purposes and powers, and upon acceptance shall expend and administer the contributions for such purposes.
- 7.2 Deposits and Checks. The funds of the Corporation shall be deposited in such banks, trust companies, and other depositories as may be designated by the Board of Directors. The Board of Directors shall determine by resolution the officers and agents who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and other instruments and documents. The Board shall implement cash management policies that ensure appropriate handling of all expenditures and disbursements.
- 7.3 Bond. The Board of Directors may require the Treasurer to give a bond for the faithful discharge of his/her duties in such amount and with such surety or sureties as they shall determine, the cost of such bond to be borne by the Forum if said officer is not otherwise bonded by his/her Network. The Board of Directors may require other officers to give such bond the cost of such bond to be borne by the Forum.

ARTICLE VIII

GENERAL PROVISIONS

- 8.1 Fiscal Year. The fiscal year of the Forum shall commence on the first day of January of each year and end on the thirty-first day of December, unless changed by resolution of the Board of Directors.
- 8.2 Telephone Participation in Meetings. The Executive Committee may invite limited/defined non-voting participation by teleconference or similar communications equipment on a case by case basis. When such participation is to be permitted, it will be specified in the notice for the applicable meeting, and shall be by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting for all purposes.
- 8.3 Seal. The Seal of the Forum shall be circular in form and shall bear on its outer edges the words "NATIONAL FORUM OF ESRD NETWORKS, INC." and in the center the words and figures "Corporate Seal 1984 New York".
- 8.4 Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the Forum in all cases in which they are applicable and consistent with these bylaws or special rules adopted by the Forum.
- 8.5 Vacancies. Any vacancy on the Board of Directors by reason of death, resignation, inability to act or any other cause shall be filled for the duration of the term by vote of a majority of the Board of Directors at any meeting.
- 8.6 Conflict of Interest. The Board of Directors shall adopt a Conflict of Interest Policy that satisfies the requirements of applicable law, including but not limited to New York Not-For-Profit Corporation Law Section 715-a.
- 8.7 Indemnification. Any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that such person, his testator or interstate, is or was a Director or committee member, officer or employee of the Forum or of any other corporation which he served as such at the request of the Forum or of any other corporation which he served as such at the request of the Forum, shall be indemnified by the Forum against all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with the defense of such action, suit or proceeding, or appeal thereof, to the full extent permitted by law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Director, committee member, officer or employee may be entitled as a matter of law. The Forum shall maintain Directors and Officers Liability Insurance for this purpose and other such insurance as prescribed by the Board to satisfy the indemnification requirement.

- 8.8 Exempt activities. Notwithstanding any other provision of these bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the United States Internal Revenue Code of 1954 as the same may from time to time be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such code, as the same may from time to time be amended.
- 8.9 The Organization will conform to current IRS standards with respect to current regulations.

ARTICLE IX

AMENDMENTS

These bylaws may be amended by majority vote of the Forum membership, provided that notice of the bylaws to be amended, together with a concise statement of the changes to be made, has been given to each member of the Forum at least ten days prior to the vote.

Amended Bylaws (Rewritten) Approved 12-11-1988

Amended Bylaws (Article V, Section I) Approved 12-01-1990

Amended Bylaws (Article V, Section 2) Approved 11-14-1993

Amended Bylaws (Article VII, Section 1) Approved 11-14-1993

Amended Bylaws (Rewritten) Approved 10-26-1994

Amended Bylaws (Added Article IV, Section 4.9-4.10) Approved 6-1998

Amended Bylaws (Article III, Section 3.2) Approved 4-1999

Amended Bylaws (Article IV, Section 4.2) Approved 4-1999

Amended Bylaws (Article IV, Section 4.6) Approved 4-1999

Amended Bylaws (Article V, Section 5.2) Approved 3-2000

Amended Bylaws (Article IV, section 4.4) Approved 8-2000

Amended Bylaws (Rewritten) Approved 4-2001

Amended Bylaws (Article I, Article IV, Section 4.2 and 4.4 and Article VI, Section 6.1), Approved 04-2003

Amended Bylaws (Articles 3.1, 4.2, and 6.1), Approved 3-2005

Amended Bylaws (Article 1, Article IV, Sections 4.2, 4.3, 4.4, and 4.10, Article V, Sections 5.2, and 5.3, Articles VI, Sections 6.1, 6.2, and 6.3, Article VIII, Section 8.1, and Article IX Amendments), Approved 5-2006

Amended Bylaws (Article 1; Article III, Sections 3.2; Article IV, Sections 4.3 and 4.6; Article V, Section 5.2; and Article IX Amendments), Approved 12-2008

Amended Bylaws (Article III, Section 3.4; Article IV, Sections 4.3 and 4.4; Article X, Section 5.2; Article IX Amendments), Approved 12-2012

Amended Bylaws (Article 5.2), Approved 01-2014

Amended Bylaws (Rewritten) Approved 09-20-2016

Amended Bylaws (Article IV, Sections 4.3 and 4.3.4; Article V, Section 5.2.5), Approved 06-20-2017