AMENDED AND RESTATED BYLAWS OF THE ILLINOIS NURSING HOME ADMINISTRATORS ASSOCIATION

ARTICLE I
NAME

The name of the corporation is the Illinois Nursing Home Administrators Association ("INHAA").

ARTICLE II
PURPOSE

The corporation's purpose is to promote the common interests of its members through the following activities:

(a) Providing a forum for nursing home administrators and other interested persons to consider, discuss and share current knowledge and information in the field of post-acute and long-term care administration and related topics;

(b) Sponsoring meetings, forums, seminars and educational programs dealing with the subject of post-acute and long-term care and related topics;

(c) Disseminating materials and information related to the field of post-acute and long-term care and related topics; and

(d) Doing all things necessary or appropriate in furtherance of the above or any related purposes.

ARTICLE III
FUNCTION

The corporation is organized and shall operate as an Illinois not-for-profit corporation, and its activities shall be conducted for such purposes and in such manner that no part of its net earnings will inure to the benefit of any member, officer, director or individual. No part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign.

Dissolution of the corporation may be affected by resolution of the Board without a vote of the Members. In the event of the dissolution of the corporation or the winding up of its affairs, the corporation's property shall be conveyed or distributed only to an organization or organizations operated not-for-profit with purposes similar to those of the corporation.

The fiscal year of the corporation shall be January 1 to December 31.

ARTICLE IV
MEMBERS

4.1 Membership Application and Certificates. Individuals interested in membership must submit a written application for membership on forms supplied by the corporation and pay required dues and fees. Members shall be issued a certificate of membership. Memberships shall not be transferable. Members who fail to pay dues or fees within thirty (30) days of a past due notice or fail to respond to a request for information from INHAA shall be automatically terminated from the membership.

4.2 Classes. Members of the corporation shall be divided into classes as follows:

(a) Active Members. Licensed nursing home administrators holding a valid Illinois nursing home administrator's license may apply to the corporation to be considered as an Active Member. Each Active Member shall be entitled to one vote on each matter submitted to a vote of the Members.

(b) Associate Members. Professional individuals involved in post-acute and long-term care, who are licensed by the state of Illinois, but not licensed as a nursing home administrator may become Associate Members. Associate Members shall have no voting rights.

(c) Honorary Members. An Active Member who has made a significant contribution to the corporation or who has rendered distinguished service to post-acute and long-term care administration may become an Honorary Member with approval of the Board of Directors ("Board"). Honorary Members are exempt from payment of dues and registration fees for educational programs.

(d) Student Members. A person actively engaged in a program of study related to health care and who has an interest in post-acute and long-term care may become a Student Member. Student Members shall have no voting rights.

(e) Business Members. A business involved or interested in the field of long-term or post-acute care may become a Business Member. Business Members shall have no voting rights.

4.3 Meetings of Members.

(a) Annual and Quarterly Meetings. There shall be an annual and three quarterly meetings, including virtual, of the Members of the corporation at a time and place designated by the Board. Such time and place shall be announced in writing to the membership at least thirty (30) days, but not more than sixty (60) days, in advance of the meeting date. The purpose of the annual and quarterly meetings shall be to consider such business matters of the corporation as may be brought before it by the Board.

(b) Special Member Meetings. Special member meetings may be called by the Board upon the giving of not fewer than five (5) nor more than sixty (60) days' written notice in advance of the meeting at a time and place to be designated by the Board, except that notice of a meeting to consider removal of a director or officer shall be given not fewer that twenty (20)

nor more than sixty (60) days in advance of the meeting. The matters to be considered at such other or special meetings shall be limited to those stated in the notice of the meeting.

(c) Quorum and Manner of Acting. The Active Members, represented in person, shall constitute a quorum for the transaction of business at any meeting. The affirmative vote of a majority of Active Members present and voting at a meeting at which a quorum is present shall be the act of the Members. Meetings shall be conducted according to *Robert's Rules of Order*. However, deviations from *Robert's Rules of Order*, which are not inconsistent with these Bylaws, shall not invalidate action taken at a meeting.

ARTICLE V
BOARD OF DIRECTORS

5.1 General Powers. Unless otherwise provided in the Illinois General Not-For-Profit Corporation Act, the Articles of Incorporation or these Bylaws, the Board shall exercise the powers, control the property and conduct all the affairs of the corporation. All orders for payment of money or evidences of indebtedness issued in the name of the corporation shall be signed by two officers. The Board shall have the power to set membership dues for each category of membership and fees for educational programs and the power to adopt such policies as deemed necessary for the orderly conduct of the corporation's business. Board members shall not be compensated for their services. However, by resolution of the Board, the expenses of attendance at Board meetings may be reimbursed.

5.2 Number and Qualifications. There shall be no more than fifteen (15) and no less than nine (9) directors, including the president, vice-president, secretary and treasurer. The Board shall determine, before each election, how many directors will be elected. Directors are required to be Active Members in good standing for the two (2) consecutive years prior to nomination. Board terms shall be staggered to assure continuity.

5.3 Election. Directors may be elected by the Active Members at a membership meeting in accordance with these Bylaws. Elections will be conducted in person. Such elections shall be conducted in such a manner to ensure fairness to all candidates. Printed secret ballots shall be used at all elections, unless only one candidate is running for office, in which case, the use of a printed ballot may be waived by a majority vote of those present and entitled to vote. Space on each ballot must be provided for write-in candidates. At the time of each election, additional nominations may be made from the floor. Those candidates receiving the most votes for the number of director positions to be filled shall be elected.

5.4 Tenure. Immediately following their election, each director who is elected shall hold office for three (3) year terms which shall automatically renew for additional one (1) year terms until a successor has been elected and qualified in accordance with these Bylaws. There shall be no term limits for directors.

5.5 Annual Meeting of Directors. The annual meeting of the Board shall be held without other notice than these Bylaws, immediately after the annual meeting of the Members.

5.6 Regular and Special Meetings of Directors. Regular meetings of the Board shall be held quarterly and as the Board may determine. The annual meeting shall take the place

of one quarterly meeting. Special meetings of the directors may be called at any time by the president or at least two (2) directors then in office, the time and place of such meetings to be designated by the person or persons calling the meeting. Meetings shall be conducted according to *Robert's Rules of Order*. However, deviations from *Robert's Rules of Order*, which are not inconsistent with these Bylaws, shall not invalidate action taken at a meeting.

5.7 Replacement of Directors. Whenever a vacancy exists on the Board, whether by death, resignation, or otherwise, the vacancy shall be filled by a vote of a majority of the remaining directors, even if that is less than what would otherwise constitute a quorum of the Board, at a regular or special meeting of the Board. Any person elected to fill a vacancy in the Board shall hold office for the unexpired term of the predecessor in office, subject to the power of removal contained in these Bylaws.

5.8 Notice of Meetings. Written notice stating the place, day and hour of all meetings of the directors, other than the annual meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each director not fewer than five (5) nor more than thirty (30) days before the date of the meeting.

5.9 Quorum. A majority of the directors constitutes a quorum for a Board meeting. Directors must participate in person. If one or more directors stop participating in a meeting for which a quorum once existed, a quorum will continue to exist as long as at least one-third of the total number of directors continues to participate. If a quorum is not present or ceases to exist, the president or a majority of the directors' present may adjourn the meeting.

5.10 Manner of Acting. Except as otherwise provided in these Bylaws, the affirmative vote of the majority of the directors participating in a meeting at which a quorum is present shall be the act of the Board. The Board may act without a meeting upon unanimous written consent of each and every director provided that each director receives the written content of the proposed action.

5.11 Removal of Directors. Board members who fail to attend at least fifty (50) percent of Board meetings or who are absent from two or more consecutive Board meetings without good cause shall be automatically removed as Directors. Good cause shall be determined in the sole discretion of the Executive Committee. In addition, one or more directors may be removed, with or without cause, by the affirmative vote of two-thirds of the Active Members at a meeting at which a quorum of the Active Members is present, provided that written notice of the meeting is given to all Active Members not more than sixty (60) nor fewer than twenty (20) days prior to the meeting. The notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice, and only the named director or directors may be removed at the meeting.

5.12 Standards of Conduct and Conflicts of Interest for Directors.

(a) Each member of the Board, when discharging the duties of a director, shall act in good faith and in a manner the director reasonably believes to be in the best interests of the corporation.

(b) When becoming informed in connection with their decision-making function or devoting attention to their oversight function as members of the Board or a committee of the Board, directors must discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances.

(c) In discharging his or her duties as a Board member, a director may rely on the following persons, unless the director has knowledge that makes such reliance unwarranted:

(1) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the functions performed or information, opinions, reports, or statements provided;

(2) Legal counsel, public accountants, or other persons retained by the corporation as to matters involving skills or expertise the director reasonably believes are matters within the particular person's professional or expert competence or as to which the particular person merits confidence; and

(3) A committee of the corporation of which the director is not a member if the director reasonably believes the committee's determinations merit confidence.

(d) When a Board member is faced with a matter in his or her role as a member of the Board, the Board member will disclose all financial and non-financial relationships related to the matter (referred to as a "Conflict of Interest"). With respect to Conflicts of Interest no transactions involving: (a) remuneration or benefit to a Director or officer, or to an organization in which such Director or officer has a material financial interest or of which the Director or officer is a member, officer, director, general partner, principal or controlling shareholder, shall be entered into by the corporation; or (b) the appropriation of any business opportunities which are an extension of the corporation's business without: (i) a full disclosure to the Board by the interested Director or officer of the material facts of the transaction and the Director or officer's interest or relationship; (ii) the authorization, approval or ratification of the Board; and (iii) a determination by the Board that the transaction is fair to the corporation at the time it is authorized, approved or ratified. No Director so involved may vote on such authorization, approval or ratification by the Board. Every Director and officer, in a manner and form to be prescribed by the Board, shall be required to disclose annually any potential Conflict of Interest as defined in these Bylaws or in any policy adopted by the Board.

ARTICLE VI
OFFICERS

6.1 Titles and Responsibilities.

(a) The officers of the corporation shall be a president, 1st vice-president, 2nd vice-president, secretary and a treasurer, as well as such other officers as the Board shall from time to time deem desirable.

(b) President. The president shall be the chief executive officer of the corporation, and shall have supervision over and be in charge of the business of the corporation and its other officers and its employees and agents, subject to the control of the Board. The president shall be authorized to execute all documents in the name of, and on behalf of the corporation and perform all duties incident to the office of president and such other duties as the Board may from time to time prescribe.

(c) 1st Vice President. The vice-president shall perform the duties of the president, in the absence of the president, and when so acting, shall have all the powers of the president. The vice-president shall perform such other duties and have such other powers as the Board or the president may from time to time prescribe.

(d) 2nd Vice President. The 2nd vice president shall perform the duties of the president, in the absence of the president and the 1st vice president, and when so acting, shall have all the powers of the president. The 2nd vice president shall perform such other powers as the Board or the president may from time to time prescribe.

(e) Secretary. The secretary or the secretary's designee shall record minutes of the proceedings of the meetings of the Members and of the Board, and perform like duties for the committees of the Board. The secretary shall assure that all notices are given in accordance with the provisions of these Bylaws or as required by law, maintain custody of the corporate records of the corporation, keep or cause to be kept a register of the corporation's members and shall perform such other duties as are normally incident to the office of secretary and such other duties as the Board or the president may from time to time prescribe.

(f) Treasurer. The treasurer shall be responsible for the oversight of all funds of the corporation, their investments, and their accounting using accrual basis for financial statements and cash basis for tax reporting. The treasurer shall have custody of the funds of the corporation; coordinate the deposit of all cash collections and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the Board; maintain adequate accounts of the corporation; disburse the funds of the corporation with two signatures as may be ordered by the Board; submit financial statements to the President and the Board quarterly; and perform all duties incident to the office of treasurer and such other duties as the Board or the president may from time to time prescribe.

6.2 Election. Officers of the corporation shall be elected by the directors from among the directors at the annual meeting of directors. The candidates receiving the most votes for each office shall be elected.

6.3 Term of Office. Officers shall serve for one year, beginning immediately following their election, or until his or her resignation or a successor has been duly elected and qualified.

6.4 Replacement of Officers. Whenever a vacancy exists among the officers, whether by death, resignation or otherwise, the vacancy shall be filled by a vote of a majority of the directors at a regular or special meeting of the Board. Any person elected to fill the vacancy of an officer shall have the same qualifications as were required of the officer whose office was vacated. Any person elected to fill such a vacancy shall hold office for the unexpired term of the predecessor in office.

6.5 Removal of Officers. Any officer may be removed by the Board at a meeting at which a quorum is present, provided that written notice of the meeting is delivered to all directors not more than sixty (60) nor fewer than twenty (20) days prior to the meeting. The notice shall state that a purpose of the meeting is to vote upon the removal of one or more officers named in the notice, and only the named officer or officers may be removed at the meeting

ARTICLE VII
COMMITTEES

7.1 Composition and Selection.

(a) The corporation shall have the standing committees described in 7.2 below.

(b) Each committee shall have one or more directors and such additional members as deemed necessary. The president will appoint the committee chair, who shall be required to be a director of the corporation, and the members of each committee, other than the Executive Committee.

7.2 Committees.

(a) Executive Committee. The officers of the corporation shall function as the executive committee and shall manage the corporation as authorized by the Board and permitted by law. The president shall chair the executive committee.

(b) Nominating Committee. The nominating committee shall suggest nominations for directors and officers and may propose a slate of directors and officers to be voted upon. Nominations for office of Directors shall be solicited by the Coordinator's office to the full membership. The president and/or the chair of the nominating committee shall confirm the nominees for office prior to the annual meeting. The nominees shall be reported to the membership in writing prior to the annual meeting. The Board shall confirm the nominees for office at the meeting prior to the annual meeting at least thirty (30) days before the annual meeting.

(c) Bylaws Committee. The bylaws committee shall review the corporation's Bylaws as needed or requested and recommend amendments to the Board.

(d) Credentials Committee. A credentials committee shall be appointed by the President to serve as tellers and inspectors of elections at any in-person election. The Association Coordinator shall furnish to the Chairperson of the Credentials Committee a list of members in good standing and in compliance with the Association's current membership policy. The Credentials Team shall: inspect credentials of voters; initial, issue and receive ballots; have charge of the ballot(s) until the election is declared closed; be responsible for counting the ballots in the absence of legal counsel; and report the results of the election in the absence of legal counsel.

(e) **Financial Committee** The Finance Committee shall be chaired by the Treasurer. At least quarterly two members of the Committee shall review all financial transactions over $250.00 made on behalf of the Corporation. The Committee shall assist the Treasurer in fulfilling the Treasurer's duties as outlined with the Treasurer's responsibilities.

7.3 Other Committees. The Board may, by resolution, designate one or more additional committees which shall have such members, duties and authority as may be specified in the resolution creating them.

7.4 Quorum and Manner of Acting. A majority of the members of any committee constitutes a quorum, committee members may participate in a meeting in person or by any means that permits communication among all participants. The affirmative vote of a majority of the members participating in a meeting at which a quorum is present shall be the act of the committee. Meetings shall be conducted according to *Robert's Rules of Order*. However, deviations from *Robert's Rules of Order*, which are not inconsistent with these Bylaws, shall not invalidate action taken at a meeting.

ARTICLE VIII
INDEMNIFICATION AND INSURANCE

The corporation shall indemnify all of its present and former directors, officers, employees and agents to the extent permitted by the Illinois General Not-For-Profit Corporation Act, or any successor thereto. The relevant indemnification provisions of the Act are incorporated herein by reference. Upon resolution duly adopted by the Board, the corporation may also purchase insurance with appropriate liability limits for such indemnification.

ARTICLE IX
AMENDMENTS

Subject to the limitations of the Articles of Incorporation, the Bylaws and the Illinois General Not-For-Profit Corporation Act, concerning corporate action that must be authorized or approved by the voting Members of the corporation, the Bylaws of the corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by a resolution of the Board.