

2018 Mid-Atlantic LifeSpan, Inc. Amended and Restated Bylaws

Mid-Atlantic LifeSpan, Inc.
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Advancing quality services for seniors. Through leadership, education and advocacy we are the voice of all senior care service organizations.

Mid-Atlantic LifeSpan, Inc.

Amended and Restated Bylaws

ARTICLE I - PURPOSE

Section 1. **Name; Principal Office.** The name of the corporation is: **Mid-Atlantic LifeSpan, Inc.** (the “Corporation”). The Corporation also does business under the following Maryland trade name: LifeSpan Network. The principal office of the Corporation is 7090 Samuel Morse Drive, Suite 400, Columbia, Maryland 21046, or at such other place as may hereafter be determined by the Board of Directors of the Corporation (the “Board” or “Board of Directors”).

Section 2. **Purpose.** The purpose of the Corporation shall be as set forth in its Articles of Incorporation filed with the Maryland State Department of Assessments and Taxation, as amended from time to time (the “Charter”). Further, to the extent consistent with the purposes set forth in the Charter, the Corporation shall take such steps as it shall deem necessary or appropriate to further the common business interests of companies that offer services to the aging in the State of Maryland and the District of Columbia. In furtherance of the foregoing purpose, but without limitation, the activities of the Corporation may include (a) the promotion of the interests of companies offering services to the aging in the State of Maryland and the District of Columbia and the welfare of the residents of such companies, including development and marketing; (b) education and training; (c) legislative and administrative advocacy; and (d) the fostering of appropriate standards and practices in the development, marketing and operation of companies offering services to the aging in the State of Maryland and the District of Columbia. The Corporation is organized and shall be operated exclusively as a business league or chamber of commerce within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the “Code”).

Section 3. **Corporate Seal.** If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word “Seal” adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

ARTICLE II - MEMBERSHIP

Section 1. **Voting Membership.** The voting members of the Corporation (the “Voting Members”) shall be comprised of those companies or organizations operating in the State of Maryland or in adjoining jurisdictions which:

- a. are current in their dues;
- b. specialize in the direct delivery of services to the older adult population providing skilled nursing care, assisted living, independent living, adult medical day care, home health care, home care, hospice care or hospital care; and
- c. maintain any required license or certification by the appropriate governmental agencies.

Section 2. **Non-voting Affiliate Membership.** The Corporation may also permit non-voting affiliate membership hereunder constituting:

- a. Associate members - individuals and organizations and agencies other

than voting member companies that are related and/or interested in promoting the purpose of the Corporation.

- b. Student membership - a student who is in full-time graduate or undergraduate study within the field of gerontology.
- c. Individual membership - a retired senior care professional administrator that had worked in a member facility for at least two (2) years.

Section 3. **Applications.** The Board shall vote on all applications for Voting Members. The Board shall determine criteria and eligibility for membership in the Association, making certain that such criteria and eligibility conform to these amended and restated bylaws of the Corporation (these "Bylaws").

Section 4. **Membership Fees.** All members shall pay an annual amount as may from time to time be established by the Board of Directors. Prompt payment of all membership fees for each type (voting or non-voting) and class (Associates, Student or Individual) of membership is a condition of continuation of membership in the Corporation.

ARTICLE III - MEMBER MEETINGS

Section 1. **Annual Meeting.** The Annual Meeting of the Corporation's membership, which consists of the Voting Members and non-voting Members (collectively, the "Members"), shall be held at such time and place as may be designated by the Board of Directors. Notice of the Annual Meeting shall be sent to the Members not less than thirty (30) days prior to such Annual Meeting. Any business of the Corporation may be transacted at an Annual Meeting without being specially designated in the Notice, except such business as is specifically required by statute or by the Charter to be stated in the notice. Failure to hold an Annual Meeting of the Members shall not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

Section 2. **Special Meeting.** A Special Meeting of the Members may be called a) by the Chair, b) by a majority vote of the existing Board of Directors at a duly called meeting or an approval by a majority of the Board of Directors in writing, or c) upon written request of at least twenty-five percent (25%) of Voting Members in good standing directed to the Secretary. In the call of a Special Meeting, notice of the time, place and the business to be transacted shall be sent to the Members not less than fifteen (15) days prior to such meeting. Business transacted at any Special Meeting shall be limited to that set forth in the Notice of said meeting.

Section 3. **Quorums.**

- a. Annual and Special Meeting: Such Voting Members in good standing and present will constitute a quorum.
- b. Adjournment: in the event of a failure of a quorum at any meeting of the membership, the meeting may be adjourned by the attending Voting Members to a later date, the reason thereof being stated in the minutes. All notice requirements for the subsequent meeting must be met for any additional meeting.

Section 4. **Votes Required.** A majority of the votes cast by the Voting Members at a meeting of Members, duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless more than a majority of votes cast is required by statute, by the Charter or by Article IX of these Bylaws. Voting Members may vote by written proxy.

Section 5. **Informal Action by Members.** Any action required or permitted to be taken at any meeting of Members may be taken without a meeting, if a consent in writing, setting forth such action, is signed by all the Voting Members entitled to vote on the subject matter thereof and such consent is filed with the records of the Corporation.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. **Management.** The entire and complete management of the Corporation, including all powers contemplated or provided by the laws of Maryland for members of nonstock corporations, shall be vested in the Board of Directors.

Section 2. **Number of Members of Board.** The full Board of Directors shall consist of not less than thirteen (13) and not more than eighteen (18) elected directors (the "Elected Directors"), plus all ex-officio directors referenced in these Bylaws. The Elected Directors and any ex-officio directors are collectively referred to herein as the "Directors," and individually as a "Director."

Section 3. **Nomination and Election of Elected Directors; Ex-Officio Directors**

- (a) Elected Directors.
 - (i) There shall be not less than thirteen (13) and not more than eighteen (18) Elected, who shall be Directors elected by the Voting Members at the time of the Annual Meeting.
 - (ii) Elected Directors will be nominated by the Board in advance of the Annual Meeting of the Members. Additional nominations may be presented from the floor.
- (b) Ex-Officio Directors.
 - (i) The Corporation's Officers (including the President) shall serve on the Board as ex-officio voting Directors.
 - (ii) The Chair and Chair-Elect of The Beacon Institute, Inc. (d/b/a The Beacon Institute, and Beacon Institute) shall serve on the Board as ex-officio voting Directors.
 - (iii) The Chair and Chair-Elect of Aegis Healthcare Business Solutions, Inc. ("Aegis") who are elected pursuant to the Articles and Bylaws of Aegis (dba LifeSpan Products and Services, and LPS) shall serve on the Board as ex-officio voting Directors.

Section 4. **Terms.** Elected Directors shall be elected to three year terms. Directors may serve an unlimited number of terms, but may not serve more than two (2) full terms in succession.

Section 5. **Vacancies.** Any Elected Director vacancy existing in the Board of Directors due to resignation, or any other cause shall be filled at any regular or special meeting by the election of a successor by the majority vote of the Board. An Elected Director designated to fill a vacancy shall serve the remainder of the unexpired term of the Elected Director he or she has replaced. Any vacancy in seats reserved for ex-officio Directors shall be filled when those positions are filled.

Section 6. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least quarterly on such dates and at such places as may be designated from time to time by the Board of Directors. The meetings may be conducted by telephonic communication provided that all Notice and quorum requirements set forth herein have been met.

Section 7. **Special Meetings.** Special meetings of the Board of Directors may be called at any time by the Chair, or at the request of any five (5) Directors. Such special meetings shall be held at such place or places within or without the State of Maryland as may be designated from time to time by a majority of the Board of Directors. The meetings may be

conducted by telephonic communication, provided that all Notice and quorum requirements set forth herein have been met.

Section 8. **Notice of Meetings.** Notice of the place, day and hour of every regular and special meeting shall be sent to each Director at least five (5) days before the meeting. Unless required by these Bylaws or by resolution of the Board of Directors, no Notice of any regular meeting of the Board of Directors need state the business to be transacted thereat but Notices of any special meeting shall include an agenda. Notice of any meeting of the Board of Directors shall be deemed to have been given to any Director who attends, or to any Director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notices. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no Notice need to be given of any such adjourned meeting other than by announcement.

Section 9. **Attendance.** Directors shall attend at least 50% of scheduled Board meetings.

Section 10. **Quorum.** At all meetings of the Board of Directors, a quorum shall consist of a majority of all the voting Directors. Except in cases in which it is by statute, by the Charter or by Article IX of the Bylaws otherwise provided, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to elect and pass any measure. In the absence of a quorum, the Directors present by majority vote and without notice other than by announcement to all Directors may adjourn the meeting from time to time until a quorum is reached. At such subsequent meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 11. **Compensation.** Directors, as such, shall not receive any compensation for their services. A Director who serves the Corporation in any other capacity, however, may receive compensation if approved by the Board of Directors.

Section 12. **Informal Action by Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors or of such committee, as the case may be, entitled to vote on the matter and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

Section 13. **Conflict of Interest.** Any duality of interest or possible conflict of interest on the part of an Officer or Director shall be disclosed to the Board when the interest becomes a matter of consideration by the Board. Officers or Directors having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her influence on the matter.

Section 14. **Resignations.** Any Elected Director may resign by filing a Notice with the Chair or with the Secretary.

Section 15. **Removal.** Any Director, or agent of the Corporation may be removed by a two-thirds (2/3) vote of the members of the Board of Directors present and voting, whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

ARTICLE V - OFFICERS AND COMMITTEES

Section 1. **Officers.** The officers of the Corporation shall be Chair, Chair Elect, Immediate Past Chair, President, Secretary and Treasurer (sometimes referred to herein, collectively, as the "Officers"). All Officers shall be ex-officio members of the Board of Directors with the same voting and other powers as other voting members of the Board. The Chair, Chair Elect and Immediate Past Chair shall hold office for one two-year term, the Secretary and Treasurer may serve up to two (2) consecutive two-year terms. The President shall hold office for a two-year term, and may serve an unlimited number of terms in that office.

Section 2. **Nomination and Election of Officers.** All of the Officers shall be elected by a majority vote of the Voting Members of the Corporation present at the Annual Meeting of the Members and shall hold office until their successors are elected and qualify. The Board shall nominate a slate of Officers in advance of the Annual Meeting of the Members. Additional nominations for Officers may be presented from the floor.

Section 3. **Committees.**

a. **Executive Committee.**

(1) The Executive Committee shall be comprised of the Officers (except for the President, who shall not serve as a member of the Executive Committee) and, at the discretion of the Chair, additional Directors who may be designated from time to time, with the approval of the Board. During the interval between meetings of the Board of Directors the Executive Committee, when in session, shall have the power to act on behalf of the Board of Directors, but it shall not have power to fill vacancies on the Board of Directors nor appoint Officers. The committee shall report promptly to the Board of Directors on the actions taken in carrying out its function. The report may be in the form of a summary of its minutes.

(2) The Executive Committee will recommend to the Board of Directors annually the certified public accountancy firm to complete the annual audit of the Corporation, in addition to the report required under Article VI. Section 3, and in such recommendation, will determine the scope of the audit and recommend such matter to the Board of Directors for approval as well as the proposed fee arrangements for the various levels of the audit. Additionally, the Executive Committee will review the scope of the audit, the internal accounting control procedures, monitor conflict of interest matters, and investigate questions of internal controls. On an annual basis the Executive Committee will meet with the auditors in regard to the management letter to be completed with the annual audit.

(3) The Executive Committee will review these Bylaws on a periodic basis and recommend necessary amendments to the Board of Directors and the Voting Members for approval.

b. **Other Committees.** Committees and Subcommittees may be appointed by the Chair with the approval of the Board of Directors, including, without limitation, the following:

(1) **Membership:** A Membership Committee may be appointed by the Chair and shall be responsible for cooperation with the Corporation in the administration of the membership requirements and generally for the orientation and assimilation of members into full association participation.

(2) **Public Policy:** A Public Policy Committee may be appointed by the Chair and shall be responsible for directing the Corporation's public policy positions.

(3) **Finance:** A Finance Committee may be appointed by the Chair which shall prepare a tentative budget for presentation to the Board of Directors and generally bring to the attention of the Board of Directors all questions regarding finance which require Board of Directors' consideration and action. The Treasurer shall be the Finance Committee Chair.

c. **Composition of Committees.** Committees shall consist of representatives of the member companies, appointed by the Chair, and may include members of the Board of Directors. Provided, however, that

only voting members of the Board who are members of a committee shall be entitled to vote on a matter that comes before a committee which relates to any power or authority delegated by the Board of Directors to such committee. Any appointed committee member may be removed by the Chair whenever, in the Chair's judgment, the best interests of the Corporation will be served thereby.

Section 4. **Chair.** The Chair shall preside at all meetings of the membership and of the Board of Directors at which he or she shall be present. In addition, the Chair shall perform all duties as, from time to time, may be assigned to him or her by the Board of Directors. The Chair shall be an ex-officio member of all committees.

Section 5. **Chair Elect.** The Chair Elect at the request of the Chair or in his or her absence or during his or her inability to act, shall perform the duties and exercise the functions of the Chair and when so acting shall have the powers of the Chair. The Chair Elect shall become Chair upon the expiration of the term of office of the Chair.

Section 6. **Immediate Past Chair.** The Immediate Past Chair shall serve as general advisor to the Chair and shall perform such other duties as the Chair may from time to time delegate.

Section 7. **President.** The President shall perform all duties incident to the office of the president of a corporation and shall have general charge and supervision of the business of the Corporation and may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation. In addition, the President shall perform all duties as, from time to time, may be assigned to him or her by the Chair or the Board of Directors. The President shall be an ex-officio member of all committees (except for the Executive Committee, of which the President shall not be a member). Unless the Board shall otherwise determine by resolution, to the extent the Corporation is a stockholder, member, or equity or vote holder of a corporation, limited liability company, or other type of company or organization (collectively, an "Organization"), the President shall represent the Corporation as the stockholder, member, or equity or vote holder of such Organization and shall have the power and duty to vote on, or appoint a proxy to vote on, or to sign an informal action consenting to, all matters which come before the stockholders, members or equity or vote holders of such Organization.

Section 8. **Secretary.** The Secretary shall assure that the minutes and records of the Corporation are maintained; shall serve all notices required by any statute and send all Notices required under these Bylaws unless otherwise specified herein, and shall be the official custodian of the records and seal of the Corporation. The Secretary shall present to the Board of Directors any communications addressed to the Secretary of the Corporation and shall attend to all correspondence of the Corporation and exercise all duties incidental to the office of Secretary.

Section 9. **Treasurer.** The Treasurer shall have charge and custody of all funds and securities of the Corporation, and shall insure that proper deposits of all funds in the name of the Corporation be made in such bank or banks selected by the Board of Directors. The Treasurer shall keep and maintain adequate and correct accounts of the Corporation's business transactions, including an account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

Section 10. **Resignations.** Any Officer or agent of the Corporation may resign by filing a Notice regarding the same with the Chair or with the Secretary.

Section 11. **Removal.** Any Officer or agent of the Corporation may be removed by a two-thirds (2/3) vote of the members of the Board of Directors present and voting, whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

Section 12. **Vacancies.** Vacancies in any Officer position shall be filled by the Board of Directors for the unexpired term.

ARTICLE VI - EXECUTION OF INSTRUMENTS, BOOKS AND RECORDS, NOTICE, AND FINANCE

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall be the twelve calendar months period ending December 31st in each year, unless otherwise provided by the Board.

Section 2. Execution of Instruments

- a. Checks, Drafts, etc. Checks, drafts and orders for payment of money shall be signed by such Officers or agents as the Board of Directors shall from time to time designate for that purpose.
- b. Documents. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.
- c. Authorization. When the execution of any contract, conveyance or other instrument has been authorized, without specification of the executing officers, the Chair or the Chair Elect and the President, Secretary or the Treasurer may execute the same in the name and on behalf of the Corporation, and may affix the corporate seal thereto. The Board of Directors shall have the power to designate the Officers and agents who shall have the authority to execute an instrument on behalf of this Corporation.

Section 3. **Books and Records.** The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board and of any committee when exercising any of the powers of the Board. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

Section 4. **Notice.** For purposes of these Bylaws, "Notice" shall mean the sending of the particular information required in these Bylaws to the intended party or parties by any one or more of the following methods: (i) hand delivery, U.S. mail (postage prepaid), courier service or overnight delivery to the intended recipient's last known physical address, or (ii) electronic transmission (e.g., e-mail, fax, text message, etc.) to the intended recipient's applicable form of address required to send the information by electronic transmission (e.g., e-mail address, facsimile number, text message number, etc.). Unless otherwise specified in these Bylaws, the information to be conveyed in a Notice shall be in writing.

Section 5. **Annual Reports.** There shall be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding calendar year, which shall be submitted at the Annual Meeting of the Members, and, within 20 days after that meeting, placed on file at the Corporation's principal office, in written form or in any other form that may be converted within a reasonable time into written form for visual inspection. Such statement shall be prepared by such Officer of the Corporation as may be designated by the Board of Directors. If no other Officer is so designated, it shall be the duty of the President to prepare such statements.

Section 6. **Budget.** Each year on or before October 10th, the Board of Directors shall adopt a recommended budget for the Corporation. The recommended budget shall be submitted

to each Voting Member for comment by way of a Notice. After consideration of all comments received not later than November 10th, the Board of Directors shall finally adopt the budget with or without amendments, on or before December 10th. Said budget shall be the basis for determining the payments to be made in the next fiscal year.

ARTICLE VII - LIMITATION ON POWERS

Section 1. **Dissolution.** In the event of the termination, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for the payment of all the proper liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for exempt purposes within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code.

Section 2. **Limit on Powers to Create Personal Obligations.** Neither the officers, the Board of Directors, any committee or member, nor any agent or employee, of the Corporation shall have authority to contract any indebtedness or incur any obligation on behalf or any other member of or contributor to the Corporation. No member, officer, Director, or agent of the Corporation shall ever be personally liable for any debt, contract, obligation or tort of the Corporation, nor of any other member, officer, Director or agent.

ARTICLE VIII – CHIEF EXECUTIVE OFFICER

The President shall be the chief executive officer of the Corporation, shall have full responsibility for the daily management of the Corporation and shall be responsible to the Chair and to the Executive Committee.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended by a majority vote of the Voting Members at an annual meeting of the membership at which a quorum is present or at a regular or special meeting of the membership at which a quorum is present and which was duly called or held at least in part for that purpose and notice of such a regular or special meeting shall be given to the Members at least thirty (30) days in advance of such meeting. Notice of a meeting at which an amendment to these Bylaws will be considered shall contain a copy of the proposed amendment. Voting Members may vote by written proxy.

ARTICLE X – ARGENTUM

Section 1. **Argentum** The Corporation is to operate as a state-wide membership organization affiliated with Argentum (Argentum is Virginia corporation that operates a national trade association) for the benefit of providers, associates, operators and owners of senior living communities; organizations, vendors or individuals who provide goods or services to assisted living providers; and any other organization agency, research facility or individual interested in the assisted living industry.

ARTICLE XI– INDEMNIFICATION

Section 1. **General.** The Corporation shall indemnify: (1) any individual who is a present or former Director or officer of the Corporation; or (2) any individual who serves or has served in another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a Director or officer, or as a partner or Director of such partnership or employee benefit plan, at the request of the Corporation and who by reason of service in that

capacity was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted under the Maryland General Corporation Law. The Corporation may, with the approval of the Board, provide such indemnification for any employee or agent of the Corporation.

Section 2. **Advancement of Expenses.** Reasonable expenses incurred by a Director, officer, employee or agent who is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid or reimbursed by the Corporation, upon the approval of the Board, for the costs and expenses incurred by such person in connection with such proceeding in advance of the final disposition of the proceeding upon receipt by the Corporation of: (1) a written affirmation by the party seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by the Corporation as authorized herein has been met; and (2) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 3. **Exclusivity.** The rights of indemnification and advancement of expenses provided by the Charter or these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and such rights shall continue in respect of all events occurring while a person was a Director or officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Charter or these Bylaws shall be deemed to be a contract between the Corporation and each Director or officer of the Corporation who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment of this Article XI, Section 3, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Article XI shall not in any way diminish any rights to indemnification or advancement of

expenses of such Director or officer or the obligations of the Corporation arising hereunder with respect to events occurring, or claims made, while this Article VII, Section 3, or any provision hereof, is in force.

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These Amended and Restated Bylaws of Mid-Atlantic LifeSpan, Inc. were approved and adopted by the Voting Members as of _____, 2018 as the bylaws of the Corporation (and replace, in their entirety, all prior versions of the Corporation's bylaws).

_____, Secretary

Dated: _____, 2018

Mid-Atlantic Lifespan bylaws updated 5/5/04, 5/12/05, 5/10/07, 5/4/12, 9/18/13, __/__/2018

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