

**BY-LAWS
OF
ACCESS TO CARE FOUNDATION**

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ARTICLE 1. OFFICES

The principal office of Access to Care Foundation (the "corporation") shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Membership

The corporation shall not have members.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number, Election and Tenure

The Board shall consist of not less than three Directors. Initial Directors shall be elected by the incorporator(s). Successor Directors shall be elected by the affirmative vote of a majority of Directors serving at the time. A Director shall hold office for a term of one year. Despite the expiration of a Director's term, a Director shall continue to serve until the Director's successor is elected, appointed, or designated and until the Director's successor takes office.

3.3 Regular Meetings

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

3.4 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or a majority of

the Board. The person or persons authorized to call special meetings may fix any place as the place for holding any special Board or committee meeting called by them. Notice of a special meeting shall be delivered to the Directors not less than two days before the meeting according to the provisions of Section 3.7 of these By-Laws.

3.5 Meetings by Telephone or Internet

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone, Internet videoconferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.6 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.7 Notice of Special Meetings

3.7.1 In Writing

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. If notice is delivered via regular mail, the notice shall be deemed effective five days after being deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

3.7.2 Personal Communication

Notice may be by personal communication with the Director.

3.7.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is

automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

3.7.4 Posting Electronic Notice

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.7.4.

3.8 Waiver of Notice

3.8.1 Record

Whenever any notice is required to be given to any Director under the provisions of these By-Laws, the Articles of Incorporation or applicable law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.8.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.9 Quorum

A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.10 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these By-Laws, the Articles of Incorporation or applicable law.

3.11 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as chair of the meeting before the adjournment thereof, or forwards such dissent or abstention to the President of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.12 Action by Board without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.13 Resignation

Any Director may resign at any time by delivering written notice to the President, the Treasurer, or the Board; or by giving oral notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.14 Removal

One or more Directors (including the entire Board) may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors then serving.

3.15 Vacancies

Any vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall serve the remainder of the term of his or her predecessor in office. Despite the expiration of a Director's term, a Director shall continue to serve until the Director's successor is elected, appointed, or designated and until the Director's successor takes office.

3.16 Compensation

The Directors shall receive no compensation for their service as Directors, but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a President and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers, including a Vice President, may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

4.2 Election and Term of Office

The officers of the corporation shall be elected each year by the Board. Unless he or she dies, resigns, or is removed, each officer shall hold office until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, the Treasurer or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these By-Laws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time. The Vice President shall be responsible for supervising the preparation of the minutes of meetings of the Board and the maintenance and authentication of the records of the corporation.

4.7 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these By-Laws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.8 Vice President

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was

designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Compensation

The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the corporation.

ARTICLE 5. INTERESTS OF DIRECTORS AND OFFICERS

5.1 Compensation

Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

5.2 Conflict of Interest

Directors and officers shall disclose to the Board any financial interest that the Director or officer directly or indirectly has in any person or entity that is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

5.3 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

ARTICLE 6. EXECUTIVE DIRECTOR

The corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. The Executive Director shall manage the affairs of the corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. The Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge.

ARTICLE 7. INDEMNIFICATION

To the fullest extent permitted by law, the corporation shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he or she is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director or officer of another corporation against expenses and amounts paid in settlement actually and necessarily incurred by him or her in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person that the corporation has the power to indemnify under the law. The indemnification provided by this Article 7 shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

ARTICLE 8. STANDING BOARD COMMITTEES

8.1 Creation of Committee

The Board, by majority vote, may designate and appoint one or more standing committees, each of which shall consist of not less than two Directors, to assist in preparing and implementing organization policies and programs. Committee members shall serve at the pleasure of the Board for one year or until they are reelected, or their successors are elected. The majority of members of a standing committee must be Directors. Committee members may be removed at any time, with or without cause, by the Board. Chairs of committees shall be appointed by the Board.

8.2 Meetings

A committee shall meet, from time to time, when any such meeting is called by the chair of the committee, or by a majority of the members of the committee. It shall keep regular minutes of its meetings and deliver such minutes to the Board.

8.3 Quorum

A majority of the members of the committee shall constitute a quorum for the transaction of business at a meeting of the committee.

8.4 Manner of Acting.

The act of a majority of the members present at a meeting of the committee which a quorum is present shall be the act of the committee.

8.5 Action by the Committee without Meeting.

Any action which could be taken at a meeting of the committee may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the members. Any such written consent shall be inserted in the minute book as if it were the minutes of a committee meeting.

ARTICLE 9. ADVISORY COMMITTEES

The Board may create advisory committees to serve to advise the Board, officers and employees of the corporation in any and all matters. Members of an advisory committee shall be appointed by the Board. Advisory committees may prescribe rules and regulations for the call and conduct of meetings and all other matters relating to its procedures and responsibilities. Advisory committees may elect a chair from among their membership. They shall keep regular minutes of their meetings and deliver such minutes to the Board.

ARTICLE 10. ADMINISTRATIVE AND FINANCIAL PROVISIONS

10.1 Loans

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

10.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

10.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

10.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

10.5 Books and Records

The corporation shall keep at its principal office copies of its current Articles of Incorporation and By-Laws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

10.6 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending September 30.

10.7 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these By-Laws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 11. AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these By-Laws, or by the written consent of each of the Directors.