

**REVISED AND RESTATED**  
**BYLAWS**  
**OF**  
**NINE HEALTH SERVICES, INC.**

**Adopted May 6, 2004 as amended through December 31, 2007**

**ARTICLE I – OFFICES**

1.1 Offices. The principal office of the corporation initially shall be at 1139 Delaware Street, Denver, Colorado 80204-3607, but the Corporation may, in the discretion of the Board of Trustees, keep and maintain offices wherever the activities of the Corporation may require.

1.2 Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with the registered office. The initial registered office and the initial registered agent are specified in the Articles of Incorporation. The Corporation may change its registered office or change its registered agent, or both, upon filing a statement as specified by the Colorado Nonprofit Corporation Act in the office of the Secretary of State of Colorado, or by otherwise complying with Colorado law as it may apply from time to time.

**ARTICLE II – BOARD OF TRUSTEES**

2.1 General Powers and Duties. The activities, property, and affairs of the Corporation shall be managed by or under the direction and supervision of the Board of Trustees, from now on referred to as “Board”. The Board, in carrying out the purposes set forth in the Articles of Incorporation, shall have and exercise, on behalf of the Corporation, all the rights, powers and privileges given to the Corporation as a not-for-profit corporation organized under the laws of the State of Colorado and given to the Corporation pursuant to the Articles of Incorporation or these Bylaws.

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2.2 Number. The number of trustees of this Corporation shall be fifteen in addition to ex-officio Trustees. The numbers of trustees may be increased or decreased by an amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The chief executive officer of the corporation shall be an ex-officio Trustee without a vote.

2.3 Qualification. The trustees shall be natural persons at least eighteen years old, but need not be residents of the State of Colorado. The trustees shall be persons who are interested in furthering the charitable and educational purposes of the Corporation.

2.4 Term of Office. Except as otherwise provided in Section 2.6, and except for appointments made in November, 1999, at which time the Board of Trustees had the authority to designate three Trustees with two year terms, three Trustees with three year terms, and three Trustees with four year terms, to allow orderly staggering of terms in the future, Trustees shall be elected to hold office for a term of three years. Three of the trustees shall be appointed by 9K\*USA, with one being the General Manager of 9K\*USA, (the "9K\*USA Trustees") and the remaining trustees shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees held in accordance with Section 3.1 hereof. Any trustee, except a 9K\*USA Trustee, who has served on the Board of Trustees for two consecutive terms shall take a hiatus of not less than six months before being re-elected to the Board.

2.5 Vacancies. Except with respect to 9K\*USA Trustees, any vacancy occurring on the Board of Trustees and any trusteeship to be filled by reason of the removal, resignation, hiatus or death of any elected trustee, or by reason of an increase in the size of the Board of Trustees, shall be filled by nomination and the affirmative vote of a majority of the remaining trustees of the Corporation subject to Section 3.5. A trustee elected to fill a vacancy shall serve out the remaining term of the trustee whose vacancy was filled, and such remaining term shall not be counted when calculating two consecutive terms as set forth in Section 2.4 hereof.

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2.6 Removal and Resignation. 9K\*USA Trustees may be removed, with or without cause, by 9K\*USA General Manager. Any other trustee may be removed, with or without cause, upon the affirmative vote of a majority of the remaining trustees of the corporation. Any trustee may resign at any time by giving written notice to the Chair of the Board or the Secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

2.7 Attendance. Members of the Board of Trustees shall attend all meetings of the Board. The Board of Trustees may remove any director who has been absent, without excuse, from two (2) successive scheduled meetings of the Board upon the vote of the Trustees.

2.8 Compensation of Trustees. No trustee shall receive compensation for his or her services as a trustee or as a member of a committee. A trustee may serve the Corporation in some other capacity and receive reasonable compensation for doing so.

### **ARTICLE III – MEETINGS OF THE BOARD**

3.1 Meetings. The Board of Trustees shall hold quarterly meetings on the first Thursday of February, May, August and November and such additional regular or special meetings as it may determine. The November meeting shall be the “Annual” meeting of the Board of Trustees. The term of office of trustees and officers elected at the annual meeting shall commence on January 1 of the next calendar year. Meetings shall be held at such place within or without the State of Colorado which has been designated from time to time by resolution of the Board of Trustees. Special meetings of the Board of Trustees may be called by the Chair of the Board, the Vice-Chair, or any two trustees. Such meetings shall be held at the place designated by the person or persons calling the meeting or, in the absence of such designation, at the principal office of the Corporation.

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3.2 Conduct of Meetings. Meetings of the Board of Trustees shall be presided over by the Chair of the Board, or, in his or her absence, by the Vice-Chair. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Trustees, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

3.3 Notices. Notice of each meeting of the Board of Trustees, stating the date, hour, and place of such meeting, shall be given to each member of the Board of Trustees by the Secretary of the Corporation for the quarterly meetings and by or at the direction of the persons calling the meeting in other cases. The notice may be given in person, by depositing it in the United States mail, by e-mail or by fax. Such notice must be given at least three days before the meeting. Notice given by United States mail shall be addressed to the trustee at the last address he or she has furnished to the Corporation, and any notice so mailed shall be deemed to have been given at the time it is mailed. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by law or these Bylaws.

3.4 Waiver of Notice. A written waiver of notice of a meeting signed by a trustee, whether before, at, or after the meeting, shall be equivalent to the giving of a due and proper notice and a waiver of objections to the calling or convening of the meeting. Attendance or participation of a trustee at a meeting shall constitute a waiver of notice of such meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.5 Quorum. A majority of the trustees in office shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees. The act of a majority of the trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees, except as otherwise specifically required by law, the Articles of Incorporation, or these Bylaws. Each member of the Board present at a meeting shall be entitled to one vote on each matter submitted to the Board. Proxy voting by trustees shall not be permitted. Once a meeting is duly convened with a quorum present, all trustees counted in the initial quorum shall be deemed to be present for quorum purposes until the remaining trustees adjourn the meeting.

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3.6 Attendance by Telephone. Members of the Board of Trustees may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

3.7 Action by Trustees Without a Meeting. Any action of the Board of Trustees required to be, or which may be, taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees. Such a consent may be signed in counterparts and shall be effective as of the date of the last signature, unless the consent specifies a different effective date. Such written consents shall be filed with the minutes of the proceedings of the Board.

#### **ARTICLE IV – COMMITTEES**

4.1 Committees of the Board of Trustees. The Board of Trustees from time to time may designate and appoint one or more committees. All committees shall be given an explicit charge and shall serve at the pleasure of the Board. Each committee shall be chaired by a member of the Board of Trustees. Members of the committee other than the Chair of the Committee need not be Trustees of the Corporation.

4.2 Executive Committee. The Board of Trustees or the Chair may establish an Executive Committee, which shall be comprised of the Chair, Vice-Chair, Secretary, Treasurer, and any other persons who the Chair may from time to time appoint to serve on the Committee. The Executive Committee shall have the power of quick response and any other authority, powers or duties delegated to it by resolution of the Board of Trustees.

4.3 Medical Advisory Committee. The Board of Trustees or the Chair may establish a Medical Advisory Committee, which may include persons who are not trustees, to advise the Board of Trustees on medical issues affecting the Corporation. Such Committee shall act only in an advisory capacity; it shall not have any of the authority, powers or duties of the Board of Trustees. The Board of Trustees may provide by resolution such procedures for the operation of such Advisory Committee as the

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Board of Trustees deems necessary or appropriate. The Medical Advisory Committee shall review, advise and educate the staff and the Board on medical issues relevant to the Corporation.

4.4 Finance/Audit Committee. The Board of Trustees or the Chair may establish a Finance/Audit Committee which shall be responsible for the financial affairs of the Board of Trustees, including working with the manager of the investment portfolio of the Corporation. The Treasurer shall chair the Finance/Audit Committee.

4.5 Nominating Committee. The Board of Trustees or the Chair may establish a Nominating Committee which shall secure the future of Nine Health Services, Inc. by proposing a slate of leaders for election and to be at least a part of the program of board development.

4.6 Resource Development Committee. The Board of Trustees or the Chair may establish a Resource Development Committee which shall research, evaluate, recommend and be directly involved in the solicitation and generation of funds to benefit Nine Health Services, Inc.

4.7 Communications/Technology Committee. The Board of Trustees or the Chair may establish a Communications/Technology Committee which shall be responsive to the marketing and public relations needs of the Board of Trustees and staff of Nine Health Services, Inc., shall work at expanding and enhancing all publicity opportunities in the community, and shall study and make recommendations to the Board of Trustees regarding the Corporation's information systems, their integration and redevelopment.

4.8 Community Involvement Committee. In accordance with the 9Health Fair mission and program objectives, the Community Involvement Committee shall work to build rapport with all communities that our organization is not currently serving.

## **ARTICLE V – OFFICERS**

5.1 Number and Election. The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, each of whom shall be elected by the Board of Trustees at a regular,

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annual or special meeting of the Board. In addition, the Board of Trustees or the Chair may appoint one or more assistant secretaries and such other officers and agents as the Board of Trustees or the Chair shall deem necessary, who shall hold their offices and agencies for such terms (not exceeding two years for any one term) and shall have such authorities, powers and duties as shall be determined from time to time by these Bylaws, the Board of Trustees, or the Chair. An extension of the two term limit for a Board member who is serving as an officer of the Board at the time his or her term is to expire shall automatically be extended to the end of his or her term as an officer, but he or she shall be an ex-officio member of the Board, with voting privileges, so that staggered terms of the Board may be maintained. Any two or more offices may be held by the same person, except the offices of Chair and Secretary. The officers of the Corporation shall be natural persons at least eighteen years old.

5.2 Chair. The Chair of the Board of Trustees shall preside at all meetings of the Board of Trustees and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Trustees or prescribed by these Bylaws.

5.3 Vice-Chair. The Vice-Chair of the Board of Trustees shall preside at all meetings of the Board of Trustees when the Chair is not present and shall perform such other powers and duties as may be, from time to time, assigned to him or her by the Board of Trustees or prescribed by these Bylaws. The Vice-Chair shall be the Chair-Elect of the Board.

5.4 Secretary. The Secretary shall be responsible for the maintenance of all corporate records and files, give, or cause to be given, notice of meetings of the Board of Trustees or the minutes of Board meetings, exhibit such minutes and these Bylaws to any trustee at any reasonable time upon appropriate request, have charge of the corporate seal, have authority to impress or affix the corporate seal to any instrument requiring it and attest to the genuineness of the seal and of the signatures of corporate officers, attend to the preparation and filing of reports to governmental agencies (other than tax returns), and have such other authority, powers and duties as are appropriate and customary for the office of Secretary or as the Board of Trustees or the Chair may prescribe from time to time.

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5.5 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) 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 such banks, trust companies or other depositories as shall be selected by the Board of Trustees; and (c) 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 Board of Trustees or the Chair. The Treasurer shall be the Chair of the Finance Committee.

5.6 Vacancies. Any vacancy occurring in any office of the Board of Trustees, the election of which is made by the Board of Trustees, shall be filled by the vote of the Board of Trustees of the Corporation.

5.7 Removal and Resignation. Any officer elected or appointed by the Board of Trustees may be removed, with or without cause, at any time by the affirmative vote of a majority of the Board of Trustees, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer may resign at any time by giving written notice of his resignation to the Chair or to the Secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

5.8 Compensation. Subject to Article Three, Section D.2 of the Articles of Incorporation, officers may receive such compensation for their services as may be authorized or ratified by the Board of Trustees from time to time. No officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a trustee of the Corporation. In all cases, any compensation received by officers of this Corporation shall be reasonable and given in return for services actually rendered to the Corporation which relate to the performance of the charitable or educational purposes of the Corporation. Election or appointment of an officer shall not of itself create a contract or other right to compensation for services performed as such officer.

## **ARTICLE VI – INDEMNIFICATION**

6.1 Definitions. For purposes of this Article:

6.1.1 The term “director or officer” shall include a person who is or was serving at the request of the Corporation as a trustee, committee member, or employee.

6.1.2 The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses, including council fees, incurred with respect to a proceeding.

6.1.3 When used with respect to a director, the phrase “official capacity” shall mean the office of director of the Corporation, and, when used with respect to a person other than a director, shall mean the office in the Corporation held by the officer or the employment, fiduciary or agency relationship undertaken by the employee or agent on behalf of the Corporation.

6.1.4 The term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

6.2 General Provisions. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation, against liability actually and reasonably incurred in the proceeding if such person: (i) acted in good faith, (ii) reasonably believed, in the case of conduct in official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and (iii) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section either: (i) in connection with a proceeding brought by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation, or (ii) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person’s official capacity, in which the officer or director is ultimately adjudged liable on the basis that the director or

officer improperly received personal benefit. Indemnification under this Section in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section.

#### **ARTICLE VII – MISCELLANEOUS**

7.1 Fiscal Year. The fiscal year of the Corporation shall be the year ending December 31.

7.2 Seal. The Board of Trustees of the Corporation may adopt a seal which shall be circular in form and shall bear the name of, the Corporation and the words “SEAL” and “COLORADO” which, when adopted, shall constitute the corporate seal of the Corporation. The seal may be used by causing it, or a facsimile thereof to be impressed, affixed, or in any manner reproduced. Failure to affix the seal to any document shall not affect the validity of the document.

7.3 Annual Audit. An annual independent audit of the Corporation’s financial records may be conducted in accordance with generally accepted accounting principals. The person or persons to conduct such an audit shall be appointed by vote of the Board of Trustees of the Corporation.

7.4 In the event of a dispute concerning procedure, Robert’s Rules of Order shall be the parliamentary authority for the Corporation.

#### **ARTICLE VIII– AMENDMENTS OF BYLAWS**

These Bylaws may be altered, amended, supplemented or repealed, and new Bylaws adopted at any meeting of the Board of Trustees by an affirmative vote of a majority of the trustees in office.

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