

**AMENDED AND RESTATED BYLAWS OF
EASTERN MEDICAID PHARMACY ADMINISTRATORS ASSOCIATION**

A Not-For-Profit Kansas Corporation

**ARTICLE I
Name and Location**

Section I. NAME.

The name of the Corporation shall be the EASTERN MEDICAID PHAMACY ADMINISTRATORS ASSOCIATION.

Section 2. REGISTERED OFFICE

The location of its registered office is 990 SW Fairlawn Road Topeka, KS 66606, in Topeka, Shawnee County, Kansas, and the registered agent at such location shall be CBIZ MHM, LLC Certified Public Accountants. The Corporation may establish and maintain offices or places of business at such other locations as the Board of Directors may, from time to time, designate or the business of the Corporation may require.

**ARTICLE II
Purpose**

The purpose of this association is:

1. To promote communication and professional relations among State Medicaid Programs in order to improve the quality and scope of medical care provided to recipients of Medical Assistance.
2. To inform health professionals and federal and state agencies and other bodies relative to important health issues relevant to Medical Assistance.
3. To adopt policies and principles which will serve for the guidance of the association in the establishment or improvement of their programs.
4. To work closely with appropriate bodies and committees of other local and/or national health care organizations interested in improving the quality and scope of medical care to recipients of Medical Assistance.

**ARTICLE III
Membership**

Section 1. SELECTION OF MEMBERS

Members will be limited to Pharmacy Consultants or administrators actively engaged in the direct administration or management of a Pharmacy Medical Assistance Program in each member's State.

Section 2. The following States are considered as members of the EASTERN MEDICAID PHARMACY ADMINISTRATORS ASSOCIATION

Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Washington DC, West Virginia. Any State that is not affiliated with the Southern and Western Medicaid Pharmacy Administrators Associations may apply for membership.

Section 3. APPLICATION FOR MEMBERSHIP

Applications for membership shall be made in the manner prescribed by the Board of Directors. The Board of Directors shall have authority to grant without application honorary memberships under such terms and conditions as adopted by the Board of Directors.

Section 4. RESIGNATION OF MEMBER

Any person may resign from membership by submitting a written resignation to the Board of Directors.

Section 5. SUSPENSION OR TERMINATION OF MEMBERSHIP

If any member shall commit any act prejudicial to the conduct of the affairs of the Corporation or to the purposes for which the Corporation is funded and operated, or any member shall change their status so as to be ineligible for the class or type of membership granted to such individual, then such individual shall be notified in writing by the Board of Directors of the intent to terminate or suspend such person's membership. Such individual shall have a period of time, not to exceed thirty days after receipt of such written notification, to respond in writing. Such person may also request a hearing to be attended by the Board of Directors at which they may present their arguments in favor of continuing membership. By a majority vote of all of the members of the Board of Directors the membership of such person may be terminated or suspended after the time has expired for their opportunity to provide written response and after opportunity for hearing has been granted if so requested. Suspension shall not be appropriate where the person has ceased to qualify for membership in the organization. Such members shall be notified of the actions taken by the Board of Directors and any restrictions or limitations placed upon such suspension or termination. All written notices provided hereunder shall be delivered by registered mail to the member's last known address on the books of the Corporation.

Section 6. NON-TRANSFERABILITY OF MEMBERSHIP

Memberships in the Corporation shall be non-transferable either by intervivos or testamentary device or otherwise.

Section 7. PLACE OF MEMBERSHIP MEETINGS

All meetings of the membership shall be held at the principal office of the Corporation unless another place within or without the State of Kansas is designated by the Chairperson.

Section 8. TIME OF ANNUAL MEMBERSHIP MEETING

The annual meetings of the membership shall be held in the month of October of each calendar year during the existence of the Corporation or on such date as specified by the Chairperson. The annual meeting will be scheduled in coordination with the chairpersons' of the Western and Southern associations. At such meeting, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the power of the members.

Section 9. NOTICE

Written notice of each meeting of the membership shall be given to each member either personally, electronically, by mail or by other means of written communication, postage prepaid, addressed to such member at their last known address appearing on the books of the Corporation or given by such member to the Corporation for the purpose of receiving notice. If a member provides no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the Corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All notices of any meetings of the membership shall be provided to each member not less than ten days prior to the date of such meetings and shall specify the place, the date and hour of such meeting and shall state matters if any as may be expressly required by statute for prior notice to the members.

Section 10. SPECIAL MEETINGS

Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the Chairperson or by a majority vote of the Board of Directors. Notice of any special meeting shall be given the same manner as other meetings for the membership, and shall include the general nature of the business to be conducted at such special meeting.

Section 11. ADJOURNMENT OF MEMBERSHIP MEETING

Any membership meeting whether or not a quorum is present may be adjourned from time to time by a vote of the majority of the Board of Directors present there, but in the absence of a quorum no other business may be transacted at such meeting. When any membership meeting is adjourned for more than thirty days, notice of the adjourned

meeting shall be given as in the case of any original membership meeting, otherwise no such additional notice shall be required thereof.

Section 12. QUORUM

The presence in person of at least 40% of the Board of Directors of the Corporation at any meeting of the membership shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 13. INFORMAL ACTION BY MEMBERS

The transaction of any meetings of membership either annual or special, however called and noticed, shall be as valid as at any meeting duly held after regular call and notice, if a quorum be present either in person or if either before or after the meeting each of the members entitled to vote and not present at such meeting in person signs a written waiver of notice, or a consent to the holding of such meeting, or an approval shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 14. PROXIES

There shall be no proxies.

Section 15. INSPECTION OF CORPORATE RECORDS BY MEMBERS

The membership ledger, the books of account, the minutes and proceedings of members, the Board of Directors, and Executive Committees of the Board of Directors shall be open to inspection upon the written demand of any members within five days of the receipt of such demand during ordinary business hours if for a purpose reasonably related to the interest as a member. The list of members entitled to vote shall be prepared and open to inspection of any member during any meeting of the membership and for five business days prior thereto.

Section 16. INSPECTION OF CORPORATE BYLAWS

The Corporation shall keep at its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Vice Chairperson, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

ARTICLE IV
Directors

Section I. GENERAL POWERS

The Directors shall have all corporate powers as set forth in the Articles of Incorporation and all such other corporate powers and authority to operate the business and affairs of the Corporation. Without prejudice to such general powers, but subject to the same limitations as may be set forth in the Articles of Incorporation, it is hereby expressly declared that the directors shall have the following powers:

- 1 To select or remove all other officers, agents and employees of the Corporation, prescribe such powers and duties for such officers, agents or employees as may not be inconsistent with law, fix compensation and establish such other rules and procedures as necessary for the employment and conduct of the Corporation's business.
- 2 To conduct, manage and control the affairs and business of the Corporation and make such rules and regulations therefore not inconsistent with the law, or with the Articles of Incorporation.
- 3 To change the principal office, registered office or registered agent of the Corporation as set forth in Article I hereof, to fix and locate from time to time one or more additional offices of the Corporation within or without the State of Kansas, to designate any place within or without the State of Kansas for the holding of any membership meeting, to prescribe the forms and requirements for membership and to adopt such forms for application of membership as may be deemed reasonable and necessary, and to issue and designate the articles and provisions for honorary membership.
- 4 To borrow money and incur indebtedness for purposes of the Corporation and to cause to be executed and delivered therefore in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.
- 5 To appoint an Executive Committee or such other committees as deemed necessary or reasonable by the Corporation to designate and delegate to such committees any of the powers and authority of the Board in the management, business and affairs of the Corporation except the power to adopt, amend, or repeal these Bylaws. Any committee of the Board of Directors shall be composed of any two or more of the members of the Board of Directors.

Section 2. NUMBER OF DIRECTORS

The number of the Board of Directors of this Corporation shall not be less than one (1) nor more than thirty (30). Directors must be members of the Corporation.

Section 3. ELECTION, TERM, QUALIFICATIONS

The members from each state shall designate one person from the members of that state who shall serve as the Director for that member's State. They shall hold office for one (1) year or until their successors are respectively elected and qualified, until death, until removal or until resignation in writing has been filed with the Corporation. A Director may be removed from office at any time with or without cause by a majority vote of the Board of Directors. Other members from the state will be known as associate members and will have no voting rights.

Section 4. WHEN QUALIFIED

A Director shall be deemed qualified as such when designated.

Section 5. LIABILITY UPON RESIGNATION

When a Director shall have filed a resignation in writing with the Vice Chairperson of the Corporation, said Director shall cease to be liable for any acts of the Corporation which are done subsequent to the filing of said resignation.

Section 6. QUORUM

Forty percent of the total number of Directors then serving on the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting, unless a larger percentage shall be required by these Bylaws, shall be regarded as the act of the Board of Directors. The Directors present at any duly called or held meeting at which a quorum is originally present may continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 7. VOTING

Each Director shall have one vote. All votes required of Directors hereunder may be by voice vote or show of hands unless a written ballot is requested by any member of the Board of Directors then present. Every reference to a majority or other proportion of the members of the Board of Directors shall refer to a majority or other proportion of the votes of such directors.

Section 8. COMPENSATION

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 9. INITIAL BOARD OF DIRECTORS

Notwithstanding any other provision or section contained herein, the initial members of the Board of Directors of this Corporation shall be selected by the incorporator of this association and designated in writing by such individual. All such members of the Board of Directors shall serve as member of the Board of Directors until the next annual meeting of the membership for the election of the members of the Board of Directors as set forth herein.

Section 10. MEETINGS

Regular meetings of the Board of Directors shall be held at the principal office or at some other location, without notice, and immediately following the annual Membership meeting for the purpose of organization, election of officers and transactions of other business.

Special meetings of the Board may be called by the Chairperson on at least five (5) days' notice to each Director, either personally, by mail, or by any electronic communication; special meetings shall be called by the Chairperson or Vice Chairperson in like manner and on like notice on the written request of two (2) directors.

Section 11. ORDER OF BUSINESS AT DIRECTORS MEETINGS

The order of business at any regular meeting of the Board of Directors shall be as follows:

- (a) Submission by the Vice Chairperson of a certificate of service of notice of the meeting or of the waiver of notice of the meeting signed by all Directors.
- (b) Reading of minutes.
- (c) Reports of Officers.
- (d) Motions and resolutions.
- (e) Election of Officers when that is the purpose of the meeting.
- (f) Miscellaneous business.
- (g) Adjournment.

Section 12. ACTION WITHOUT A MEETING

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed by all of the Directors and filed with the minutes of the proceedings of the Board of Directors. Any action may be taken by the Board of Directors utilizing the telephone or other electronic means of communication which allows each Director to express their respective opinion; provided such communications are reduced to writing and filed with the minutes of the proceedings of the Board of Directors.

ARTICLE V
Officers

Section 1. OFFICERS

The authorized officers of this Corporation shall consist of a Chairperson, a Vice Chairperson who shall also act as Secretary, Treasurer, and immediate past Chairperson.

Section 2. TERM

Officers shall be elected by ballot every two years. At each election, the Vice Chairperson shall automatically succeed to Chairperson. The Chairperson shall succeed to Immediate Past Chairperson and the Immediate Past Chairperson shall leave office.

Nominations and voting will take place for the office of Vice Chairperson/Secretary. The Treasurer shall hold the office, to allow for consistency of all financial matters, until such time as the post is relinquished, or until the membership nominates and votes to have a new member serve as treasurer.

Section 3. CHAIRPERSON

The Chairperson shall preside at all meetings of the Directors and Membership and shall have general charge of and control over the affairs of the Corporation subject to the Board of Directors. The Chairperson shall keep the Board of Directors fully informed; shall freely consult the Board concerning the business of the corporation in the Chairperson's charge, shall be an ex officio member of all standing committees of the Board of Directors; may sign and execute all contracts, checks or other obligations in the name of the Corporation, and with the Vice Chairperson, may sign all certificates of membership in the Corporation; and shall do and perform such other duties as from time to time may be assigned by the Board of Directors.

Section 4. VICE CHAIRPERSON/SECRETARY

The Vice Chairperson shall have such powers and shall perform such duties as may be assigned by the Chairperson or by the Board of Directors. In case of the death, disability, refusal to act, or absence of the Chairperson, the Vice Chairperson shall perform and be vested with all the duties and powers of the Chairperson.

The Vice Chairperson shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the Membership; shall attend to the giving and serving of all notices of the Corporation; may sign with the Chairperson, in the name of the Corporation, all contracts authorized by the Board of Directors, and when so ordered by the Board of Directors, shall affix the seal of the corporation, if any, thereto; shall have charge of the membership certificate books, corporate seal, if any, and membership ledgers, and such other books and papers as the Board of Directors may direct, all of which shall, at all reasonable times, be open to the examination of any Director, upon application at the office of the Corporation during business hours; shall sign, with the

Chairperson, all certificates of membership in the Corporation; and shall, in general, perform all the duties incident to the office of Vice Chairperson, subject to the control of the Chairperson and the Board of Directors.

Section 5. TREASURER

The Treasurer shall have custody of all the funds and securities of the Corporation which may come into the Corporation's hands; when necessary or proper, shall endorse on behalf of the Corporation, for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or depository as the officers may designate; shall sign all receipts and vouchers for payments made to the Corporation; jointly with such other Directors may designated by the Board of Directors, may sign all checks made by the Corporation, and shall pay out and dispose of the same under the direction of the Chairperson or the Board of Directors; may sign with the Chairperson or such other person or persons as may be designated for the purpose by the Board of Directors, all bills of exchange and promissory notes of the Corporation; whenever required by the Board of Directors, the Treasurer shall render a statement of all cash accounts, shall enter regularly, in books of the Corporation to be kept for the purpose, a full and accurate account of all monies received and paid on account of the Corporation; shall at all reasonable times exhibit the books and accounts to any Director of the Corporation upon application at the office of the Corporation during business hours; shall perform all acts incident to the position of Treasurer, subject to the control of the Chairperson and the Board of Directors; and shall give a bond for the faithful discharge of duties, if required by the Board of Directors, in such sum as the Board of Directors may require.

Section 6. HOLDING MORE THAN ONE OFFICE

No person shall hold more than one office.

ARTICLE VI Vacancies

In case of the death, disability, resignation, removal, disqualification or otherwise of one or more of the Officers, the Chairperson shall designate a successor who shall serve until the next annual meeting.

ARTICLE VII Removal from Office

The Board of Directors shall have power by a majority vote at any meeting to remove any Director or Officer from office with or without cause. Any Officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

ARTICLE VIII
Corporate Seal

The Board of Directors shall have the power to adopt a corporate seal should the Board determine one is necessary.

ARTICLE IX
Amendments of Bylaws

The Board of Directors shall have power to make, amend and repeal the Bylaws of this Corporation, by a vote of a majority of all of the Directors, at any regular or special meeting of the Board, provided that notice of intention to make, amend or repeal the Bylaws in whole or in part shall have been given at the next preceding meeting, or without any such notice, by a vote of two thirds of all the Directors.

ARTICLE X
Fiscal Year

The fiscal year of this Corporation shall be determined by the Board of Directors by appropriate resolution.

ARTICLE XI
Tax Exempt Status

It is the intent and purpose of this association that it shall at all times be operated consistent with and in compliance with any requirements of any laws of the United States of America, or any state within which it conducts business in order to allow such corporation to continue to qualify for tax exempt status under Section 501(c)(6) and SO1(a) of the Internal Revenue Code of 1986 or such other United States Internal Revenue law as may correspond thereto. Any interpretation of these Bylaws, or the Articles of Incorporation of this association or any actions or events within this association conducted by the officers, directors or membership shall be interpreted in a manner consistent with such intent and purpose and all such provisions and Sections or Articles of these Bylaws shall be subject thereto.

ARTICLE XII
Dissolution

Upon the dissolution of this Corporation, the governing body shall dispose of such remaining assets of this Corporation, after making provision for the payment of any or all of the liabilities of the Corporation, consistent and in compliance with the provisions of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII

Dues

Annual dues in an amount determined by the Chairperson shall be assessed from each member prior to the annual meeting. Such dues shall be payable by the annual meeting. Non-payment of dues shall be a proper cause for suspension or revocation of membership hereunder.

ARTICLE XIV Miscellaneous

Section 1. ANNUAL REPORT

No annual report to members shall be required, but the Board of Directors may cause to be sent to the members reports in such form and in such manner and at such times as may be deemed appropriate by the Board of Directors.

Section 2. CERTIFICATES OF MEMBERSHIP

The Board of Directors shall have authority to adopt a certificate of membership in such form and manner as may be deemed reasonable and necessary by the Board of Directors. In the event of the adoption of such certificate, any such member of the Corporation shall be entitled to receive such certificate except that no such certificate shall be issued to any member until all dues or fees assessed or required by the Board of Directors shall be paid in full. In the event a member's certificate is lost, stolen or destroyed, the members requesting a new certificate shall prepare an affidavit stating the conditions and reasons for or circumstances surrounding the loss, theft or destruction.

Section 3. APPOINTMENT AND LIMITATIONS OF AGENTS

The Board of Directors, except as set forth in these Bylaws or otherwise provided in the Articles of Incorporation, may authorize any officer or officers, agent or agents, to enter into or make any contract or executed instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render it liable for any purpose and any amount. Notwithstanding the above, any contracts, agreements, deeds, or other instruments conveying lands or other interest therein and any other documents may be executed on behalf of the Corporation by the Chairperson as so authorized by the Board of Directors, or in the Chairperson's absence by the appropriate Vice Chairperson or by such other specific officer or agent or attorney so authorized by the Chairperson or the Board of Directors.

ARTICLE XV Indemnification of Directors, Officers, Employees, and Agents

When a person is sued, or prosecuted in a criminal action, either alone or with others, because such person is or was a Director, Officer, employee or agent of the Corporation, or of another corporation serving at the request of this Corporation, in any proceeding arising out of such person's alleged misfeasance, or non-feasance in the performance of duties, or out of any alleged wrongful act against the Corporation or by the Corporation, such person shall be indemnified for reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

(a) The person sued is successful in whole or in part, or the proceeding against such person is settled with the approval of the court.

(b) The court finds that such person's conduct fairly and equitably merits such indemnity. The amount of such indemnity which may be assessed against the Corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses including attorney's fees, incurred in the defense of the proceeding as the court determines and finds to be reasonable.

Applications for such indemnity may be made either by the person sued or by the attorney or other person rendering services to such person in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the Members in the manner provided in Article II, Section 8, for giving notice of Membership meetings in such form as the court directs.

CERTIFICATE OF CHAIRPERSON

I the undersigned, do hereby certify:

- (1) That I am the duly elected and acting Chairperson of the Eastern Medicaid Administrators Association.
- (2) That the foregoing Amended and Restated Bylaws constitute the Bylaws of said Corporation, as duly adopted at the meeting of the Directors thereof duly held on the 25th day of May 2018.



Chairperson