

BYLAWS
OF
MAINE HEALTH ACCESS FOUNDATION, INC.

ARTICLE I
GENERAL

Section 1.1. Name. The name of the Corporation is MAINE HEALTH ACCESS FOUNDATION, INC.

Section 1.2. Location of Corporation. The Corporation shall have its principal place of business within the greater Augusta, Maine, area.

Section 1.3. Seal. The Corporation may adopt a circular seal with the Corporation's name, the year of its organization and the word "Maine" inscribed on it. The seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced. A corporate seal may be adopted at any time by act of the Board of Trustees in accordance with these Bylaws.

Section 1.4. Registered Office. The Registered Office of the Corporation is c/o Nelson A. Toner, Bernstein, Shur, Sawyer & Nelson, 100 Middle Street, PO Box 9729, Portland, Maine 04104-5029. The address of the Registered Office may be changed from time to time by the Board of Trustees or by the Registered Agent.

Section 1.5. Registered Agent. The Registered Agent of the Corporation is the person designated in the Articles of Incorporation, as amended from time to time by the Board of Trustees.

ARTICLE II
PURPOSES AND NONDISCRIMINATION

Section 2.1. General Purposes. The Corporation is organized and shall be operated on a non-profit basis to foster improved access to health care and improved quality of health care to medically uninsured and medically underserved persons within the State of Maine, and to serve other unmet health care needs within the State of Maine, particularly with regard to the medically uninsured and underserved populations of the State.

The Corporation's programs and grants shall give priority to supporting activities aimed to achieve measurable improvements in the access to health care by medically uninsured and underserved populations of the State of Maine.

The Corporation shall be an independent and vigorous leader on health care access issues in Maine, collaborating with other health care, regulatory and social service entities to address unmet health care needs for uninsured and medically underserved populations.

Without limiting the generality of the foregoing purposes, the Corporation's grants shall be structured to supplement, and not supplant, directly or indirectly, the activities of government.

In furtherance of its stated purposes the Corporation shall seek opportunities to collaborate with other non-profit organizations or with governmental entities.

In furtherance of its stated purposes the Corporation shall consult with and solicit guidance from the Community Advisory Committee.

Section 2.2. Assessment of Needs. In order to determine the best use of the assets of the Corporation, the Corporation within one-hundred and eighty (180) days following the Corporation's receipt of the charitable assets, shall complete an assessment of the health care needs of medically uninsured and underserved persons within the State of Maine. For a period of five (5) years after the Corporation's receipt of charitable assets, the Corporation shall complete a similar needs assessment at least every two (2) years after the completion of the initial needs assessment. Thereafter, the Corporation shall complete a needs assessment no less frequently than every four (4) years. The Corporation shall consult with the Community Advisory Committee on the methodology, findings and conclusions of any needs assessment.

Section 2.3. Powers. This Corporation shall have all such powers as are authorized to non-profit corporations by the Maine Non-Profit Corporations Act. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (i) as a corporation which is exempt from federal income taxation as an organization described in § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provision of federal tax law (the "Code"), or (ii) as a corporation contributions to which are deductible under § 170(c)(2) of the Code.

Section 2.4. Prohibition of the Inurement of Assets and Income to Private Persons. The Corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer or Trustee of the Corporation, or any other individual, partnership or corporation, but reimbursements for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

Section 2.5. Dissolution. If this Corporation is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Corporation, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed to one or

more organizations which the Board of Trustees then determines is qualified both as an exempt organization under § 501(c)(3) of the Code, and as an organization engaged in activities substantially similar to those of this Corporation (within the meaning of 13-B M.R.S.A. § 407) upon prior notice to the Maine Attorney General and prior approval of the Maine Superior Court.

Section 2.6. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under § 501(a) of the Code as an organization described in § 501(c)(3) of the Code, and to which contributions are deductible under § 170(c)(2), and it is expected that the Corporation shall be a private foundation as defined in § 509(a) of the Code. The Corporation and the Board shall follow the rules for private foundations set forth in § 4941 et seq. of the Code. The Articles of Incorporation and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any manner or to any extent in any political campaign on behalf of any candidate for public office. Furthermore, the Corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws, including, but not limited to, activities prohibited for an exempt organization under § 501(c)(3) of the Code and regulations thereunder as they now exist or as they may hereafter be amended.

Section 2.7. Nondiscrimination. The Corporation shall be an equal opportunity employer and shall not discriminate on the basis of age, race, religion, color, creed, sex, physical or mental disability, sexual orientation, or national origin: (i) in the persons served, or in the manner of service; or (ii) in the hiring, assignment, promotion, salary determination, or other conditions of staff employment; or (iii) in the membership of the Board of Trustees or Community Advisory Committee. Because the Corporation serves the public in part through making grants to other organizations, in order to ensure that the Corporation does not discriminate in the persons served or in the manner of service, the Corporation must ensure that recipients of grant funds maintain equivalent nondiscrimination policies and practices.

ARTICLE III MEMBERSHIP

Section 3.1. No Membership. The Corporation shall have no members.

ARTICLE IV BOARD OF TRUSTEES

Section 4.1. Management by Board. The affairs of the Corporation shall be managed by its Board of Trustees, which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation.

Section 4.2. Number of Trustees. The number of Trustees shall be not less than nine (9) nor more than fifteen (15) and shall be fixed within the foregoing limits by the Board at its annual meeting or at any meeting held in lieu thereof.

Section 4.3. Eligibility. Any adult person who is a Maine resident and supports the charitable purposes of the Corporation is eligible to become a Trustee. In furtherance, and not in limitation of the generality of the foregoing provision, Trustees shall be selected so that as a whole they represent the geographic, ethnic, gender, age, socioeconomic and other factors that the Board considers to represent the diversity of the population of the State of Maine, and shall include at all times at least three (3) persons representing the interests of the medically uninsured and underserved populations of the State. In addition, Trustees should have the following qualifications and qualities:

- (a) interest in and concern for the Corporation and its mission;
- (b) a broad perspective on health care and society in general;
- (c) objectivity and impartiality;
- (d) a capacity for arriving at and accepting group decisions;
- (e) willingness and ability to commit time and thought to the Corporation's affairs;
- (f) the ability to recognize the validity of opposing arguments and temper the ideal with what is realistic;
- (g) commitment to the Corporation as a whole and not to a special interest; and
- (h) sensitivity to the act of giving and to the need for giving.

The Trustees should include persons with special knowledge, expertise and skills in investments and asset management, health care finance, non-profit administration and delivery of health care services.

Section 4.4. Initial Trustees Election. The Initial Board of Trustees (the "Initial Trustees") shall be appointed by the Attorney General of the State of Maine, after first soliciting nominations from the general public and from the Community Advisory Committee. In appointing the Initial Trustees, the Attorney General shall be governed by the eligibility standards set forth in Section 4.3 hereof. The Attorney General shall appoint members of the Initial Trustees to serve as officers of the Corporation as specified in section 6.1 until their successors are elected pursuant to Article VI.

Section 4.5. Trustees' Term of Office. For purposes of providing staggered terms of office only, the Initial Trustees shall be divided into three (3) classes, which will, as nearly as possible, result in the terms of one-third (1/3) of the Trustees expiring in each year. Each Trustee shall serve for the term of office specified in the vote by which such

Trustee was elected until his or her successor is duly elected and appointed, unless he or she sooner resigns or is removed. Approximately one-third (1/3) of the Trustees shall be elected each year at the annual meeting, for a term of three (3) years, beginning at the close of said annual meeting.

Trustees shall be limited to serving no more than three (3) consecutive terms. The staggered term of an Initial Trustee and the remaining term of a Trustee elected to fill a resigning Trustee's term shall be considered as "terms" for purposes of calculating the three term limit.

Section 4.6. Vacancies. Any vacancy occurring on the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees, with thirty (30) days prior written notice to the Attorney General. A person appointed to fill a vacancy which occurs other than by reason of an increase in the number of Trustees shall serve until expiration of the term that would have been served had the vacancy not occurred.

Section 4.7. Removal of Trustee. The Board of Trustees may suspend or remove a Trustee at any time, in accordance with applicable Maine law, with thirty (30) days written notice to the Maine Attorney General.

Section 4.8. Resignation. Any Trustee may resign at any time by giving written notice to the Chair of the Corporation. Such resignation shall take effect on the date of receipt or at any later time specified therein.

Section 4.9. Compensation. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees, the expenses of attendance, if any, and a modest *per diem* may be allowed for attendance at each regular or special meeting of the Board.

ARTICLE V MEETINGS

Section 5.1. Annual Meeting. The Board of Trustees shall meet annually in a public place for the purposes of electing the class of Trustees then standing for election or reelection as the case may be, for electing officers of the Corporation, and for the transaction of such other business as may come before the meeting. The annual meeting shall be held on such day in the month of April of each year and at such time and place as shall be designated by the Board of Trustees; provided, however, that the annual meeting shall be open to the public and shall be held at such time and in such a place that members of the public of the State of Maine may reasonably attend if they wish. Notice of the occurrence of the annual meeting shall be published in two (2) or more newspapers of statewide circulation, at least thirty (30) days but no more than forty-five (45) days in advance of such annual meeting.

Section 5.2. Regular Meetings. Regular meetings of the Board of Trustees may be held on such notice, or without notice, and at such time and at such place as may from time to time be determined by the Board of Trustees. The Board of Trustees shall provide prior notice of all regular meetings to the Community Advisory Committee and

to the Attorney General. All regular meetings of the Board of Trustees shall be open to the public.

Section 5.3. Special Meetings. Special meetings of the Board of Trustees may be called by the Chair of the Corporation on his or her own motion or upon written request of a majority of the Trustees, and held not less than three (3) nor more than thirty (30) days after such notice is given to each Trustee, either personally, by mail or by telephone. The Board of Trustees shall provide prior notice of all special meetings to the Community Advisory Committee and to the Attorney General. All special meetings of the Board of Trustees shall be open to the public.

Section 5.4. Waiver. Whenever under the provisions of applicable law, the Articles of Incorporation or these Bylaws notice is required to be given to any Trustee, a waiver thereof in writing, signed by 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. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except when a Trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting unless required by law or these Bylaws.

Section 5.5. Telephonic Meetings. The Trustees may hold a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence of the Trustee at such meeting. Notice of such meeting shall give each Trustee the telephone number at which, or other manner in which, he or she will be called or may participate. The Board of Trustees shall provide prior notice of all telephonic meetings to the Community Advisory Committee and to the Attorney General.

Section 5.6. Manner of Acting. Except as specified by law or these Bylaws, the Board of Trustees shall act by a majority vote of the Trustees present in person or by proxy at any duly called and held meeting of the Board of Trustees at which a quorum is present. Each Trustee shall have one (1) vote.

Section 5.7. Quorum. A majority of the Trustees shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of Trustees, the Trustees present thereafter may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business shall be transacted which might have been transacted at the meeting as originally notified.

Section 5.8. Conduct of Meeting; Record of Meetings. The Chair of this Corporation, or in his or her absence the Vice Chair, or in his or her absence the Treasurer, or in his or her absence the Secretary, or in his or her absence any Trustee chosen by the Trustees present, shall call meetings of the Board of Trustees to order and shall act as the

presiding officer for the meeting. The Secretary, or if he or she does not participate in the meeting, one of the Trustees designated by the Board participating in the meeting, shall be responsible for ensuring that a record of the meeting is kept.

Section 5.9. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Trustees then serving, and filed with the minutes of the meetings of the Board of Trustees.

Section 5.10. Informal Action by Trustees. Action of the Trustees may be taken in accordance with the provisions of Section 708 of the Maine Non-Profit Corporations Act, Title 13-B M.R.S.A. In amplification of, and not in limitation of the foregoing, action taken by agreement of a majority of Trustees shall be deemed action of the Board of Trustees if all Trustees know of the action taken and no Trustee makes prompt objection to such action. Objection by a Trustee shall be effective if written objection to any specific action so taken is filed with the Secretary of the Corporation within thirty (30) days of such specific action.

Section 5.11. Executive Sessions. Notwithstanding the requirements of this Article V to conduct public meetings, the Board of Trustees may meet in executive session to conduct business that the Board determines, by a vote of at least two-thirds of the Trustees present at any meeting, is appropriately conducted in executive session according to the guidelines below. The Board may conduct an executive session to discuss: (1) any matter analogous to a matter that could be discussed in executive session by a legislative committee or state agency under chapter 13 of Title 1 M.R.S.A.; and (2) any matter in which a person or entity other than the Corporation has a recognized privacy concern, including but not limited to: (a) discussions of grant proposals pending approval or rejection; (b) personnel issues; and (c) discussions of candidates for Trustee. Any motion to initiate an executive session shall be recorded in the minutes and shall indicate the nature of the business to be discussed in such executive session. Any final vote on a matter discussed during executive session shall be taken after conclusion of the session, and shall be recorded in the minutes.

ARTICLE VI OFFICERS AND AGENTS

Section 6.1. Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a Treasurer and a Secretary and such other officers as the Board of Trustees may from time to time designate.

Section 6.2. Election of Officers. The Board of Trustees shall choose annually the officers of the Corporation, all of whom must be Trustees.

Section 6.3. Other Officers and Agents. The Board of Trustees may appoint such other officers and agents as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees.

Section 6.4. Compensation. The compensation, if any, of all officers and agents of the Corporation shall be fixed by the Board of Trustees.

Section 6.5. Term of Officers. The officers of the Corporation shall hold office until their successors shall have been elected and qualified. Any officer elected or appointed by the Board of Trustees may be removed with or without cause at any time by an affirmative vote of a majority of the Board of Trustees. Any vacancy occurring in any office of the Corporation shall be filled by vote of the Trustees.

Section 6.6. Chair. The Chair of the Corporation shall be elected from among the members of the Board of Trustees and shall, when present, chair all meetings of the Board of Trustees. He or she shall inform himself or herself concerning all affairs of the Corporation and see that the duties of the officers and employees of the Corporation are properly discharged; that the Bylaws of the Corporation are observed; and that all statements and returns required by law are made; and he or she shall assume such share in the management of the Corporation's business as the Trustees may determine. The Chair shall appoint such committees as he or she deems necessary, subject to the approval of the Trustees. The Chair shall perform all duties incident to the office of the Chair.

Section 6.7. Vice Chair. The Vice Chair shall be elected from among the members of the Board of Trustees. The Vice Chair shall perform such duties as are assigned to him or her by the Chair and the Board. In the absence of the Chair, the Vice Chair shall perform the duties of the office of Chair.

Section 6.8. Treasurer. The Treasurer shall be elected from among the members of the Board of Trustees. The Treasurer shall render to the Chair and the Board of Trustees at its regular meetings or when the Trustees shall require, an account of the Corporation's financial transactions and of the financial condition of the Corporation. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, and perform such other duties as from time to time may be assigned by the Board of Trustees.

Section 6.9. Secretary. The Secretary shall be elected from among the members of the Board of Trustees and shall record, or cause to be recorded, all of the Board's proceedings in a book kept for that purpose. He or she may give, or cause to be given, notice of all Trustees' meetings and shall perform such other duties as may be prescribed by the Board of Trustees or by the Chair. The Secretary may certify all votes, resolutions and actions of the Board. The Secretary also shall keep, or cause to be kept, a register of the post office address and telephone numbers of each Trustee; and ensure that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and be the custodian of the corporate records. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Trustees.

ARTICLE VII CHIEF EXECUTIVE OFFICER

Section 7.1. Authority. The Board of Trustees shall select and employ a professionally trained Chief Executive Officer, the qualifications of whom shall be

determined by the Board of Trustees, in its discretion and upon the advice of such counsel as it shall seek, from time to time.

Section 7.2. Responsibilities. The Chief Executive Officer, who also shall be the President of the Corporation, shall be responsible for administering the Corporation's programs and activities in accordance with policies and objectives established by the Board of Trustees. The Chief Executive Officer shall have the authority to employ all members of the staff in accordance with position classifications, duties and qualifications established by the Board of Trustees, and shall act as liaison between the Board of Trustees and the staff. The Chief Executive Officer shall annually submit a budget for the next fiscal year and shall report at the annual meeting on the past year's activities. The Chief Executive Officer shall be a nonvoting *ex officio* member of the Board of Trustees and is expected to attend all meetings of the Board of Trustees.

ARTICLE VIII COMMITTEES

Section 8.1. Committees. In addition to the standing committees described under this Article VIII, the Board of Trustees may establish such committees as it deems appropriate to assist and recommend in the management of the Corporation.

Section 8.2. Composition. Except as otherwise provided herein, committees shall consist of at least three (3) Trustees, one of whom shall be the chairperson of such committee. The Chair shall annually appoint the members of each committee, subject to the approval by the Board of Trustees, unless the Board of Trustees specifies by resolution an alternative method of naming members of the committees. Committees, other than the Executive Committee, may have members who are not Trustees.

Section 8.3. Executive Committee. The Executive Committee shall be comprised of the Chair, the Vice Chair, the Treasurer and the Secretary and such additional Trustees, up to three (3) in number, as determined by the Chair, with the approval of the Board of Trustees. The Chair of the Board of Trustees shall serve as the chairperson of the Executive Committee. The Executive Committee shall meet on the call of the Chair or the Chief Executive Officer or at the request of any two (2) members of the Executive Committee. The Executive Committee shall have the authority of the Board of Trustees for the management of the Corporation between meetings of the Board of Trustees, except as it may be limited by the resolutions of the Board of Trustees, and except that the Executive Committee shall have no authority to elect officers or to enter into any transaction or activity which it knows to be contrary to the wishes of the Board of Trustees.

Section 8.4. Board Development Committee. The Board Development Committee shall be comprised of at least three (3) Trustees, including at least one (1) Trustee representing the interests of the medically uninsured and underserved populations of the State, and at least two (2) members of the Community Advisory Committee. The Board Development Committee shall prepare and submit recommendations to the Board of Trustees for election at the annual meeting, a slate of nominees for Trustees of the

Corporation and a slate of nominees for officers of the Board, taking into consideration the standards outlined under Article IV hereof, with consultation with and guidance from the Community Advisory Committee and with notice to the Maine Attorney General. Such slate of nominees shall be submitted to the Board of Trustees and the Maine Attorney General at least thirty (30) days prior to the date of the annual meeting of the Corporation. Prior to the expiration of the term of each Trustee, provided that such Trustee has not indicated his or her desire to resign from the Board at the expiration of such term and that the Trustee is not disqualified from consideration for other reasons, the Board Development Committee shall conduct an evaluation of such Trustee's performance on the Board of Trustees. If the Board Development Committee determines that a Trustee should not be nominated for reelection, the Committee shall forward that recommendation to the Executive Committee. If the Executive Committee concurs, it shall notify the Trustee of such decision in writing. If the Executive Committee disagrees, the Board Development Committee and the Executive Committee shall jointly determine, by majority vote of all committee members voting on the matter, whether the Trustee should be nominated for reelection.

Section 8.5. Finance Committee. The Finance Committee shall be comprised of the Treasurer of the Corporation, who shall serve as its chairperson, and such other Trustees and such other persons as the Chair may appoint, subject to the approval by the Board of Trustees. The Finance Committee shall (i) review the annual budget prepared by the Chief Executive Officer; (ii) oversee the preparation of the audited financial statements of the Corporation; and (iii) oversee the investment of the Corporation's assets.

Section 8.6. Program/Grant Committee. The Program/Grant Committee shall monitor the administration of all program activities of the Corporation, and shall provide recommendations to the Board of Trustees with respect to grant-making activities.

Section 8.7. Other Committees. The Board of Trustees, by resolution adopted by a majority of the full Board of Trustees, may designate and appoint one (1) or more committees for such terms and purposes as the Board of Trustees deems appropriate. Each such committee shall only have such powers as specifically delegated to the committee by said resolution, and members of such committees shall be removed with or without cause whenever it is determined by the Board of Trustees to be in the best interest of the Corporation.

Section 8.8. Terms of Committee Members. Unless another or different term is specified at the time of election or appointment to a committee, the election or appointment to any committee of the Board shall continue to the next following annual meeting of the Board of Trustees.

ARTICLE IX COMMUNITY ADVISORY COMMITTEE

Section 9.1. Purpose. As soon as possible after the approval by the Maine Superior Court of the Modified Charitable Trust Plan pursuant to 5 M.R.S.A. § 194-A,

the Attorney General shall establish a Community Advisory Committee, the purposes of which shall be to (i) provide a slate of nominees to the Board of Trustees within sixty (60) days of the first annual meeting of the Corporation; (ii) provide guidance to the Trustees concerning the conduct of periodic needs assessments; and (iii) provide guidance to the Trustees concerning any other issue relating to the activities of the Corporation.

Notwithstanding the foregoing provision, the Community Advisory Committee shall submit a slate of nominees as Initial Trustees to the Attorney General by a date determined by the Attorney General.

Section 9.2. Appointment; Number and Qualifications; Terms of Members. The initial members of the Community Advisory Committee shall be appointed by the Attorney General and shall serve until the election of their successors. The number of members of the Community Advisory Committee shall be not less than twelve (12) nor more than twenty (20) and shall be fixed within the foregoing limits by the Community Advisory Committee at its annual meeting or at any meeting held in lieu thereof. The Attorney General shall appoint at least two-thirds (2/3) of the initial members with persons who represent the interests of the medically underserved and uninsured populations within the State of Maine and one-third (1/3) with persons who have expertise in health care in respect to the provision of access to medically underserved and uninsured persons.

No person serving as a member of the Community Advisory Committee may at the same time serve as a Trustee.

For purposes of providing staggered terms of office only, the members of the Community Advisory Committee shall be divided into three (3) classes, which will, as nearly as possible, result in the terms of one-third (1/3) of the members expiring in each year. Each Community Advisory Committee member shall serve for the term of office specified in the vote by which such member was elected until his or her successor is duly elected and appointed, unless he or she sooner resigns or is removed. Approximately one-third (1/3) of the members of the Community Advisory Committee shall be elected each year at the annual meeting of the Community Advisory Committee, for a term of three years, beginning at the close of said annual meeting. The Community Advisory Committee shall designate a chairperson at each annual meeting to serve a term of one (1) year.

Section 9.3. Vacancies. Any vacancy occurring on the Community Advisory Committee may be filled by the affirmative vote of a majority of the remaining members of the Community Advisory Committee, after thirty (30) days written notice to the Attorney General. A person appointed to fill a vacancy which occurs other than by reason of an increase in the number of members shall serve until expiration of the term that would have been served had the vacancy not occurred. In filling vacancies the remaining members of the Community Advisory Committee shall maintain the proportionate membership of persons who represent the interests of the medically

uninsured and underserved and persons who have expertise in health care with respect to access, as set forth in section 9.2.

Section 9.4. Removal of Community Advisory Committee Members. The Community Advisory Committee may suspend or remove a member at any time, with or without cause, by a two-thirds (2/3) affirmative vote of the Community Advisory Committee.

Section 9.5. Resignation. Any Community Advisory Committee member may resign at any time by giving written notice to the chairperson of the Community Advisory Committee. Such resignation shall take effect on the date of receipt or at any later time specified therein.

Section 9.6. Compensation. Community Advisory Committee members shall not receive any stated salaries for their services, but by resolution of the Board of Trustees of the Corporation, the expenses of attendance, if any, and a modest *per diem* may be allowed for attendance at each regular meeting of the Community Advisory Committee.

Section 9.7. Meetings. The Community Advisory Committee shall meet at least three (3) times per year.

ARTICLE X FINANCES

Section 10.1. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer(s) or person(s) as the Board of Trustees may from time to time designate.

Section 10.2. Fiscal Year. The fiscal year of the Corporation shall end on December 31 unless otherwise fixed by resolution of the Board of Trustees.

ARTICLE XI INVESTMENT/SPENDING POLICY

Section 11.1. Investments. The Trustees shall administer the assets of the Corporation in accordance with the Maine Uniform Management of Institutional Funds Act, 13 M.R.S.A. §§ 4100-4109, as the same may from time to time be amended, modified or replaced, guided by the principles of preservation of capital and long-term growth.

Section 11.2. Annual Expenditures. Notwithstanding anything to the contrary contained herein, the Board may develop an annual spending policy, so long as such policy is in compliance with the spending rules applicable to private foundations under sections 4941 et seq. of the Code. In developing this policy, the Board shall take into account the principles of preservation of capital and long-term growth and shall consider the perpetual nature of the Corporation.

Section 11.3. Audited Financial Statements. The Corporation will engage an independent firm to conduct an audit of its financial statements at least once every two (2) years.

ARTICLE XII
LIABILITY; INDEMNIFICATION

Section 12.1. Trustees and Agents. The individual property of the Trustees, officers, employees or agents of the Corporation shall not be held liable for the debts of the Corporation.

Section 12.2. Indemnification of Trustees and Officers. To the fullest extent permitted by law, the Corporation shall in all cases indemnify any existing or former Trustee, officer, or registered agent of the Corporation who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding by reason of the fact that he or she is or was a Trustee, officer, employee, or agent of the Corporation (or is or was serving at the request of the Board as a director, officer, trustee, partner, fiduciary, employee, or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses (including, without limitation, costs of investigation and attorneys' fees, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such proceeding.

Section 12.3. Indemnification of Employees and Agents. The Corporation may (but except as provided in Section 12.2 above shall not be required to) indemnify any other person who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding by reason of the fact that he or she is or was an employee or agent of the Corporation (or is or was serving at the request of the Corporation as a trustee, officer, employee, partner, fiduciary, or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses actually and reasonably incurred by him or her in connection with such proceeding. Such indemnification shall be subject to any restrictions imposed by applicable law or by the Board in its discretion.

Section 12.4. Advance Payment of Expenses. In its discretion the Board may, on such conditions as it deems appropriate, authorize the Corporation to pay or reimburse costs of investigation, attorneys' fees, and other expenses incurred by a person entitled to reimbursement under this Article, even in advance of the final disposition of the proceeding in question.

Section 12.5. Nonexclusive Remedy; Benefit. The rights provided by this Article shall not be deemed exclusive of any other right of indemnification or payment provided by contract, the Articles of Incorporation, vote of Trustees, or otherwise. Any right of indemnity or payment arising under this Article shall continue as to a person who has ceased to hold the office or position in which such right arose; shall inure to the benefit of his or her heirs, executors, and administrators; and shall survive any subsequent amendment of this Article.

Section 12.6. Insurance. The Corporation may, at the discretion of the Board of Trustees, purchase and maintain insurance on behalf of any person described in sections 12.2 and 12.3 against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person under the laws of the State of Maine.

Section 12.7. Certain Limitations on Indemnification. In no case shall the Corporation indemnify or reimburse any person for any taxes on such individual under Chapter 42 of the Code or under the comparable or corresponding provisions of any future United States Internal Revenue laws. Further, at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code, then, during such time, no payment shall be made under this Article XII if such payment would constitute an act of self-dealing or a taxable expenditure as defined in § 4941(d) or § 4945(d), respectively, of the Code.

Section 12.8. Indemnification from Other Sources. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE XIII CONFLICTS OF INTEREST

Section 13.1. Statement of Potential Conflicts. Prior to taking his or her position on the Board of Trustees, and annually thereafter, each Trustee shall submit in writing to the Chair of the Board of Trustees a list of all businesses and other organizations of which he or she is an officer, trustee, director, member, owner (either as sole proprietor or a partner), a shareholder, employee, or agent with which the Corporation has, or might be expected to have, a relationship or a transaction in which such Trustee might have a conflicting interest. Each written statement will be resubmitted annually with any necessary changes. The Chair and the Board of Trustees shall become familiar with the statements of all Trustees in order to guide the conduct of the Board of Trustees should such a conflict arise.

Section 13.2. Conduct of Meetings of the Board of Trustees When a Conflict Exists. At such time as any matter comes before the Board of Trustees which involves or may involve a conflict of interest, the affected Trustee shall make known the potential conflict, whether disclosed by his or her written statement or not. Such Trustee shall answer any questions that might be asked of him or her and shall disclose all material facts. Such Trustee shall withdraw from the meeting for so long as the matter shall continue under discussion.

Section 13.3. Effect of Conflict. The Trustees of the Corporation may be interested, directly or indirectly, in any contract, transaction or act relating to or

incidental to the operations conducted by the Corporation, and may freely make contracts, enter into transactions, or otherwise act for or on behalf of the Corporation in such matters; provided that (i) the direct or indirect interest of the Trustee in the proposed contract, transaction or act shall first be disclosed to and approved by the Board of Trustees, (ii) any Trustee directly or indirectly interested in the contract, transaction or act shall refrain from voting on the matter, and (iii) no contract, transaction or act shall be entered into or taken on behalf of the Corporation if such contract, transaction or act would jeopardize the Corporation's tax-exempt status under § 501(c)(3) of the Code or constitute an act of self-dealing under § 4941 of the Code.

Section 13.4. No Grant-Making Conflicts. Pursuant to the requirements of 5 M.R.S.A. § 194-A(5)(B)(7), the Corporation must have in place procedures and policies to prohibit conflicts of interest in grant-making activities that may benefit a converted stock insurer, its affiliates, any person who owns or controls any ownership interest in either a converted stock insurer or its affiliates, and any directors or officers of a converted stock insurer or its affiliates. The Converted Stock Insurer, as defined in the Modified Charitable Trust Plan dated December 27, 1999, and its affiliates may participate in any competitive bid or proposal process to the same extent as any other applicant or participant.

ARTICLE XIV MISCELLANEOUS

Section 14.1. Amendments. Except as otherwise provided herein, these Bylaws may be amended or repealed or new Bylaws adopted by the Trustees at an annual or special meeting, upon receiving the favorable vote of three-quarters (3/4) of the Trustees then in office; provided that the notice of the meeting and of the substance of the proposed change to the Bylaws is given in accordance with the procedures and time requirements specified in section 14.2 hereof; and further provided that the Bylaws may not be amended in such a way as to cause the Corporation to lose its status (i) as a corporation which is exempt from federal income taxation as an organization described in § 501(c)(3) of the Code, or (ii) as a corporation to which contributions are deductible under § 170(c)(2) of the Code.

The following provisions of these Bylaws may not be amended without prior notice to the Maine Attorney General and prior approval of the Maine Superior Court: Article II, Article III, Article IV, Sections 5.2, 5.3 and 5.5 of Article V, Section 8.4 of Article VIII, Article IX, Article XI and Article XIV.

Section 14.2. Notice. Whenever, under the provisions of the statutes, Articles of Incorporation, or these Bylaws, notice is required to be given to any Trustee or to the Maine Attorney General, such notice must be given in writing by personal delivery, by mail or other delivery service such as Federal Express, or by telephone, addressed to such Trustee or to the Attorney General as the case may be, at his or her address as it appears on the records of the corporation, with postage or other delivery fees prepaid, or at his or her telephone number as it appears on the records of the Corporation. Notice by mail shall be deemed to be given at the time it is deposited in the United States Mail.

* * *

I certify that the foregoing Bylaws of Maine Health Access Foundation, Inc. were approved and adopted for the organization by its Board of Trustees by unanimous consent on April 25, 2005, and that they are currently in effect.

Wesley Davidson
Secretary, Board of Trustees

Date: April 25, 2005

NOTE: Decision and Order Approving Amendments to Bylaws signed by Kirk Studstrup, Superior Court Justice on September 20, 2005