

AMCP BYLAWS

Adopted February 26, 2013

ARTICLE I: NAME AND ORGANIZATION

Section 1.1 Name — The name of the corporation is the Academy of Managed Care Pharmacy, a New Jersey Nonprofit Corporation (the "Corporation").

Section 1.2 Organization — The Corporation is a nonprofit corporation organized and existing under the New Jersey Non-profit Corporation Act (the "Act") and is registered as a foreign corporation conducting business in the Commonwealth of Virginia. The Corporation is recognized as tax-exempt under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II: VISION, MISSION AND PURPOSES

Section 2.1 Vision and Mission – The Corporation Board may by resolution establish a vision and mission for the Corporation consistent with the Corporation's tax-exempt purposes.

Section 2.2 Purposes — The purposes for which the Corporation is organized shall be as set forth in the Corporation's Certificate of Incorporation.

ARTICLE III: MEMBERS

Section 3.1 Preamble — Membership in the Corporation is offered to individuals and organizations which are involved in, or have interest in, the delivery of pharmacy services to members enrolled in managed health care systems.

Section 3.2 Definitions

- (a) Pharmacists are individuals who are licensed or eligible for licensure to practice pharmacy in the United States and its possessions.
- (b) Physicians are individuals who are licensed or eligible for licensure to practice medicine in the United States and its possessions.
- (c) Physician Assistants are individuals who are licensed or eligible for licensure to practice as a physician assistant in the United States and its possessions.
- (d) Nurses are individuals who are licensed or eligible for licensure to practice nursing in the United States and its possessions.

Section 3.3 Categories of Membership

- (a) Active Members – Pharmacists, Physicians, Physician Assistants and Nurses (as defined in Section 3.2) who support the mission and objectives of AMCP.
- (b) Associate Members – Individuals not eligible for Active membership, who support the mission and objectives of AMCP.
- (c) Corporate Members – Any organization or corporation which shows a community of interest in managed care pharmacy and wishes to promote and support the mission and objectives of AMCP. Each Corporate Member may appoint one or more individuals to represent the Corporate Member, as provided by resolution of the Board of Directors. If the appointed individual would otherwise be eligible to be an Active Member of the Corporation, that individual may vote on behalf of the Corporate Member (such Corporate Member shall be referred to in these Bylaws as a "Voting Corporate Member Representative"). If the appointed individual would not be otherwise eligible to be an Active Member of the Corporation, that individual may not vote on behalf of the Corporate Member (such Corporate Member shall be referred to in these Bylaws as a "Non-Voting Corporate Member Representative").
- (d) Honorary Members – Individuals who are elected for life by unanimous vote of the Board of Directors from among persons who are recognized for their outstanding contributions to managed care pharmacy.
- (e) Student Pharmacist Members – Any individual enrolled full-time in a first professional pharmacy degree program at a school or college of pharmacy accredited by the Accreditation Council for Pharmacy Education (ACPE).
- (f) Resident/Fellow/Graduate Student Members – Individuals who would otherwise be eligible as an Active Member who are enrolled full-time in a graduate school program at a school or college of pharmacy at an ACPE-recognized institution or practicing full-time in a residency or fellowship related to pharmacy or managed care pharmacy.

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Membership In General – The Board of Directors may establish further membership criteria for all categories of membership to assure all members support the purposes of the Corporation.

Section 3.4 Rights of Members

- (a) Active Members (as defined in Section 3.3(a)), Resident/Fellow/Graduate Student Members (as defined in Section 3.3(f) and Voting Corporate Member Representatives (as defined in Section 3.3(c)) and Honorary Members (as defined in Section 3.3(d) and Section 3.4(d)) that are otherwise eligible for the Active Member category of membership as defined in Section 3.2 shall be eligible to vote in the Corporation. The Active Members, Voting Corporate Member Representatives and Honorary Members shall be referred to collectively as the “Voting Members”.
- (b) Active Members and Voting Corporate Member Representatives in good standing shall be eligible to hold the offices of Treasurer and Director in the Corporation. Only Pharmacists (as defined in Section 3.2(a)) that either (i) hold membership in the Active Member Category or (ii) serve as the Voting Corporate Member Representative in good standing shall be eligible for the Presidency of the Corporation.
- (c) Associate Members, designated Non-Voting Corporate Members, and Student Pharmacist Members shall be nonvoting members of the Corporation.
- (d) Honorary Members may vote and hold office in accordance with Section 3.4(a) and Section 3.4(b) if otherwise eligible for the Active Member category of membership. No dues shall be required of Honorary Members.
- (e) All Members in good standing shall have the right to attend meetings of the members of the Corporation, to receive the Corporation’s publications, to receive a reviewed financial statement upon request and as available, and to receive miscellaneous services available from time to time to the membership.

Section 3.5 Application for Membership — Any person or organization desiring to become a member of the Corporation, and meeting the requirements for membership set forth in these Bylaws, shall submit an application for membership and dues, as may be established by the Board of Directors.

Section 3.6 Establishing Dues for Classes of Membership — The Board of Directors of the Corporation may establish different dues and assessments for different classes of members and may adopt reasonable regulations for enforcement and collection thereof.

Section 3.7 Transfers of Membership and Termination — Individual membership in the Corporation is not transferable or assignable and shall terminate upon the death of an individual member, voluntary resignation from membership in the Corporation, or as provided herein. Individuals whose employment or practice changes will be reassigned to the appropriate membership category, as required. No person shall be a member of the Corporation who has failed to pay any membership dues and assessments for a period established by the Corporation Board of Directors. Further, the Corporation Board of Directors may terminate the membership of any person or organization for such other conduct inconsistent with the purposes of the Corporation, applicable law; or the terms of these Bylaws, the Corporation’s Certificate of Incorporation, or any policies or procedures established by the Board of Directors. The Corporation Board of Directors shall carry out the process for termination pursuant to policies and procedures adopted by the Corporation Board of Directors for such purposes.

Section 3.8 Membership Benefits and Services — Membership benefits and services for each class of membership will be established by the Corporation Board of Directors and can be modified as the Board deems necessary or desirable in furtherance of the Corporation’s purposes.

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ARTICLE IV: MEETINGS OF MEMBERS

Section 4.1 Annual Meeting — The annual meeting of the Members shall be held at a time and place to be fixed by the Board of Directors.

Section 4.2 Special Meetings

Special meetings of the Members shall be held at the call of the President, the Secretary upon the vote of the Board of Directors, or upon receipt by the Secretary of a petition signed by twenty-five percent (25%) of the Voting Members. The following specific requirements apply to special meetings of the Members:

- (a) Petitions — Voting Members may petition to call a special meeting. The petition must state the action to be voted upon by the Members who are eligible to vote. If the action to be voted upon at the special meeting is an action that, pursuant to these Bylaws, the Certificate of Incorporation, or the Act, does not require a member vote, the Corporation Board of Directors may act upon the subject matter of the petition prior to the special meeting. In the event a special meeting is held to address the matter raised by the petition, the initiator of the petition must attend the special meeting.
- (b) Any action at a special meeting shall be limited to the purpose set forth in the notice of such a meeting.
- (c) All voting at special meetings shall be by ballot.
- (d) At least twenty-five percent (25%) of the Voting Members must pre-register to hold a special meeting. If there is not adequate pre-registration for a special meeting or if a Quorum is not established, the vote to be held at the special meeting may be conducted at a subsequent meeting or through other means as permitted by these Bylaws.

Section 4.3 Notice of Members' Meetings — Written notice of the time, place and purpose of every meeting (annual or special) of Members shall be given by the Secretary to each Member by either postal or electronic means. Notice of the annual meeting must be given at least thirty (30) days, but not more than sixty (60) days in advance of the meeting. Notice of special meetings must be provided at least fifteen (15) days

but not more than sixty (60) days prior to the designated date of the meeting. When a meeting is adjourned to another time and place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken and at the adjourned meeting only business shall be transacted as might have been transacted at the original meeting.

Section 4.4 Quorum — The presence in person of at least 5% of Voting Members shall constitute a quorum for the transaction of business at any meeting of the membership. Except in the event of an election of Directors (as provided for in Section 5.3 of these Bylaws), the participation of a majority of Voting Members shall constitute a quorum for the purposes of a ballot vote.

Section 4.5 Voting Specifications

- (a) Only the Voting Members shall be entitled to vote.
- (b) Proxy voting shall not be permitted at any meeting of the Members or for any election conducted by the Corporation.
- (c) The Corporation Board of Directors shall establish a date as the record date for determining the Corporation's Voting Members. The Secretary (or delegate of the Secretary) shall make and certify a list of Voting Members and their addresses listed in the Corporation records, for use in connection with carrying out of any Member vote.

Section 4.6 Manner of Acting

Except as otherwise required by these Bylaws or the Act, the Members may vote to take action on a matter in the following ways:

- (a) Action at a Meeting. The action of a majority of Voting Members present in person at a meeting at which a quorum is present shall constitute the action of the Members, unless a greater proportion is required by these Bylaws, the Certificate of Incorporation or the Act.
- (b) Action Without a Meeting

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- (1) Director Election by Ballot. Voting Members may vote to elect the Directors of the Corporation by transmission of ballot as provided in Section 5.3.
- (2) Other Action by Ballot. Voting Members may vote take action by ballot on matters put to a vote of the members by the Board of Directors upon sufficient notice and subject to the quorum requirements of Section 4.4 and the procedures set forth herein. Any action by written ballot may be considered the act of the Voting Members if: (1) a majority of all Voting Members submit an affirmative ballot approving the action and (2) the Corporation follows such notice and other applicable procedures required by the Act for such ballots. The submission of an affirmative ballot by a voting Member shall be deemed to be the member's written consent to action. All ballots will be filed with the minutes of proceedings of members.

ARTICLE V: BOARD OF DIRECTORS

Section 5.1 Composition and Term of Board of Directors and Officers — The Board of Directors of the Corporation shall consist of nine (9) voting directors and the Chief Executive Officer/Secretary, who shall be a non-voting member of the Board. The voting members of the Board of Directors shall consist of the President, President-Elect, Immediate Past-President, Treasurer, and five other Directors at large.

At annual meetings of the Members in odd numbered years, the President-Elect shall automatically succeed to the office of President, the President shall automatically succeed to the office of Immediate Past-President, and the following members of the Board of Directors shall be installed into office for the terms indicated:

President-Elect One-Year Term
Treasurer Two-Year Term
Two Directors Two-Year Term

At annual meetings of the Members occurring in even numbered years, the President-Elect shall automatically succeed to the office of the President, the President shall automatically succeed to the office of the Immediate Past-President, and the

following members of the Board of Directors shall be installed into office for the terms indicated:

President-Elect One-Year Term
Three Directors Two-Year Term

All elected Officers and Directors shall be eligible for re-election by the Members to successive terms, provided that no Officer or Director shall be elected by the Members for more than two (2) consecutive elected terms in the same office or position and shall in no case serve as a member of the Board of Directors in one or more positions for more than nine (9) consecutive years. The term of office of a Director appointed by the Board of Directors to fill a vacancy in accordance with Section 5.10 shall not be counted as an election by the Members or as service on the Board of Directors for the purpose of the preceding sentence. The Board of Directors shall serve without compensation as such, except that reasonable reimbursement shall be made for expenses incurred in accordance with policies established by the Board of Directors. Any Director may resign by written notice to the Secretary of the Corporation. The resignation shall become effective upon receipt thereof by the Secretary of the Corporation or at such subsequent time as shall be specified in the notice of resignation.

Section 5.2 Nomination of Directors and Officers

- (a) Nominations for Director and Officer positions shall be made by the Committee on Nominations. The Committee on Nominations shall consist of six (6) members: five (5) Active Members and Voting Corporate Member Representatives, including the Chairperson, and one (1) non-voting staff member. A non-voting alternate Active Member or Voting Corporate Member Representative will also be selected. All Committee Members are selected by the Chairperson and the President and approved by the Board of Directors. The Committee must submit for election two candidates for the following elected positions, which are or will be vacant: President-Elect, and Treasurer. The Committee must submit for election two candidates for each position of

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Director that will become vacant. Candidates will be chosen from among the nominations made or received and approved by the majority of the members of the Committee on Nominations, provided that persons nominated have given their consent.

- (b) The schedule for the nomination and election of directors and Officers shall be approved annually by the current Corporation Board of Directors so that the election is certified not later than thirty (30) days prior to the meeting where the newly elected Directors and Officers will be installed. The Corporation Board of Directors shall establish a date by which all ballots for the election of Directors and Officers must be returned and shall be considered the closing date of the election.

Section 5.3 Election of Directors and Officers

- (a) A ballot shall be sent to each Voting Member at the address shown on the Corporation's records. The ballot will list the candidates approved by the Committee on Nominations for each vacant/expiring Director and Officer position. Write-in candidates shall not be permitted. Each Voting Member shall have the right to cast one (1) vote for each vacant/expiring Director or Officer position. Candidates receiving the highest number of votes for each vacancy to be filled shall be elected. There shall be no cumulative voting. A tie shall be decided by lot. The Board of Canvassers shall certify the ballots received by the Secretary of the Corporation by the closing date of the election as specified by the Corporation Board of Directors at which time the vote shall be closed and the Secretary shall report the results to the President. The election results shall be reported to the Members during the annual meeting. There shall be no minimum quorum level necessary for such ballot elections. Once the election is certified and reported by the Board of Canvassers, the results of the election shall not be subject to challenge.
- (b) The Term of Office of all Director and Officer positions shall be from installation at the annual meeting subsequent to their election for either one (1) or two (2) year terms as set forth in Section 5.1.

Section 5.4 Annual Meeting — The annual meeting of the Board of Directors shall be held without notice in conjunction with the annual meeting of the Members. The President shall preside at the annual meeting of the Board of Directors.

Section 5.5 Regular Meetings — In addition to the annual meeting, regular meetings of the Board of Directors shall be held at least two (2) times annually. Notice of the time and place of each regular meeting of the Board of Directors shall be given to each Director at the address that appears on the records of the Corporation, by mail, electronic mail, or telephone, no less than fifteen (15) days prior to the date of the meeting.

Section 5.6 Special Meetings — Special meetings of the Board of Directors may be called by the President in his or her discretion, or shall be called by the President upon the request of four (4) members of the Board. Notice of the time, place and purpose of each special meeting of the Board of Directors shall be given at the address that appears on the books of the Corporation, by mail, electronic mail or telephone, at least three (3) days prior to the date of such meeting.

Section 5.7 Quorum — A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting.

Section 5.8 Manner of Acting — Except as otherwise required by these Bylaws or the Act, the Board of Directors may vote to take action on a matter in the following ways:

- (a) Action at a Meeting/Meeting by Telephonic Means. The action of a majority of Directors attending any duly convened meeting at which there is a quorum present shall be the act of the Board of Directors, unless a greater proportion is required by these Bylaws or the Act. The members of the Board of Directors or any committee of the Board may participate in a meeting of the Board or such committee by telephonic means or any other means of communication by which all persons participating are able to hear each other.
- (b) Action Without a Meeting. The members of the Board of Directors or any committee of the Board may act without a meeting, if, prior to or subsequent to such action, each member of the Board of Directors or

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committee member shall consent in writing to such action. Such written consents may be transmitted electronically, and shall be filed with the minutes of the proceedings of the Corporation.

(c) Proxy voting by Directors shall not be permitted.

Section 5.9 Policy-Making Powers — The policy-making powers of the Corporation shall be vested in the Board of Directors, which shall have charge, control, and management of the policies, property, affairs, and funds of the Corporation; and shall have the power and authority to do and perform all acts or functions not inconsistent with law, these Bylaws or the Corporation's Certificate of Incorporation. The Directors shall issue a report regarding the policies, property, affairs and funds of the Corporation at least once each year. A copy of the report shall be made available to each member.

Section 5.10 Vacancies — Vacancies among the Board of Directors or Officers other than a vacancy in the office of the President-Elect may be filled at any time by the affirmative vote of a majority of the remaining members of the Board of Directors of the Corporation. Any Director chosen to fill a vacant office shall hold such office until the expiration of the term of office of his or her predecessor and until his or her successor is duly elected and qualified. Any person chosen to fill a vacant Directorship shall hold office until the expiration of the term of the office to which he or she is elected and until his or her successor is duly elected and qualified. Notwithstanding the foregoing, any vacant Director position resulting from an increase in the total number of Directors or any vacancy in the office of the President-Elect at any time, shall be filled by an election process in accordance with the procedure set forth in Section 5.3. The results of such election shall be reported by the Chairman of the Committee on Nominations to the members at the next succeeding meeting of the Members.

Section 5.11 Removal of Officers and Directors — Any elected Director at large may be removed for cause by the affirmative vote of two-thirds (2/3) of the whole Board of Directors, excluding the affected Director. A call for removal for cause may occur when, in the judgment of the Board of Directors, the best interest of the Corporation would be served thereby.

A vote for removal will be conducted by written ballot, in person — face-to-face — at an assembled meeting of the Board of Directors. No proxies, mail, telephone, other electronic means or indirect means of voting shall be permitted. Written ballots shall be tallied by third party legal counsel who is not a member of the Corporation, its Board, or staff. This provision does not pertain to the Secretary of the Corporation (Chief Executive Officer), whose service for the Corporation shall be subject to the terms of a contract with the Corporation or to any Presidential Office or Treasurer. Any Presidential Officer or the Treasurer may be removed, with or without cause, only by vote of the Voting Members; however, the authority to act as an officer may be suspended by the Board of Directors for cause. A vote for removal may be conducted by written ballot or in person at an assembled meeting of the Voting Members. Written ballots shall be tallied by third party legal counsel who is not a member of the Corporation, its Board or staff.

Section 5.12 Advisory Members — The Board of Directors may from time to time designate non-voting advisory members to the Board of Directors, who shall be entitled to notice of all meetings and who may express their views at any Board meeting.

Section 5.13 Finance Committee — The Finance Committee shall report to the Board of Directors and shall consist of seven (7) voting members and one (1) non-voting member: the Past-President, President, President-Elect, Treasurer, and three (3) other Active Member or Voting Corporate Member Representatives shall be voting members, and the Chief Executive Officer shall be a non-voting member. The Finance Committee shall review a proposed budget for the forthcoming year and submit it to the Board of Directors for approval; review, assess, and monitor operations of the Corporation to assure that budget objectives are met or that appropriate changes thereto are made; review and assess performance of investments and assets of the Corporation; review all investment policies and financial policies of the Corporation; oversee the responsibilities of the Treasurer set forth in Section 6.2(e); and oversees the financial operations of AMCP.

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ARTICLE VI: OFFICERS

Section 6.1 Officers — The officers of the Corporation shall consist of a President, President-Elect, Past-President, Secretary, and Treasurer, who shall be members of the Board of Directors by virtue of their office. The Board of Directors may elect an Assistant Secretary and Assistant Treasurer, who need not be members of the Board of Directors. The Chief Executive Officer of AMCP shall serve as the Secretary.

Section 6.2 Duties of Officers

- (a) The President — The President shall preside at all meetings of the Members and shall from time to time perform such other duties as the Board of Directors shall designate. The President shall also be the principal elected official of the Corporation and shall, subject to the direction and control of the Board of Directors, have general supervision, the direction, and control of the business and affairs of the Corporation and its officers and agents. The President shall perform all the duties commonly incident to such office and such other duties as the Board of Directors shall from time to time designate.
- (b) The President-Elect — The President-Elect shall perform such duties as the President shall from time to time delegate to him and shall perform such other duties as the Board of Directors shall designate. In the absence or disability of the President, unless otherwise determined by the Board of Directors, the President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
- (c) The Immediate Past-President — The Immediate Past-President shall serve as the Chair of the Board of Directors, shall preside at all meetings of the Board of Directors, and shall perform such other duties as the President shall delegate from time to time.
- (d) The Secretary — The Chief Executive Officer shall serve as Secretary of AMCP. As Secretary, the Chief Executive Officer shall attend all meetings of the Members and the Board of Directors. The Secretary (or his/her designee) shall keep the minutes of all meetings and give notice of

all meetings. He or she shall, in general, have all the powers usually vested in the Secretary of a corporation and shall perform the duties incident to such office.

(e) The Treasurer

- (1) The Treasurer shall serve as Chair of the Finance Committee, as specified in Section 5.13; be responsible for overseeing the keeping of the accounts of the Corporation and the collection of its funds and disbursement of them under the direction of the Board of Directors. He or she shall report to the Corporation Board of Directors setting forth the financial condition of the Corporation at each regular meeting of the Board of Directors and shall provide any additional information requested by the Board. The books shall at all times be subject to the inspection of the Board of Directors of the Corporation. The outgoing Treasurer shall retain oversight responsibility for fiscal year end financial statements.
- (2) In general, the Treasurer shall perform all duties usually performed by the Treasurer of a Corporation and shall, subject to the foregoing limitations, have the power and authority commonly incident to such office.

Section 6.3 Execution of Documents, Checks, Etc. — Any two (2) or more offices may be held by the same person, but no Officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or by the Bylaws to be executed, acknowledged or verified by two or more Officers. The President, Treasurer, and Chief Executive Officer shall have the authority to sign all checks, withdrawals or transfers from the Corporation's bank or investment accounts under policies established by the Corporation Board.

Section 6.4 Resignation — All officers shall hold office for their specified terms and until their successors are elected and qualified. Any officer may resign by written notice to the Secretary of the Corporation. The resignation shall be effective upon receipt thereof by the Secretary of the Corporation or at such subsequent time as shall be specified in the notice of resignation.

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ARTICLE VII: COMMITTEES

The Board of Directors shall be empowered to establish such committees as are necessary to conduct the Corporation's business by vote of a majority of the Directors then in office. The President of the Corporation shall designate members of the committees so established. Any committee that is to have the authority of the Board of Directors must be established by resolution adopted by a majority of the entire Board, and must consist solely of Directors. However, no committee shall make, alter or repeal any Bylaw of the Corporation; elect or appoint any Director, or remove any Officer or Director; or amend or repeal any action previously adopted by the Board. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

ARTICLE VIII: CHIEF EXECUTIVE OFFICER (CEO)

Section 8.1 Employment — The Board of Directors shall, on behalf of the Corporation, enter into a contract with an individual to serve as the Chief Executive Officer (CEO), with such terms and for such fixed period as the Board of Directors deems reasonable and in the best interests of the Corporation. The Chief Executive Officer shall be chosen by and serve at the pleasure of the Board of Directors pursuant to the terms of his or her contract.

Section 8.2 Duties — The Chief Executive Officer shall be responsible for the management, implementation, and execution of the activities of the Corporation. The Chief Executive Officer shall serve as the Corporate Secretary and shall be a non-voting member of the Board of Directors. By virtue of the office, the Chief Executive Officer shall be a non-voting, ex-officio member of all Corporation committees, councils, commissions, and any other group established by the Board of Directors, and shall be the non-voting Chair of the Foundation for Managed Care Pharmacy Board of Trustees. The Chief Executive Officer is responsible for day-to-day operations and supervision of staff and the Executive Director of the Foundation for Managed Care Pharmacy.

Section 8.3 Bonding — The Chief Executive Officer and/or any other individual who may be responsible for the Corporation's funds, shall be bonded by a bonding firm approved by the Board of Directors in such amount consistent with the Corporation's funds.

ARTICLE IX: CORPORATION'S MARK OR LOGO

The name, logo, and other marks of the Corporation shall be used on official Corporation letterhead and printed and electronic materials issued by the Corporation. The Corporation's marks or logo shall not be used by Members without approval by the Corporation CEO. The Board of Directors shall take reasonable measures to ensure that the Corporation's marks, logo, and the name of the Corporation are not misused and are protected under the applicable laws.

ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify every agent of the Corporation as defined in, and to the fullest extent permitted by, the Act.

ARTICLE XI: FISCAL YEAR AND FINANCIAL REVIEW

Section 11.1 Fiscal Year — The Fiscal Year of the Corporation shall be established by resolution of the Corporation Board of Directors.

Section 11.2 Financial Review — A review in accordance with generally accepted accounting standards by independent certified public accountants shall be made of the financial condition and results of operations of the Corporation on an annual basis.

ARTICLE XII: NO DISCRIMINATION

The affairs of the Corporation shall be carried on without discrimination as to race, creed, gender, age, physical handicap, or national origin.

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ARTICLE XIII: DISSOLUTION

Any liquidation or dissolution of the Corporation shall be approved and carried out in accordance with the terms of the Corporation's Certificate of Incorporation and the provisions of the Act.

ARTICLE XIV: AMENDMENTS; POLICIES AND PROCEDURES

The Bylaws of the Corporation may be amended By the Corporation Board of Directors pursuant to the following procedure. The Corporation Board of Directors shall send notice of proposed amendments to the Bylaws to all Voting Members and provide the Voting Members with ninety (90) days to comment on the proposed amendments. Following the ninety (90) day period, the Corporation Board of Directors shall approve the proposed amendments at a meeting of the Corporation Board of Directors by a majority vote of those Directors present and voting. Notwithstanding the foregoing, the Board of Directors may establish supplemental information related to and consistent with these Bylaws, the Certificate of Incorporation and the Act in the Corporation's Policies and Procedures Manual and in other policies or procedures that the Board of Directors may resolve to adopt from time to time.

ARTICLE XV: FORCE AND EFFECT

The Bylaws are subject to the provisions of the Act and the Certificate of Incorporation of the Corporation as they may be amended from time to time. If any provision of the Bylaws is inconsistent with a provision in the Act or in the Certificate of Incorporation; the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

ARTICLE XVI: PARLIAMENTARY GUIDE

Roberts Rules of Order, as amended from time to time, shall be the Corporation's parliamentary guide, and shall govern procedures of the Board and Members but only when not in conflict with the provisions of these Bylaws the Certificate of Incorporation, or any policies or procedures adopted by the Board of Directors. Any such apparent conflict shall be resolved by the Board of Directors, whose decision shall be binding on all interested parties.

ARTICLE XVII: WAIVER OF NOTICE

Any notice of meetings required to be given under these Bylaws may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein. Such waiver shall be filed by the Secretary with the minutes of the meeting. Attendance at a meeting without protesting the lack of notice of such meeting shall constitute waiver of notice.