

**AMENDED AND RESTATED BYLAWS
WASHINGTON HEALTH CARE ASSOCIATION**

**ARTICLE I
NAME AND PURPOSE**

1.1 Name. The name of the corporation shall be the Washington Health Care Association (the “Association”).

1.2 Purpose. The purpose of this Association shall be as stated in its Articles of Incorporation (“Articles”).

**ARTICLE II
MEMBERSHIP**

2.1 Members. The Association shall have members within the meaning of RCW 24.03A.315 and any applicable successor statute (each a “Member”) which shall be divided into classes with the rights and privileges outlined in these Bylaws. Membership shall not be transferrable. Each Member shall designate an individual who is authorized on behalf of such Member to exercise the Member’s right to vote (where applicable) and to serve as a member of the Board of the Association (the “Member Designee”). For any Associate Individual Members or Individual Members, such individuals shall automatically be Member Designees. Each type of Member described in Section 2.2 below shall be responsible for payment of dues based on a dues schedule to be adopted and updated by the Board.

2.2 Classes of Members. The Members of the Association shall be divided into four (4) classes as follows:

- a. “Regular Members” shall be any individual, or business entity, whether organized as a limited liability company, corporation or other entity that manages, owns, or operates a Facility (as defined below) that is: (i) located in the state of Washington; (ii) licensed by the state of Washington or are in the process of being licensed; and (iii) which has as its principal purpose the provision of health care, long term care, and/or residential care services (including, but not limited to, specialized hospitals, extended care facilities, nursing facilities, skilled nursing facilities, and assisted living facilities). To the extent eligible A Regular Member shall, by virtue of its membership, also be a member of the American Health Care Association and such other organizations as may be designated by the Board of Directors (the “Board”).

For purposes of these Bylaws, a “Facility” shall be defined as each: (x) separate business entity and/or; (y) physical plant in each case providing health care, long-term

care and/or residential care services. In determining whether a Facility shall be recognized for membership purposes, the Association shall rely upon and consider such other criterion as the Board may from time to time establish, in writing, to ensure that the Association maintains a membership in keeping with the purposes established by the Articles.

Regular Members shall include in their membership all beds or units licensed by the State of Washington which are under their common control, ownership or management of operations. *Provided, however,* that if a Facility is owned by one Regular Member and operated or managed by another Regular Member, only one Regular Member shall be responsible for paying membership dues and only one Regular Member shall be entitled to vote its licensed beds in accordance with Section 3.1. Common control, ownership or operations is determined by the association according to Labor and Industries identification. At the discretion of the Board of Directors, exceptions may be made to the requirements of this Section 2.2(a) to allow for a six-month “trial period” membership in the context of the admission to membership. However, after six months all of the requirements of this Section must be met.

- b. “Associate Members” shall be divided into two sub-categories as follows:
 - i. “Associate Business Members” shall be any business entity that is engaged in or has an interest in supplying a product or service to Regular Members or Facilities and is committed to the promotion of the ideals, goals, and purposes of the Association. In order to further the Association’s goal of creating meaningful opportunities for the Members to interact all Associate Business Members shall be classified in one of the categories contained on the attached Exhibit A according to their primary business which categories shall be updated as needed by the Board.
 - ii. “Associate Individual Members” shall be any individual who is engaged in or has an interest in supplying a product or service to Regular Members or Facilities and is committed to the promotion of the ideals, goals and purposes of the Association and is not employed by a company which supplies products and/or services to or operates a Facility.
- c. “Individual Members” shall be any individual who otherwise does not meet the definition of another qualifying membership type, is not affiliated with another qualifying member, and desires to maintain or develop his or her connection with the Association. The Board shall approve or deny applications for Individual Members on an application by application basis based on whether the applicant’s membership in the Association would significantly further the Association’s purposes as outlined in the Articles.

- d. “Retro-Only Affiliate Members” shall be any business entity or organization operating in a health care or senior care related field that qualifies for participation in the Group Retro Program and is affiliated with the Association solely for the purpose of affording these members the benefits associated with the Group Retro Program.

2.3 Suspension/Good Standing. In order to maintain status as a Member in “Good Standing” all Members must maintain full compliance with the Association’s Bylaws, other rules and financial contribution requirements (including the payment of dues). Any Member that fails to do so shall be subject to suspension of membership privileges at the discretion of the Board. Notwithstanding the foregoing, any Member who becomes ninety (90) days or more delinquent in the payment of dues shall be considered suspended and shall have no right to vote until such time as all financial obligations to the Association have been brought current. A suspended Member shall not be eligible to receive Association membership benefits but will continue to be listed as a Member of the Association.

2.4 Applications for New Membership. The Board of Directors shall approve or deny all applications for membership based on whether the applicant meets the criteria for membership contained in these Bylaws. The Association may extend the benefits of membership to applicants on a temporary basis prior to formal application approval.

2.5 Termination of a Membership: Membership in the Association for any Member may be terminated as follows:

- a. Board Vote. By the Board, acting by two-thirds (2/3) vote of a quorum in attendance at a meeting may suspend or expel a Member, provided that no Member shall be suspended or terminated without first having an opportunity to be heard at a meeting of the Board.
- b. Delinquent Membership. Any Member who shall be delinquent in payment of dues for a period of ninety (90) days or more shall be automatically suspended without the need for a hearing or any action of the Board. Such delinquent Member shall not be entitled to vote on any matter before the Members and may be terminated by a majority vote of the Board without need of hearing.
- c. Sale of a Facility. Membership shall be terminated automatically upon a sale of a Facility or change of its operator where the purchasing ownership entity is not an existing Regular Member.
- d. Resignation. Any Member may terminate their membership by filing a written resignation with the Association, *provided, however*, such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges therefor accrued and unpaid.

2.6. Reinstatement. Upon written request, the Board may reinstate a former Member upon such terms and conditions as it may deem appropriate.

ARTICLE III MEETINGS AND VOTING

3.1 Voting. Except as may be required by law or to accommodate the selection of the Associate Business Member representative to the Board in accordance with Section 4.2(f), only Regular Members in Good Standing shall be entitled to vote on any matter put before the Members for approval.

- a. Number of Votes. Each Regular Member shall be entitled to one (1) vote per licensed bed within its Facility in connection with any vote of the membership.
- b. Proxy Voting. In connection with any vote of the Members, a Member shall be entitled to vote by proxy in accordance with the provisions of RCW 24.03A.430, by providing the Association with a validly executed form of proxy signed by the member's Member Designee. Proxy forms will be provided and available for voting and the transaction of business at Association membership meetings. Proxy forms must be requested by the member facility and returned to the Association no later than three (3) business days prior to the scheduled vote.
- c. Action without a Meeting by Ballot. Any action that may be taken at an annual, regular, or special meeting of Members may be taken without a meeting if the Association delivers to each Member entitled to vote on such matter a ballot (including an electronic ballot) setting forth the proposed action and providing an opportunity to vote or withhold a vote for each applicable item. Notwithstanding the foregoing, pursuant to RCW 24.03A.480, approval by ballot without a meeting shall be valid only when the number of ballots returned equals or exceeds the quorum required to be present at a meeting in accordance with Section 3.3, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All requests for vote by ballot according to this Section shall specify the number of responses needed to meet the quorum requirements and the percentage of approvals necessary to approve each matter (other than the election of directors in accordance with Section 4.2, and specify the time by which a ballot must be returned to be counted, which shall be not less than ten (10) days after delivery.

3.2 Membership Meetings.

- a. Annual Meeting. The Association will hold an annual meeting, in conjunction with the Association's annual convention, for the transaction of business that may properly come before the Members. The Board will determine the place and time

of the meeting. During the annual meeting, there shall be meetings of the Board and the general Membership.

- b. Membership Meetings. In addition to the annual meeting, the Board may call such other Membership meetings as it deems appropriate for the transaction of business that may properly come before the Membership.
- c. Notice. The Association shall give notice to the members of the date, time, and place of each annual, regular, or special meeting of the Members. Notices shall be electronically to each Member Designee which shall constitute notice for all purposes under these Bylaws and RCW 24.03A.410 and shall be sent at least ten days prior to the meeting. Notices of special meetings shall include a description of the purpose for which the meeting has been called.

3.3 Quorum. For all purposes under these Bylaws a quorum of the Members shall consist of thirty-three percent (33%) of the Regular Membership determined by counting the total number of Facilities. In the event a quorum is not present at any membership meeting, the members may adjourn the meeting to a later date without further notice.

ARTICLE IV BOARD OF DIRECTORS

4.1 General Powers. All corporate powers shall be exercised by or under the authority of the Board, and the activities and affairs of the corporation shall be managed by or under the direction, and subject to the oversight, of the Board, subject only to any powers expressly reserved to the corporation's Members in the Articles or these Bylaws.

4.2 Composition. The Board shall consist of sixteen (16) individual directors (each a “Director”), each of which (consistent with the provisions of Section 4.5) shall be Member Designees of Members of individual Members. Membership in the Board shall be as follows:

- a. Representatives-at-Large. Six (6) Directors that shall be designated as “Representatives-at-Large”, who shall be elected as follows:
 - i. Two (2) Representatives-at-Large shall be Member Designees of Regular Members elected by all Regular Members, one of whom shall be elected by the members to serve as Chair and one of whom shall be elected by the members to serve as Vice-Chair; and
 - ii. Four (4) Representatives-at-Large who shall be Member Designees of Regular Members, or Individual Members in each case nominated by the Board and elected by Regular Members. In considering nominations for these positions the Board will take

into account a necessary balance on the Board of geography, constituency, experience, and expertise.

- b. Independent Nursing Facility Representatives. Two (2) Directors that shall be designated as “Independent Nursing Facility Representatives”, defined as Member Designees of Regular Members with fewer than the applicable Threshold Amount identified on Exhibit B attached hereto (the “Threshold Amount”) of beds which are licensed or licensable under RCW 18.51 as skilled nursing beds at Facilities under common ownership or control within the State of Washington, who shall be elected by Regular Members from this subset of the Membership.
- c. Independent Assisted Living Facility Representatives. Two (2) Directors that shall be designated as “Independent Assisted Living Facility Representatives,” defined as Member Designees of Regular Members with fewer than the Threshold Amount of beds which are licensed or licensable as assisted living facility, or similar residential care, beds under RCW 18.20 at Facilities under common ownership or control within the State of Washington, who shall be elected by Regular Members from this subset of the Membership.
- d. Multi-Nursing Facility Representatives. Two (2) Directors that shall be designated as “Multi-Nursing Facility Representatives”, defined as Member Designees of Regular members with the Threshold Amount or more beds which are licensed or licensable under RCW 18.51 as skilled nursing beds at Facilities under common ownership or control within the State of Washington, who shall be elected by Regular Members from this subset of the Membership.
- e. Multi-Assisted Living Facility Representatives. Two (2) Directors that shall be designated as “Multi-Assisted Living Facility Representatives,” defined as Member Designees of Regular Members with the Threshold Amount or more beds which are licensed or licensable under RCW 18.20 as assisted living facility, or similar residential care, beds at Facilities under common ownership or control within the State of Washington, who shall be elected by Regular Members from this subset of the Membership.
- f. Associate Business Member. One (1) Director that shall be designated as an “Associate Business Member” who shall be a Member Designee of an Associate Business Member and nominated and elected by Associate Business Members from among the three (3) Member Designees receiving the most nominations for the position. For the avoidance of doubt, Associate Business Members (and not Regular Members) shall vote to elect the Associate Business Member.

g. Past Chair. The immediate past Chair of the Board.

4.3 Term of Office. Each Director shall serve a two (2) year term on the Board. Any Director that is appointed to fill a partial term on the Board shall serve the remainder of that partial term.

4.4 Limitations. Subject to being properly qualified and elected, there shall be no limit on the number of terms that a Director may serve on the Board. Notwithstanding the foregoing, no Director shall serve more than one (1) consecutive term as the Chair of the Board.

4.5 Director Qualifications. Eligibility for service as a Director shall be as subject to the following eligibility criteria which shall be maintained throughout the term of service:

- a. Individual Status. Except with respect to the Associate Business Member Director and the Immediate Past Chair, all Directors must be Member Designees of Regular Members who hold as their primary occupation the ownership, operation, or provision of long term care services, or, in the case of the four (4) Representatives-at-Large elected under Section 4.2(a)(ii), Individual Members.
- b. Good Standing. The Director's Facilities must be Regular Members in Good Standing.
- c. Competing Requirements. Except as otherwise approved by the Board, Directors shall not be an officer or board member of any other trade association in Washington State representing the interests of long term care providers.
- d. Size and Type Designations. Member Designees shall be eligible for service as Directors for particular size and facility type positions on the Board subject to the following rules:
 - i. Member Designees that belong to an entity owning or operating both skilled nursing and assisted living facilities are eligible for either a skilled nursing facility or assisted living facility position on the Board. The Member Designee must choose one or the other at the time of nominations for the Board. At no time may a single Member Designee run for or occupy more than one board seat; and
 - ii. Whether a Member Designee is eligible for consideration as a "multi-facility" member or an "independent facility" Director position is dependent upon the number of beds operated in Washington State in each category, not total number of beds in both categories combined. The Board may at its discretion update

the Threshold Amount to reflect an appropriate mix of Members and ensure diversity of representation on the Board.

- e. Special Qualification for the Chair. The Representative-at-Large Director selected as the Chair in accordance with Section 4.2(a)(i) must have served on the Board, in any capacity, for two (2) of the previous six (6) years.

4.6 Meetings of the Board. The Board shall meet at such times and places as it may deem necessary to manage the affairs of the Association, *provided, however*, the frequency of the meetings of the Board of Directors shall be at least six (6) times per year. Notice of the Board's meetings shall be provided to the Members pursuant to Section 3.2(c). Directors may participate in meetings by telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by such method constitutes presence in person at a meeting.

4.7 Quorum. A quorum of the Board shall consist of a simple majority of Directors.

4.8 Action by the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the provisions of Chapter 24.03A of the Revised Code of Washington ("RCW") or by these Bylaws. The Board may also act by written consent consistent with the provisions of RCW 24.03A.570.

4.9 Absences and Vacancies.

- a. Absences. Should any Director be absent from two (2) consecutive Board meetings without an excuse satisfactory to the Chair, or fail to attend a total of three (3) meetings during a calendar year without an excuse satisfactory to the Chair, such Director shall thereupon be removed from the Board by means of notice mailed to him/her by the Chair of the Board and the vacancy thereby created shall be filled as prescribed by these Bylaws.
- b. Failure to maintain Eligibility. Should a Director, at any time during a term lose their status as a Member Designee, that Board position shall be declared vacant by the Chair of the Board and the vacancy thereby created shall be filled as prescribed by these Bylaws. Notwithstanding, a Director who is a Member Designee of a Member that changes its status as "independent" or "multi" and is serving as a director under Sections 4.2(b)-(e) may at the discretion of the Board maintain his or her status as a Director for the balance of their then existing term.
- c. Resignation. Should any Director wish to voluntarily resign from the Board of Directors, a written, signed letter of resignation shall be submitted to the Chair.

That Board position shall be declared vacant by the Chair of the Board and the vacancy thereby created shall be filled as prescribed by these Bylaws.

- d. Vacancies. When a Director vacancy occurs (other than the Chair), the Board shall select by a simple majority vote of the Directors the best possible candidate to fill the position. The selected replacement shall serve out the balance of the departed Director's term. For the partial term to which they are appointed, and for such term only, Directors appointed pursuant to this section shall not be required to meet the requirements and qualifications stated in Sections 4.2 or 4.5 of these Bylaws.
- e. Vacancy of the Chair Position. In the event the Chair resigns or otherwise leaves the position of Chair, and the Vice Chair is appointed by the Board to serve as Interim Board Chair, he or she will remain eligible to serve a full two-year term as Chair if subsequently elected as Chair. In other words, the time served as Interim Chair will be excluded from the term limits contained in Section 4.4 of these Bylaws.

ARTICLE V BOARD OFFICERS

5.1 Board Officers. The officers of the Board shall be a Chair and a Vice Chair (the "Board Officers") that shall be selected in accordance with Article IV of these Bylaws.

5.2 Duties. Duties of the Board Officers shall be as follows:

- a. Chair: The Chair of the Board shall:
 - i. preside over the meetings of the general membership and the Board;
 - ii. be an ex-officio member on all Committees of the Board;
 - iii. designate the time, place, and location for meetings;
 - iv. establish all committees and appoint committee chairpersons as set forth in these Bylaws, and subject to the approval of the Board;
 - v. serve on the American Health Care Association (AHCA) Council of State Executives if the Association is a member in good standing of AHCA (only for term of office);
 - vi. have the authority to appoint an individual to the position of interim Chief Executive Officer, should that position become

vacant for any reason. The interim appointment shall be effective until such time that a replacement can be found that is approved by a majority of the Board in accordance with Section 6.2(a).

b. Vice Chair. The Vice Chair of the Board shall:

- i. preside at all meetings in the absence of the Chair.
- ii. serve on committees as appointed by the Chair.
- iii. May serve as the Interim Chair upon the resignation, death, or incapacity of the Chair, for the remainder of that term of office where the outgoing Chair has not appointed an interim Chair and/or that interim Chair has not been ratified by a majority of the Board.

5.2 Compensation. No Board Officer shall receive compensation for serving in such capacity. Notwithstanding, Officers may be authorized a reimbursement expense account for the purpose of travel and per-diem expenses as authorized by the Board and consistent with the expense reimbursement policies of the Association.

ARTICLE VI OFFICERS OF THE ASSOCIATION

6.1 Association Officers. The officers of the Association shall be a President and Chief Executive Officer and a Secretary/Treasurer (the “Association Officers”) that shall be selected by the affirmative vote of the Board.

6.2 Eligibility. Eligibility to serve as an Association Officer shall be as follows:

- a. President and Chief Executive Officer. President and Chief Executive Officer shall be a person chosen and appointed by the Board of Directors.
- b. Secretary/Treasurer. The position of Secretary/Treasurer shall be occupied by a Director of the Board appointed by a simple majority vote of the Board. The Secretary/Treasurer so appointed shall serve for a two-year term, unless earlier removed. Directors shall be limited to two consecutive two-year terms as Secretary/Treasurer.

6.3 Duties of the Association Officers. The duties of the Association Officers shall be as follows:

- a. President and Chief Executive Officer. The President and Chief Executive Officer shall:

- i. have overall accountability, responsibility, and authority for the management of the business affairs of the Association in accordance with the plans and objectives adopted by the Board;
- ii. cause the Association to comply with all applicable laws and regulations;
- iii. supervise, evaluate, and recommend compensation for Association staff;
- iv. shall speak for the Association to enhance the Association's public image and reputation, and strengthen and protect the WHCA brand;
- v. shall be an ex-officio member on all committees as authorized by the Board.

b. Secretary/Treasurer. The Secretary/Treasurer shall:

- i. be responsible for the preparation and maintenance of minutes of meetings of the Members and the Board;
- ii. serve on committees as appointed by the Chair;
- iii. be responsible for the preparation and presentation of monthly financial statements and the Association's annual budget; and
- iv. verify that disbursements are made in accordance with the budget

6.4 Compensation of Association Officers. The compensation of the President and Chief Executive Officer shall be determined by the Board from time to time. The Association Officers may be authorized a reimbursement expense account for the purpose of travel and per-diem expenses as authorized by the Board and consistent with the expense reimbursement policies of the Association.

ARTICLE VII FINANCIAL REVIEW

7.1 Financial Audit or Review Statement. An annual Audit or Review Statement of the Association financial records shall be performed by an independent accounting firm, and the results shall be distributed to all Directors.

ARTICLE VIII

INDEMNIFICATION

8.1 Indemnification. The Association shall indemnify its Directors, officers, and employees consistent with the provisions of this Section 8.1.

- a. Indemnification of Directors and Officers. To the full extent permitted by law, the Association shall indemnify any Director or officer of this Association against expenses, including attorney's fees, judgments, fines and amounts paid in settlement reasonably incurred in the defense of any action, suit or proceeding, civil or criminal (collectively, a "Proceeding"), in which he or she is made a party by reason of being or having been such Director, or officer of this Association in matters in which it is finally adjudged in such action, suit or proceeding that he or she is liable for negligence or willful misconduct in the performance of his or her duties.
- b. Certain Allegations. In those instances, where a director or officer is alleged to have committed harassment, discrimination, or similar civil rights violations in the performance of his or her duties, indemnification will be determined by a majority vote of the Board.
- c. Indemnification of Employees. The Association may, at the discretion of the Board, indemnify employees of the Association to the same extent and upon the same terms it indemnifies Directors and officers.
- d. Advance of Expenses. The foregoing right to indemnification shall be deemed to include a right to require the Association to remit to such Director, officer, or employee, as may be determined by the Board in the exercise of its discretion with respect to any employee, sums reasonably incurred in defending any Proceeding in advance of the final adjudication thereof, provided that such party has delivered to the Association an undertaking to repay such sums if he or she is finally adjudicated to have failed to meet the foregoing standard for indemnification.

ARTICLE IX COMMITTEES

9.1 Committees of the Board. The Chair of the Board may, from time to time, establish such committees (each a "Committee") as the Chair deems necessary and appropriate to assist with the operation of the Association. The Board shall maintain a roster of all standing and ad hoc Committees.

9.2 Committee Operations.

- a. Authority, Limitations. All Committees shall have and exercise the authority of the Board to the extent it is delegated to them by these Bylaws or by the Board, subject to such limitations as may be prescribed by these Bylaws, the Board, and applicable law; provided, that no Committee shall have the authority to do any one or more of the following: (i) amend, alter or repeal these Bylaws; (ii) elect, appoint or remove any member of any other Committee or any director or officer of the Association; (iii) amend the Articles; (iv) adopt a plan of merger or consolidation with another corporation; (v) authorize the sale, lease or exchange (or pledging as security) of all or substantially all of the property and assets of the Association or any asset not in the ordinary course of business; (vi) authorize the voluntary dissolution of the Association or revoke proceedings therefor; (vii) adopt a plan for the distribution of the assets of the Association; (viii) amend, alter or repeal any resolution of the Board that by its terms provides that it shall not be amended, altered or repealed by such Committee; (ix) take or authorize any action that the Board is prohibited from taking or authorizing under these Bylaws or the Articles.
- b. Policies and Procedures. A Committee, when formed, shall organize itself and shall develop policies and procedures to be approved by the Board to guide it in performing the functions and duties as are given to the Committee or Committees elsewhere in these Bylaws or by the Board.
- c. Membership. Members shall be appointed to each Committee by the Chair of the Board upon the recommendation of the Board. Committee membership shall be open to all Regular Members upon approval of the Chair. The Chair shall have the authority to deny Committee membership for any reason, including but not limited to actual or perceived conflicts of interest. Denial of Committee membership may be appealed to the Board.
- d. Meetings. All Committee meetings shall be open to all Members interested in attending, except that attendance may be limited from time to time at the sole discretion of the Chair.

9.3 Committee Disbursements of Funds. Any recommendation by a Committee which involves, entails, or requires the expected expenditure of over \$10,000, in the aggregate for a single action or a series of related actions, must be approved by the Board.

9.4 Committee Meeting Notifications. Notification of Committee meetings stating the place and hour of the meeting shall be delivered by electronic mail or regular U.S. Mail not less than ten (10) days before the date of the meeting. Committee chairs shall have the authority to call special Committee meetings on less than ten (10) days' notice. Notice shall be deemed to be delivered when sent.

9.5 Committee Voting. A Committee member's ability to vote on Committee business is contingent upon that member having attended the two previous Committee meetings. Failure to attend the two previous consecutive Committee meetings disqualifies a member from voting on any matter until that member attends two consecutive Committee meetings.

9.6 Advisory Committees. The Board may also establish other advisory committees either on a standing or ad hoc basis. Such advisory committees will have no delegated authority from the Board to take action on behalf of the Association but will provide analysis and recommendations within the scope of their charters to the Board or to a specific committee, as directed.

- a. Certain Advisory Committee Membership Limitations. The Board may establish certain advisory committees related to: (i) Nursing Facility Reimbursement, (ii) Assisted Living Reimbursement, (iii) Group Retrospective Rating, and (iv) Public Policy Committees. For each of the foregoing committees, membership shall be limited to no more than one Member Designee from a Regular Member.

ARTICLE X ASSOCIATION CONFERENCES

10.1 Association Conferences. Conferences within this Association shall be established for the purpose of recognizing and promoting the specific interests of self-identified subgroups within the membership who provide specialized health care services and focusing on their problems and areas of interest.

10.2 Recognition of Conferences. Any self-identifiable, functional group of Members seeking conference status shall make a formal presentation to the Board requesting creation of a special project committee to consider their concerns. If the special needs of this group are found to be justifiable, that committee will recommend to the Board that a new conference be created. A conference may be established or dissolved by the Board subject to ratification by the general membership.

10.3 Conference Operations. Each conference, when formed, shall organize itself, shall elect from its membership a chairman and secretary, and shall develop policies and procedures to guide it in performing its functions in a manner that is not inconsistent with these Bylaws and the policies of the Association.

ARTICLE XI ADMINISTRATIVE PROVISIONS

11.1 Contracts. Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract and execute and deliver any instrument with name and on behalf of the Association and such authority may be general or confined to specific business. No debt shall be contracted against the Association except by order of the Board or persons specifically authorized by the Board. In the absence of other authorization by the Board, the Chair, and the President and Chief Executive Officer are authorized to execute all contracts, leases, instruments, and other documents on behalf of the Association. The President and Chief Executive Officer is further authorized to delegate authority to sign contracts, leases, instruments, or other documents to any other officer or representative of Association and to authorize those delegates to further delegate signature authority.

11.2 No Liability for Debts. No Member shall be liable or responsible for any debt or liability of the Association. The private property of the Members shall be exempt from execution or liability for any debt of the Association.

11.3 Fiscal Year. The fiscal year of the Association shall be determined by a majority vote of the Board from time to time.

11.4 Accounting System. The Board shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an applicable accounting system, including reports.

11.5 Books and Records. The Association shall keep at its principal or registered office copies of its current Articles and Bylaws, correct and adequate records of accounts and finances, minutes of the proceedings of the Board and the Committees and the Members, records of the name and address of each Director and officer, and such other records as may be necessary to comply with the provisions of RCW 24.03A.210.

ARTICLE XII LIMITATIONS ON ADVOCACY

12.1 Limitations on Advocacy. The Association shall not advocate, organizationally or through staff, for state fund skilled nursing care or care in licensed assisted living facilities, to the clear detriment of one of those categories of care in order to produce gain for another.

ARTICLE XIII BYLAWS AND AMENDMENTS

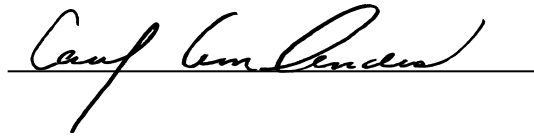
13.1 Bylaws. The Board shall have the power to propose and adopt such bylaws as may seem expedient, but such bylaws shall be subject to ratification by the vote of any membership meeting of this Association as defined in at any meeting of the Membership or by action of the Members by ballot in accordance with Article III of these Bylaws.

13.2 Amendments. These Bylaws may be amended at any meeting of the Membership or by action of the Members by ballot in accordance with Article III of these Bylaws by a simple

majority of Members, *provided, however*, that no amendment shall be adopted unless a copy of such proposed amendment shall have been included in or enclosed with the notice of such meeting. Notwithstanding the foregoing, the Board shall have the authority to amend these Bylaws by simple majority vote of the Board to correct grammatical or technical errors or to amend the Associate Business Member designations in Exhibit A.

BYLAWS CERTIFICATE

The undersigned certifies that he or she is the corporate secretary of the Washington Health Care Association, and that as such they hereby certify that the foregoing Amended and Restated Bylaws of the Washington Health Care Association constitute the Bylaws of the Association as of this date, duly adopted by the Members effective as of September 20, 2023, as amended from time to time prior to the date hereof.

A handwritten signature in cursive script, reading "Carol Ann Andrews", is written over a solid horizontal line.

Carol Ann Andrews, Secretary

Exhibit A:

Classifications of Associate Business Members

- A. Professional services: Including but not limited to legal services, media consulting firms, marketing service, graphic design, website services, strategic planning, conflict resolution, training, risk management public relations, government relations, and lobbying firms.
- B. Physical plant support: Services such as architecture, construction, real estate, electrician, building, plumbing, furniture, building fixtures, elevators, and roofing.
- C. Operations support: Medical supply, medical equipment, durable medical equipment, office equipment, food, laundry, group purchasing, and insurance.
- D. Technology: Information technology systems, data and database management & storage, software solutions excluding staffing applications.
- E. Health services: Therapies, pharmacy, x-ray, laboratory, dental, wound care, dietary, oxygen, durable medical equipment, skin care, behavioral health services, dialysis, hospice;
- F. Financial: Accounting, bookkeeping, financial planning, payroll
- G. Staffing: Short-term staffing, staffing agencies, nursing pools, short-term staffing applications.
- H. Human resources: Recruiting, retention, benefits, timekeeping, scheduling.

Exhibit B:

Threshold Amounts

Category	Threshold
Assisted Living	300 beds
Skilled Nursing	600 beds