

**BYLAWS
OF
THE NATIONAL FORUM OF ESRD NETWORKS, INC.**
(A New York Not-For-Profit Corporation)

ARTICLE I

PURPOSE

The National Forum of ESRD Networks, Inc. hereafter referred to as the "Forum", or "The Corporation" is a corporation operating under the not-for-profit corporation laws of the State of New York.

The purpose of the Corporation is contained in its mission statement. "The mission of the Forum is to support and advocate on behalf of the ESRD Networks in promoting methods to improve the quality of care to patients with renal disease."

ARTICLE II

OFFICES

The principal office of the Corporation shall be located in the County of New York, State of New York or such other place as the Board of Directors may from time to time determine or the purposes of the Corporation may require.

ARTICLE III

MEMBERSHIP

3.1 Membership. Any ESRD Network which is designated by and operating under the regulations of the Department of Health and Human Services and desires to participate may apply for and be granted membership upon written application to the Board of Directors. Upon such grant of membership, each participating Network shall designate three (3) delegates, one of whom shall be the Executive Director and two (2) others, one of whom shall be a member of the individual Network's Medical Review Board and the second of whom shall be appointed as Forum Representative by that Network. One of these latter two representatives must be a physician. This membership will elect a Board of Directors and officers who shall govern the affairs and management of the Corporation according to these bylaws.

3.2 Meetings. An Annual meeting of the membership shall be held each year for the transaction of business. Special meetings of the membership may be called by the President, one-third of the Board of Directors or not less than one-fifth of the members having voting rights. Notification of the Annual Meeting and of each special meeting of the Forum stating the date, time and place of such meeting and the matters to be considered shall be distributed at least thirty (30) days before the date of the meeting.

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- 3.3 Quorum. A quorum for the transaction of any business at all meetings of the membership shall consist of one-third of the membership. In the absence of a quorum, a meeting may be postponed to a date not less than 30 days hence by vote of a majority of the members present.
- 3.4 Voting. Each member who attends shall be entitled to one vote on each matter. All matters shall be decided by a majority vote of the members voting. There shall be no proxy voting.

ARTICLE IV

BOARD OF DIRECTORS

- 4.1 General Powers. All Corporate powers, except as otherwise provided in the Certificate of Incorporation, these bylaws and in the laws of the State of New York, shall be and are hereby vested in and shall be exercised by the Board of Directors.
- 4.2 Nominations and Elections. The Board of Directors shall implement procedures to receive nominations and conduct elections for Officer and Director positions. Directors shall be elected by the Forum membership. Elections shall be decided by a majority of the votes cast, or, if more than two candidates are nominated for any At-Large position or office, then by a plurality of the votes cast. All nominees shall have knowledge of the ESRD program and functions of the ESRD Networks. Voting for Directors may occur by submission of a ballot via mail-in, email, or fax or during a specified meeting.
- 4.3 Number of Directors. The number of Directors constituting the Board of Directors shall be at least thirteen (13), of which at least six (6) shall be physicians. There shall be four (4) Officers as set forth in Article VI 6.1, the Immediate Past-President, one (1) appointed representative each from the Medical Advisory Council and the Executive Director Advisory Council, and at least six (6) At-Large Directors, of which at least three (3) shall be physicians. Other at large directors outside the Forum membership can be elected based on corporate governance needs not to exceed four (4) non-Forum members.
- 4.4 Terms of Office. Directors shall serve a term of two (2) years, with staggered years of expiration. Terms will begin on the July 1st following the election and expire June 30th two (2) years later. Notwithstanding the foregoing, each Director's term shall continue until his/her qualified successor shall have been elected. There shall be no limitation on the number of consecutive terms a Director may serve.
- 4.5 Quorum. A majority of the number of Directors serving at the time of any meeting shall constitute a quorum for the transaction of business.
- 4.6 Meetings. Meetings of the Board of Directors may be held at such places and times as the Board of Directors may determine. Meetings may be held at any time whenever called by the President or two (2) Officers or Directors. The Directors may designate any place, unless otherwise prescribed by statute, as a place of meeting for any meeting called by the Directors. Notification of all meetings, stating the day, place and hour of the meeting shall be delivered or mailed not less than fifteen (15) days before the date of the meeting.
- 4.7 Voting. Each Director who attends shall be entitled to one vote and all questions shall be decided by a majority vote of those present and voting. No proxy voting shall be permitted.

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- 4.8 Dissolution of the Corporation. No Director shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation.
- 4.9 Removal. Any Director may be removed for cause at any time by a majority vote of the Board of Directors at any meeting. Any Director who misses three (3) or more consecutive scheduled meetings shall be removed from the Board, unless an absence is due to illness or disability.
- 4.10 Ad Hoc Membership. The President has the authority to appoint Ad Hoc members, subject to approval by a majority vote of the Board of Directors, to accomplish the goals of the Forum. Ad Hoc membership is a non-voting position on the Board of Directors. The term of office for Ad Hoc members will be one year, but may be renewed by a majority vote of the Board of Directors.

ARTICLE V

COMMITTEES

- 5.1 The Board of Directors may establish any committees as shall be deemed necessary or appropriate to advise or assist in the management, direction and supervision of the various activities of the Corporation. Such committees shall have such powers, duties and responsibilities as may be determined by the Board of Directors.
- 5.2 The Medical Advisory Council (MAC) and the Executive Director Advisory Council (EDAC) shall be Standing Committees of the Board of Directors. The MAC and EDAC shall each elect a Chairperson not already serving on the Board to fill the respective Council's designated position on the Board of Directors. The MAC and EDAC shall meet as necessary and report at all Board of Directors meetings.
- Medical Advisory Council (MAC) shall serve as the primary group to advise the Board of Directors and Forum membership regarding quality improvement strategies in the ESRD program, specific projects to be undertaken in support of those strategies, information management and other quality oversight infrastructure components. Each Network shall appoint one physician representative with Network Medical Review Board and quality improvement experience to serve on the MAC. Each MAC representative shall have an alternate from their Network to participate in committee activities in the absence of the MAC representative. MAC representative and alternate do not need to be Forum members. The alternate will have the vote of their MAC representative when acting on behalf of their representative. Individuals serving on the MAC should commit to a two-year period of service. The Chair of the Network Quality Improvement Directors group and an Executive Director not already serving on the Board of Directors shall hold ex-officio positions on the MAC.
 - Executive Director Advisory Council (EDAC) shall serve as the primary group to advise the Board of Directors regarding Network roles, responsibilities, resources and contract-related issues to support the ESRD quality improvement program. The EDAC shall consist of all Network Executive Directors.

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- 5.3 The Board of Directors may establish ad hoc Committees at its discretion and appoint a chairperson. Each Committee Chairperson will recruit and appoint the membership of the Committee, subject to the approval of the Board of Directors. Committee membership shall be open to any interested and qualified individual.

ARTICLE VI

OFFICERS

- 6.1 Officers. The officers of the Corporation shall be the President, President-Elect, Secretary, and Treasurer and shall be elected by the Forum membership as specified in Article IV 4.2. All officers shall serve for a term of two (2) years and until qualified successors have been elected. All officer candidates must have a minimum of one year experience on the Forum Board of Directors.
- 6.2 President. The President shall be the Chief Executive Officer of the Forum. The President shall preside at all meetings of the Forum membership, and of the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors.
- 6.3 President-Elect. The President-Elect shall assist the President in carrying out executive responsibilities and shall perform such duties as may be assigned by the Board of Directors or the President. The President-Elect shall assume the President's duties in the case of the absence or disability of the President and upon conclusion of the President's term.
- 6.4 Secretary. The Secretary shall be responsible for notifying the members of the Board of Directors and committees of all meetings. The Secretary shall keep or cause to be kept a record of all votes and the minutes of all meetings. The Secretary shall have custody of the corporate seal and shall have authority to affix the same to any obligation, instrument or contract executed on behalf of the Forum. The Secretary shall have such other powers and perform such other duties as the Board of Directors determines.
- 6.5 Treasurer. The Treasurer shall also be the Chief Financial Officer of the Corporation. The Treasurer shall collect, receive, deposit and invest the assets of the Forum as directed by the Board of Directors; shall prepare an annual budget for the approval of the Board of Directors; shall keep or cause to be kept full and accurate accounts of all receipts and disbursements; shall supervise and monitor all matters relating to the finances and expenditures of the Forum; and shall render an annual financial statement and such other reports and accounts of the financial condition of the Corporation as may from time to time be appropriate or duly requested. The Treasurer shall perform such other duties as are incident to the office of Treasurer, and shall have such other powers and perform such other duties as the Board of Directors shall determine.

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ARTICLE VII

FINANCE

- 7.1 Authority to Receive. The Corporation may receive gifts, bequests, devises, legacies, donations and contributions from individuals, private or corporate entities and governmental sources for such purposes as are within the general scope of its corporate purposes and powers, and upon acceptance shall expend and administer the contributions for such purposes.
- 7.2 Deposits and Checks. The funds of the Corporation shall be deposited in such banks, trust companies, and other depositories as may be designated by the Board of Directors. The Board of Directors shall determine by resolution the officers and agents who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and other instruments and documents. The Board shall implement cash management policies that ensure appropriate handling of all expenditures and disbursements.
- 7.3 Bond. The Board of Directors shall require the Treasurer to give a bond for the faithful discharge of his/her duties in such amount and with such surety or sureties as they shall determine, the cost of such bond to be borne by the Forum. The Board of Directors may require other officers to give such bond.

ARTICLE VIII

GENERAL PROVISIONS

- 8.1 Fiscal Year. The fiscal year of the Forum shall commence on the first day of January of each year and end on the thirty-first day of December, unless changed by resolution of the Board of Directors.
- 8.2 Telephone Participation in Meetings. Any one or more members of the Board of Directors, or any Forum committee, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 8.3 Seal. The Seal of the Forum shall be circular in form and shall bear on its outer edges the words "NATIONAL FORUM OF ESRD NETWORKS, INC." and in the center the words and figures "Corporate Seal 1984 New York".
- 8.4 Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the Forum in all cases in which they are applicable and consistent with these bylaws or special rules adopted by the Forum.
- 8.5 Vacancies. Any vacancy on the Board of Directors by reason of death, resignation, inability to act or any other cause shall be filled for the duration of the term by vote of a majority of the Board of Directors at any meeting.

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8.6 Conflict of Interest. Membership on the Board of Directors or any committee shall not be used for purposes which are, or give the appearance of being, either directly or indirectly, motivated by private gain on the part of any member or his/her immediate family. Directors shall annually declare those relationships in which a Director is involved that might, even potentially, represent a conflict of interest as he/she acts on behalf of the Forum Board of Directors.

The Board of Directors shall retain the authority to determine if any Director, officer or committee member must recuse himself/herself due to a conflict of interest. Such a determination shall be made by a majority vote of the Board of Directors excluding the interested member who shall not vote on the recusal, but who shall count for purposes of determining a quorum.

No contract or other transaction between the Forum and any of the members of the Board of Directors or officers of the Corporation, or between the Corporation and any other organization with which any such Director or officer of the Corporation is affiliated or has a substantial financial interest, shall be void or voidable for this reason alone, or by reason alone that any such Director or officer is present at a meeting of the Board of Directors which authorizes such contract or transaction, provided that the material facts as to such Director's or officer's interest in such contract or transaction are disclosed in good faith or are known to the Board of Directors, and the Board of Directors authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote of any such interested member of the Board of Directors or officer.

8.7 Indemnification. Any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that such person, his testator or interstate, is or was a Director or committee member, officer or employee of the Forum or of any other corporation which he served as such at the request of the Forum or of any other corporation which he served as such at the request of the Forum, shall be indemnified by the Forum against all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with the defense of such action, suit or proceeding, or appeal thereof, to the full extent permitted by law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Director, committee member, officer or employee may be entitled as a matter of law.

8.8 Exempt activities. Notwithstanding any other provision of these bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the United States Internal Revenue Code of 1954 as the same may from time to time be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such code, as the same may from time to time be amended.

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ARTICLE IX

AMENDMENTS

These bylaws may be amended by majority vote of the Forum membership, provided that notice of the bylaws so to be amended, together with a concise statement of the changes to be made, has been given to each member of the Board of Directors at least ten days but not more than thirty days prior to the vote.

Amended Bylaws (Rewritten) Approved 12-11-1988
Amended Bylaws (Article V, Section I) Approved 12-01-1990
Amended Bylaws (Article V, Section 2) Approved 11-14-1993
Amended Bylaws (Article VII, Section 1) Approved 11-14-1993
Amended Bylaws (Rewritten) Approved 10-26-1994
Amended Bylaws (Added Article IV, Section 4.9-4.10) Approved 6-1998
Amended Bylaws (Article III, Section 3.2) Approved 4-1999
Amended Bylaws (Article IV, Section 4.2) Approved 4-1999
Amended Bylaws (Article IV, Section 4.6) Approved 4-1999
Amended Bylaws (Article V, Section 5.2) Approved 3-2000
Amended Bylaws (Article IV, section 4.4) Approved 8-2000
Amended Bylaws (Rewritten) Approved 4-2001
Amended Bylaws (Article I, Article IV, Section 4.2 and 4.4 and Article VI, Section 6.1)
Approved 4-2003
Amended Bylaws (Articles 3.1, 4.2, and 6.1), Approved 3-2005
Amended Bylaws (Article 1, Article IV, Sections 4.2, 4.3, 4.4, and 4.10, Article V, Sections 5.2, and 5.3, Articles VI, Sections 6.1, 6.2, and 6.3, Article VIII, Section 8.1, and Article IX Amendments), Approved 5-2006
Amended Bylaws (Article 1; Article III, Sections 3.2; Article IV, Sections 4.3 and 4.6; Article V, Section 5.2; and Article IX Amendments), Approved 12-2008

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