

BYLAWS  
OF  
AMBULATORY SURGERY ACCESS COALITION

(a California nonprofit public benefit corporation)

ARTICLE I

ORGANIZATION

Section 1. Name.

The name of this Corporation is Ambulatory Surgery Access Coalition.

The organization has elected to do business as Operation Access.

Section 2. Purpose.

The purposes for which this Corporation is formed are:

- (1) To increase access of medically indigent patients to ambulatory surgery services in the San Francisco Bay Area.
- (2) To establish an effective network of collaborating private hospitals and volunteer professional staff to provide free or low cost ambulatory surgical procedures for medically indigent patients.
- (3) To develop an efficient process for referring qualified patients to participating surgeons and hospitals.
- (4) To produce opportunities for increasing the volume of procedures performed and the number of participating providers in the Bay Area.
- (5) To create model innovative low cost health care programs with the potential for replication in other communities.
- (6) To carry out such other educational and charitable activities as the Board of Directors of this Corporation from time to time determines.

Notwithstanding the foregoing, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise

any powers that are not in furtherance of the above, nor shall any substantial part of the activities of this Corporation consist in carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

### Section 3. Organization.

No dividends shall be declared or paid to any private person or individual, nor shall any private person or individual upon the dissolution of the Corporation for any reason be entitled to receive a distributive or other share of the assets then owned or held by the Corporation, it being expressly understood that this Corporation is not formed for profit and is a Corporation which does not contemplate pecuniary gain, profit or dividends to any private person or individual, and is a Corporation organized and operated exclusively as a nonprofit public benefit Corporation, no part of the net earnings of which shall inure to the benefit of any private person or individual. Upon dissolution of this Corporation, all of its business, properties and assets shall go and be set over to and used for the objects and purposes set forth in the Articles of Incorporation of the Corporation.

### Section 4. Principal Office.

The principal office of the Corporation is hereby fixed and located in San Francisco, California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the State of California. Any such change shall be noted by the Secretary opposite this Section, but shall not be considered an amendment of these Bylaws. The Board of Directors at any place or places where the Corporation is qualified to do business may at any time establish other business offices.

## ARTICLE II

### MEMBERS

This Corporation shall have no members. The Directors of this Corporation shall exercise all rights given to members by law.

## ARTICLE III

### BOARD OF DIRECTORS

Section 1. General Powers.

Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California, all corporate powers shall be exercised by or under authority of, and the Board of Directors shall control the business and affairs of this Corporation. The Board may delegate the management of the activities of this Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of this Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Duties.

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are properly performed;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their addresses with the Secretary of the Corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notice thereof.

Section 3. Number of Directors.

The Board of Directors shall consist of not less than five (5) nor more than seventeen (17) members, including ex officio members. The authorized number of directors as of the effective date of these amended Bylaws shall be seventeen (17). The President and CEO shall serve as an ex officio voting member of the Board of Directors. The Board of Directors may, from time to time, change the authorized number of directors, within the limits specified by this Section. Such changes shall be made by resolution of the Board duly recorded in the minutes of the

proceedings of the Board.

Section 4. Term of Office.

The term of office of a Director shall be three (3) years. Consecutive terms are limited to three (3) after which a Director must abstain from service for at least one (1) year before re-election. Directors shall be divided into three (3) approximately equal groups with staggered terms in order to insure continuity of membership. New Directors shall assume office on the first day following their election. A Director who is elected to fill a vacancy shall assume office immediately and shall serve for the unexpired term of the Director being replaced. A Director elected to expand Board membership in between annual elections will serve concurrent with one of the staggered groups and his or her term will expire on the day of the next annual election that most closely approximates his/her three year term. Each Director, including a Director elected to fill a vacancy, shall hold office until a successor is elected, except as otherwise provided by law.

Section 5. Removal from Office.

Any member of the Board of Directors of this Corporation may be removed from office by the affirmative vote of a majority of the Directors of the Corporation. Any member of the Board of Directors of this Corporation shall be deemed removed from office if such Director has been declared of unsound mind by order of court or convicted of a felony.

Section 6. Vacancies.

A vacancy in the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal of any Director or if the authorized number of Directors be increased. Vacancies shall be filled by the Board of Directors. Any Director may resign effective upon giving written notice to the Secretary or to all Directors, unless such notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the Attorney General.

Section 7. Forfeiture of Directorship.

Any Director absent from three (3) consecutive meetings of the Board of Directors without leave of absence from the Board of Directors, at the discretion of the Board of Directors shall be held to have forfeited his office.

Section 8. Restriction on Interested Directors.

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 9. Compensation and Fees.

Directors shall not receive any stated salary for their services as Directors. Nonetheless, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties as specified in Section 2 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 8 of this Article. Subject to the foregoing, nothing contained in this section shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

Section 10. Honorary Directors

The Board may select individuals who have served as past Board members to be honorary directors of the corporation. Such honorary directors shall serve at the pleasure of the Board. Honorary directors may attend meetings of the Board but may not hold office or vote on matters coming before the Board.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meeting.

The annual meeting, regular meetings and special meetings of the Board of Directors shall be held at any place designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the

absence of such designation, such meetings shall be held at the principal executive office of the Corporation.

#### Section 2. Annual Meeting.

The annual meeting of the Board of Directors shall be held in the month of January, following the end of the fiscal year in December. The meeting will be held for the purpose of electing Directors and officers of the Corporation. Notice of annual meetings, scheduled in accordance herewith, is hereby dispensed with.

#### Section 3. Regular Meetings.

The Board of Directors shall meet not less than every other month, at the principal executive office of the Corporation, or any other place within or outside of the State of California which has been designated by the Board of Directors or at such time as is set by the Executive Director; provided, that notice of all such regular meetings of the Board of Directors is at least seven (7) calendar days' notice given by first-class mail or four (4) calendar days' notice delivered personally or by telephone, facsimile transmission, electronic mail, or other similar means of communication.

#### Section 4. Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, Secretary, or by any two (2) Directors. Special meetings of the Board of Directors shall be held upon four (4) calendar days' notice given by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, facsimile transmission, electronic mail, or other similar means of communication.

#### Section 5. Notices.

Any notice required to be given under these Bylaws shall be addressed or delivered to each Director at such Director's address as is shown upon the records of the Corporation or as may have been given to the corporation by the Director for purposes of notice, or if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means to the recipient. Oral

notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient. Notice of meetings shall specify the place, day and hour of the meeting. A notice or waiver of notice need not specify the purpose of any special meeting of the Board of Directors.

Section 6. Action Without Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of such Directors.

Section 7. Action at a Meeting; Quorum and Required Vote.

Presence of a majority of number of Directors in office (but not less than two Directors, in addition to any *ex-officio* directors) at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as hereinafter provided. Members of the Board of Directors may participate in a meeting through use of a conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by law, by the Articles of Incorporation, or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section 8. Validity of a Defectively Called or Noticed Meeting.

The transactions of any meeting of the Board of Directors, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present, or who, though present, has prior to the meeting or at its commencement protested the lack of proper notice to him or her, signs a written waiver of notice or consent

to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Adjournment.

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment. Otherwise, notice of the time and place of holding of adjourned meetings need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 10. Conduct of Meetings.

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the Vice Chair or, in his or her absence the President of the corporation or, in his or her absence, by a Chair chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

ARTICLE V

OFFICERS

Section 1. Officers.

The officers of the corporation shall be a Chair of the Board, a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Vice Chair of the Board or one or more such other officers as may be appointed in accordance with the provisions of Section 3 of this Article V. A person may hold more than one office, except that the Chair of the Board and the Vice Chair of the Board, if there be one, shall not hold the office of either Secretary or Treasurer. The removal or resignation of a Director who is an officer of the corporation, or the expiration of his or term of office without re-election, shall be deemed a resignation by such person from all offices held.

## Section 2. Election.

The officers of the corporation shall be chosen by the Board of Directors and each shall hold office of two (2) years or until he or she shall resign or shall be removed or otherwise disqualified to serve, or until a successor shall be elected and qualified. New officers will be elected or re-elected at the Annual Meeting or as necessary to fill a vacated office.

## Section 3. Subordinate Officers.

The Board of Directors may authorize one or more such other officers as the business of the corporation may require. The Board of Directors shall appoint such other officers, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

## Section 4. Removal and Resignation.

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. The removal of any officer shall be subject, in each case, to the rights, if any, of such officer under any contract of employment. Any officer may resign at any time by giving written notice to the President or to the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## Section 5. Vacancies.

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board of Directors may or may not be filled as the Board shall determine.

## Section 6. President.

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation.

He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Section 7. Secretary.

The Secretary shall certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may order, a Book of Minutes of actions taken at all meetings of the Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at all meetings of the Board of Directors. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the corporation in safe custody. The Secretary shall exhibit at all reasonable times to any Director, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the Directors of the corporation. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 8. Treasurer.

The Treasurer shall act as treasurer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall submit a statement of accounts at each regular meeting of the Board of Directors and shall make such reports as the Board of Directors may require, and shall make an annual report to the Board of Directors. The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board of Directors all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds of the corporation as may be ordered by the Board of Directors, shall render to the Board of Directors, whenever they request, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or

these Bylaws.

Section 9. Compensation.

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation, provided, however, that such compensation paid to Director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article III, Section 8 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE VI

COMMITTEES

Section 1. Executive Committee.

The Board shall have an Executive Committee consisting of two (2) or more of its members (who may also be serving as officers of this corporation), and who shall be elected by a majority of the number of directors in office. The Executive Committee shall have all the authority of the Board, except with respect to:

- (a) The filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors.
- (b) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the Board of Directors or the members thereof. [Jason, this list is not a delegation of authorities, but a list of limitations on delegated authority, so the addition does not make sense, as I understand it.

I think you have the point covered in your addition to section 2 below.

- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) The approval of any self-dealing transaction except as provided by law.

By a majority of its members then in office, the Board of Directors may at any time revoke or modify any or all of the authorities so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board may require.

#### Section 2. Audit Committee

The Board shall have an Audit Committee consisting of two (2) or more of its members, who shall be elected by a majority of the number of directors in office. The Audit Committee may include persons who are not members of the Board of Directors, but the member or members of the Audit Committee shall not include any members of the staff, including the President or Chief Executive Officer and the Chief Financial Officer. Members of the Audit Committee shall not receive any compensation from the Corporation in excess of the compensation, if any, received by members of the Board of Directors for service on the board and shall not have a material financial interest in any entity doing business with the Corporation. Subject to the supervision of the Board of Directors, the Audit Committee shall be responsible for recommending to the Board of Directors the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board of Directors. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the Corporation are in order, shall review and determine whether to accept the audit, shall assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence referred to in paragraph (1), and shall approve performance of nonaudit services by the auditing firm.

Without limiting the foregoing, the primary duties of the Audit Committee shall include:

- (a) A review of the proposed scope of the annual audit with the independent auditors. The Committee may also use this

opportunity to request special investigations or an expansion of the audit into areas of concern to the Board of Directors.

(b) The approval of the independent auditors' management report on the Corporation's financial statement at the conclusion of the audit.

(c) A review of the independent auditors' management letter that emanates from the audit, as well as management's responses thereto.

(d) The recommendation to the board as to the appointment of the independent auditors.

(e) Establishing policies and practices to prevent financial fraud.

(f) Reviewing and evaluating internal financial controls, and compliance with the Corporation's code of conduct and code of ethics.

(g) Oversight of the financial-reporting process, including determining whether the frequency, distribution, and scope of the organization's internal financial and accounting reports are appropriate to support management's responsibilities for providing meaningful data and that the information contained is timely and accurate.

(h) In cooperation with other board committees, ascertaining whether the annual budgeting process relates meaningfully to the Corporation's financial reporting formats, and whether budgets and subsequent budget-to-actual comparisons are completed in a timely manner.

### Section 3. Board Development Committee.

The corporation shall have a Board Development Committee consisting of three (3) members, one of whom should be an Officer. The members of the committee shall serve for a term of one year, and shall be eligible for reappointment for any number of successive terms. The committee shall present to the board nominations for directors and officers. The nominating committee shall also nominate candidates for board approval to fill vacancies on the board. The committee shall furnish the board with information relating to the background and qualifications of nominees.

The committee shall maintain a current profile of the board's membership to guide the selection process. It shall review the performance of incumbent directors who are eligible for re-

election, and shall develop and implement a program of orientation with the chair of the board and the executive director for newly-elected directors. The committee shall encourage periodic programs of in-service training and regular self-assessment for the board.

Notwithstanding the above, at the Board's discretion, the Executive Committee may choose to fulfill the functions of the Board Development Committee if no standing Board Development Committee has been elected.

#### Section 4. Other Committees.

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board of Directors. Unless they are composed entirely of board members, these additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees. No committee shall have the authority to take any of the actions set forth in paragraphs (a) through (g) of Section 1.

#### Section 5. Meetings-Quorum.

Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its Chair or by the Board of Directors. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings, its Chair designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board of Directors.

#### Section 6. Expenditures.

Any expenditure of corporation funds by a committee shall require prior approval of the Board of Directors.

### ARTICLE VII

#### INDEMNIFICATION AND INSURANCE

To the full extent permitted by law and in the manner provided by law, the corporation may indemnify against liability and hold harmless any person who was or is a party to or is threatened to be a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative or investigative, by reason of the fact that such person is or was a Director, officer, employee or agent of the corporation when serving in an official capacity on behalf of the corporation, or is or was serving at the request of the corporation as a member, director, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust, or other enterprise. The foregoing rights of indemnification shall not be deemed to be exclusive of any other rights to which such person may be entitled under applicable law, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent of the corporation and shall inure to the benefit of the estate, executors, administrators, heirs, legatees or devisees of any such person.

The corporation may pay expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in this Article in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case and as permitted by law.

The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the corporation when serving in an official capacity on behalf of the corporation, or is or was serving at the request of the corporation as a member, director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, whether or not the corporation would be required or would have the power to indemnify such person against such liability under this Article or otherwise.

## ARTICLE VIII

### MISCELLANEOUS

#### Section 1. Inspection of Articles and Bylaws.

The corporation shall keep at its principal executive office in California the original or a copy of its Articles of Incorporation and Bylaws as amended or otherwise altered to date, certified by the Secretary/Treasurer, which shall be open to inspection by any Director at all reasonable times during office hours.

#### Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by a resolution of the Board of Directors.

Section 3. Records.

The corporation shall keep adequate and correct books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and the committees, if any, of the Board of Directors. Such minutes shall be in written form. Such other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 4. Conflict of Interest.

The corporation, through its Board of Directors, may promulgate from time to time a conflict of interest policy according to the current law then in effect to be adhered to by its Directors and officers.

Section 5. Corporate Seal.

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE IX

FISCAL YEAR

The fiscal or business year of the corporation shall begin on the first day of January and shall end on the last day of December of each year.

ARTICLE X

AMENDMENT OF BYLAWS

Section 1. Amendment by Directors.

New Bylaws may be adopted, or these Bylaws may be amended or repealed by a vote of two-thirds of members the Board of Directors in office.

Section 2. Record of Amendments.

Any amendment or alteration in these Bylaws shall be forthwith filed with the original Bylaws of the corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Ambulatory Surgery Access Coalition, a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising ten (10) Articles and sixteen (16) pages, constitutes the Bylaws of said corporation as duly adopted originally at a meeting of the Board of Directors held on September 12, 1995.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_ day of \_\_\_\_\_, 2011.

Date of Amendment \_\_\_/\_\_\_/11

---

SECRETARY