

**AMENDED AND RESTATED
BY-LAWS**

OF

ROTARY DISTRICT 6110 MEDICAL SUPPLIES NETWORK, INC.

Amended and revised, July 19, 2003

Amended and revised, April 16, 2016

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AMENDED AND RESTATED BY-LAWS
OF
ROTARY DISTRICT 6110 MEDICAL SUPPLIES NETWORK, INC.
An Oklahoma Nonprofit Corporation

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**AMENDED AND RESTATED BY-LAWS
OF
ROTARY DISTRICT 6110 MEDICAL SUPPLIES NETWORK, INC.**

ARTICLE 1

NAME, SEAL, AND OFFICES

1. **NAME.** The name of this Corporation is **ROTARY DISTRICT 6110 MEDICAL SUPPLIES NETWORK, INC.** *herein after referred to as the corporation.* (1) . Amendment approved by The Medical Supply Network board of directors , July 19, 2003
2. **SEAL.** The seal of the Corporation shall be circular in form and shall bear on its outer edge the words “Rotary District 6110 MEDICAL SUPPLIES NETWORK, INC., a nonprofit corporation.” The Board of Directors may change the form of the seal or the inscription thereof at their pleasure.
3. **OFFICE.** The principal office of the Corporation shall be 1123 South Erie, Tulsa, Oklahoma 74112-5307

ARTICLE II.

CORPORATE PURPOSE

The purposes for which this Corporation is formed are:

1. **Charitable according to the tenets of Rotary;**
2. **To solicit funds, contributions of service, property, medical supplies ,
educational , humanitarian (2) and related items required to accomplish
the foregoing purposes; and**

to carry on any other activity incidental to, necessary for, or related to the accomplishment of these purposes. (2) Amendment approved by the Medical Supply Network board of directors July 19 , 2003

Article III.

NONPROFIT CORPORATION

1. NONPROFIT. ROTARY DISTRICT 6110 MEDICAL SUPPLIES

NETWORK, INC. is a nonprofit corporation formed exclusively for charitable purposes not involving pecuniary gain to its members, paying no dividends or other pecuniary remuneration such as profits, directly or indirectly, to its members, and having no capital stock.

NO STOCKHOLDERS. The Corporation shall not have any power to issue certificates of stock or declare dividends. No part of the offerings and contributions and moneys and gifts or donations received by the Corporation shall inure to the benefit of any Director, officer, or member. The balance, if any, of such money or things so received by the Corporation after the payment in full of all the debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out the corporate purposes as set forth in the Certificate of Incorporation.

2. COMPENSATION. The Directors, officers and members of the Corporation shall not be entitled to receive any pecuniary gain or profits or emoluments therefrom in whatever form, except reasonable salary or other compensation for services actually performed and reasonable reimbursement for expenses incurred in carrying out the corporate purposes as set forth in said Certificate of Incorporation.

3. DISSOLUTION. In the event of dissolution of the Corporation, or in the event it shall cease to carry out the corporate purposes as set forth in the Certificate of Incorporation, all the business property and assets of the Corporation shall go and be distributed to *Rotary District 6110 , or its successor . (3)* (a nonprofit corporation or association of like purpose and kind, as the Directors of the Corporation may select and designate;) and in no event upon such an occurrence shall any of the said assets of property of this Corporation go or be distributed to Directors, officers, or members for any purpose whatsoever (except in satisfaction of a corporate debt or obligation owed such person).

(3) Amendment and deletion approved by the Medical Supply Network board of directors July 19 , 2003

ARTICLE IV.

CORPORATE CAPACITY AND POWERS

The Corporation shall, insofar as incidental to the transaction of its business or expedient for the attainment of the purposes stated in the Certificate of Incorporation, have and possess all powers which Corporations organized under the laws of Oklahoma may possess, including, without limitation, the following general powers:

- 1. To sue and be sued in its corporate name;**
- 2. To have a corporate seal which may be altered at pleasure, and to sue the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;**
- 3. To make and alter its Certificate of Incorporation and By-Laws, not inconsistent with its Certificate of Incorporation or the laws of this State, for the due and orderly administration and regulation of the affairs of the Corporation;**
- 4. To appoint or elect such officers, employees and agents as the business of the Corporation may require, and to define their duties and fix their compensation;**
- 5. To enter into contracts, incur obligations, and otherwise engage in, transact and carry on business in this State or elsewhere;**

To acquire, by purchase, gift, will or otherwise, and own, hold, control, encumber, pledge, convey, sell or otherwise dispose of or deal in, in this State or elsewhere, any personal property or interest therein, and, subject to the limitations prescribed by the Constitution of Oklahoma, any real property or interest therein.

6. To borrow money and to issue, sell, pledge or otherwise dispose of, its bonds, bills or exchange, notes, obligations and debentures, warrants, trust certificates, and other obligations and evidence of indebtedness, and to secure the same by mortgage, pledge, trust, deed, or other encumbrances on property of any kind; and
7. To encumber, pledge, convey, sell or otherwise dispose of all or any part of its property or assets.

ARTICLE V.

MEMBERS AND MEETINGS FOR MEMBERS

1. **MEMBERSHIP.** The members of the Corporation shall consist of:
 - a. ~~the original Directors named in the Certificate of Incorporation~~ (a deletion approved by the Medical Supply Network board of directors April 16, 2016)
 - b. *the existing board of directors at any point of time*
 - c. *Rotary 6110 District Governor* (an addition approved by the Medical Supply Network board of directors April 16, 2016)
 - d. *Each Rotary club located in District 6110. Each Rotary club in the district may delegate a member of the club to represent the club and cast a vote at any annual or special called membership meeting. The delegate will present to the secretary of the corporation a letter signed by the club*

secretary stating that the delegate is authorized to cast a vote on behalf of the club . (4) and such other person or persons as the Directors may elect, by a vote of a majority of all of the Directors of the Corporation, at any annual or special meeting of the Directors,(Charter Members shall be those persons who are thereafter permitted to be designated as such by the Board of Directors.)

(4) Amendment and deletion approved by the Medical Supply Network board of directors July 19, 2003.

2. RIGHTS OF MEMBERS. The right of a member to vote shall cease on the termination of his or her membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation. Membership qualification shall include such other requirements as shall be made by the Board of Directors and approved by majority vote of the then qualified members at any annual or special meeting of the members. In all instances the qualification for membership shall be made a part of these By-Laws.

3. RESIGNATION OF MEMBERS. Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.

4. ANNUAL MEETING. The annual meeting of the members of the Corporation shall be held at the Corporation Warehouse on the 4th Saturday of July in each year , *or any other date or place set by the board of directors , provided that each member of the corporation is notified not less than 30 days before the meeting.* (5) if not a legal holiday and, if a legal holiday, then, on the next succeeding Saturday not a legal holiday, for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

(5) Amendment approved by the Medical Supply Network board of directors , July 19 , 2003

5. NOTICE OF ANNUAL MEETING. Notice of the time, place and purpose of the annual meeting shall be served, either personally or by mail, not less than thirty (30) days before the meeting upon each person who appears upon the books of the Corporation as a member and, if mailed, such notice shall be directed to the member at his address as it appears on the books of the Corporation, unless he shall have filed with the Secretary of the Corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request. Notice by mail is deemed given when placed in the mail to the member at such address.

6. SPECIAL MEETINGS. Special meetings of the members, other than those regulated by statute, may be called at any time by the President or Vice-President or by two Directors and must be called by the President or Secretary on receipt of the written request of one-third of the members of the Corporation.

7. NOTICE OF SPECIAL MEETINGS. Notice of special meeting stating the time, place and purpose or purposes thereof shall be served personally or by mail upon each member residing within the United States, not less than five (5) days before such meeting and, if mailed, such notice shall be directed t o each member at his address as it appears on the books or records of the Corporation, unless he shall have filed with the Secretary of the Corporation a written request that notices intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in such request. Notice by mail is deemed given when placed in the mail to the member at such address.

8. CHAIRMAN AND SECRETARY OF MEETING.

8.1. CHAIRMAN. The President of the Corporation, or in the absence of the President, the Vice-President, shall preside at all meetings for the members; and in the absence of the President and Vice-President, the Board of Directors may appoint any member to act as Chairman of the meeting.

8.2. SECRETARY. The Secretary of the Corporation shall act as Secretary of all the meetings of the members and, in the absence of the Secretary, the Chairman may appoint any person to act as Secretary of the meeting. The Secretary of the meeting shall (receive, canvass, and report the votes cast by the members at such meeting.) *record the motions and their makers and seconder and record either the passage or failure of the motion at each meeting*). (6) The secretary shall also record and finalize minutes of the meeting setting forth the matters discussed and the business transacted. (6) Amended and deleted as approved by the Medical supply Network board of director , July 19 , 2003

9. QUORUM. At any meeting of members of the Corporation(the presence of) a majority of the members in person (or by proxy) (7) shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership, except as may be otherwise specifically provided by statute or by these By-Laws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned *or recessed* (8) from time to time by voting of a majority of the members present in person (or by proxy,) (9) without notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

(7 & 8 & 9) Deletion and amendment approved by the Medical Supply Network board of directors July 19 , 2003

10 . VOTING. At every meeting of members (each member shall be entitled to vote in person, (or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period.) Each member of the Corporation shall be entitled to one vote. All elections shall be had and all questions decided by a majority vote of the persons present (in person or by proxy.) (10) . (10) Deletions approved by the Medical Supply Network board of directors July 19 , 2003

11. WAIVER OF NOTICE. Whenever, under the provisions of any law, or under the provisions of the Certificate of Incorporation or By-Laws of the Corporation, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the Corporation or after the lapse of a prescribed period of time, if any time before or after such action is taken, such requirements are waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by the member's attorney thereunto authorized.

12. REMOVAL OF MEMBERS, DIRECTORS, OR OFFICERS. Any member, Director or officer may be removed from membership or from office by the affirmative vote of two-thirds of the full membership,

registered (either in person or by proxy,) (11) at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. An such member, officer or Director proposed to be removed shall be entitled to at least five (5) days' notice, in writing, by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Notice shall be deemed given when placed in the mail to such member at the address for such member on the corporate records.

(11) Deletions approved by the Medical Supply Network board of directors ,
July 19 ,2003

13. COMPENSATION AND EXPENSES. Members shall not receive any stated salary for their services as such. The Board of Directors shall have power in its discretion to contract for and to pay to members rendering unusual or special services to the Corporation special compensation appropriate to the value of such services.

14. ACTION WITHOUT MEETING. (Any action required to be taken at a meeting of members, or any other action which may be taken at a meeting of the members, may be taken without a meeting and without notice or any time lapse if a memorandum, in writing, setting forth the action so taken, is signed by all members of the Corporation.) (12) .

(12) Deletion approved by Medical Supply Network board of directors July
19, 2003

ARTICLE VI.

DIRECTORS

- 1. Election.** The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be elected for three-year terms by the members to hold office until the next annual meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. *Prior to the annual membership meeting , the Corporation president will appoint a nominating committee from the existing board of directors representing the four states of the district . The nominating committee will endeavor to keep a balance of directors representing the four states. The names of the nominees will be presented to the board of directors for board approval before being presented at the annual meeting for member approval.* (13) The Directors must be members of the Corporation at the time of their election, and shall be chosen at such meeting by a majority of the votes of the members voting (either in person or by proxy.) (14)

(13 & 14) Amendment and deletions approved by the Medical Supply Network board of directors , July 19 , 2003 .

- 2. NUMBER.** The number of Directors of the Corporation shall be not less than three (3). A specific number may be established by amendment to

these Amended and Restated By-Laws. When the number of Directors is decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his or her term expires, or until his or her resignation or removal as herein provided

3 .RESIGNATION. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

4 VACANCIES. Vacancies in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Corporation or until the election and qualification of his successor.

4. ANNUAL MEETINGS. Immediately after such annual election the newly elected Directors may meet (forthwith at the Corporation Warehouse) (15) for the purpose of organization, the election of officers, and the transaction of other business, and if a quorum of the Directors be then present no prior notice of such meeting shall be required to be given.

**(15) Deletion approved by the Medical Supply Network board of directors ,
July 19, 2003**

The place and time of such first meeting may, however, be fixed by written consent of all the Directors.

5. **SPECIAL MEETINGS.** Special Meetings of the Board of Directors may be called by the President or Vice-President and must be called by either of them on the written request of any member of the Board.
6. **NOTICE OF MEETING.** Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least ten (10) days or by facsimile transmission of the same at least five (5) days before the meeting to the business or residence address of the Director on the records of the Corporation, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors' meeting. Any action required to be taken at a meeting of the Directors may be taken without a meeting if a written consent setting forth the action so taken, either approving or disapproving said action, has been signed by all the Directors. This consent may be in memorandum form. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

- 7. CHAIRMAN.** At all meetings of the Board of Directors the President or Vice-President, or in their absence, a chairman chosen by the Directors present, shall preside.
- 8. QUORUM.** At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these By-Laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.
- 9. CONTRACTS AND SERVICES.** The Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations and conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as agents for another persons or corporations, or may be interested in the same matters as stockholders, Directors or otherwise of such other corporations; provide, however, that any contract, transaction on behalf of this corporation in a matter in which the Directors or officers are personally interested as stockholders. Directors or otherwise of the other contracting party, shall be at arm's length and not violative of the

proscriptions in the Certificate of Incorporation against the Corporation ‘s use of application of its funds for private benefit; and provided further that no contract , transaction or act shall be taken on behalf of the Corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as now exist or as they may hereafter be amended.

11. COMPENSATION. Directors shall not receive stated salary for their services as such, but by resolution of the Board, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

12 . POWERS. All the corporate powers, except such as are otherwise provided for in these By-Laws, in the Certificate of Incorporation, and in the laws of the State of Oklahoma, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by resolution, delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.

13. DUTIES. The Board of Directors shall present at the annual meeting of members and file with the minutes thereof a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

13.1 The Whole amount of real and personal property owned by the Corporation, where located, and where and how invested;

13.2 The amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition;

13.3 The amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and

13.4 The names and places of residence of the persons who have been admitted to membership during the year.

14. MANIFESTATION OF DISSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after adjournment of, the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VII.

OFFICERS

1. NUMBER. The offices of the Corporation shall be the President, Secretary, and if nominated and elected, A Vice-President, Treasurer, and such other officers with such powers and duties not inconsistent with these By-Laws, as may be appointed and determined by the Board of Directors.

2. ELECTION, TERM OF OFFICE AND QUALIFICATIONS.

2.1 The officers of the Corporation to be elected by the Board of Directors shall be elected (or reconfirmed in their positions) annually at the first meeting of the Board of Directors held soon after the annual meeting of the members.

2.2 Each officer shall hold office until his successor is elected and qualified or until his death, resignation or removal

2.3 (An officer need not be a member of the Corporation.) (16)

2.4 Any two offices, except the office of the President and Vice-President or of President and Secretary, may be held by the same person.

2.5 The Board of Directors from time to time may appoint other officers and agents, including one or more assistant secretary and one or more assistant treasurer, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors from time to time may determine.

2.6 The Board of Directors may delegate to senior or principal officers the power to appoint such subordinate officers and agents and to prescribe their respective authorities and duties.

(16) Deleted , by approval of the Medical Supply Network , July 19 , 2003

3 In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his successors.

4 . PRESIDENT. The President shall be the chief executive officer of the Corporation and subject to the direction and under the supervision of the Board of Directors, shall have general charge of effectuating the corporate purposes as set forth in Article IV of the Certificate of Incorporation, the property and business affairs of the Corporation pursuant thereto, and control over its officers, agents and employees. More specifically, the President shall:

4.1 Preside at all meetings of the members.

4.2 Preside at each annual meeting of the members and cause the Directors to make a report of the progress in carrying out the corporate purposes of

Article IV of the Certificate of Incorporation.

4.3 Cause to be called regular and special meetings of the members and

Directors in accordance with these By-Laws

4.4 Appoint, discharge and fix the compensation of all employees and agents of the Corporation other than the duly elected senior or principal officers, subject to the approval of the Board of Directors.

4.5 Sign and execute contracts in the name of the Corporation and all notes, drafts, or other orders for the payment of money.

4.6 Cause all books, reports, statements and certificated to be properly kept and filed as required by law.

4.7 Enforce these By-Laws and perform all the duties incident to his office and which are required by law and shall perform such other duties and have such other powers as from time to time may be assigned to the President by these By-Laws or by the Board of Directors.

5 VICE-PRESIDENT. At the request of the President, or in the event of the absence or disability of the President, the Vice-President, shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice-President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to the Vice-President by the Board of Directors.

- 6 SECRETARY.** The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Corporation, showing their place of residence, and such book shall be open for inspection as prescribed by law. The Secretary may sign with the President, or Vice-President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he may affix the seal of the Corporation. The Secretary shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.
- 7 TREASURER.** The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse, on behalf of the Corporation for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation at such bank or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors or by these By-Laws to some

other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the corporation. The Treasurer shall enter regularly on the books of the Corporation to be kept by the Treasurer for that purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Director or member on application at offices on the Corporations. The Treasurer shall, in general, perform all duties incident to the office of treasurer, subject to the control of the Board of Directors.

8 SALARIES. The officers shall receive no salaries unless otherwise approved by resolution of the Board of Directors.

9 REMOVAL. Any officer may be removed from office by the affirmative vote of majority of all the Directors at any regular or special meeting called for that purpose for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objects, or for the refusal to render reasonable assistance in carrying out its purposes.

ARTICLE VIII.

AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of

the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

ARTICLE IX.

CONTRACTS

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE X.

ADVISORY COMMITTEE

The Board of Directors may appoint from their number, or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations

for the call and conduct of meetings of the committee and other matters relating to its procedure.

The members of any advisory committee shall not receive any stated salary for their services as such, but resolution of the Board of Directors, a fixed reasonable sum or expense of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of an advisory committee, rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.

ARTICLE XI.

INDEMNIFICATION

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers or members, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors, officers or members of the Corporation, except in relation to matters as to which any such director or officer or member shall be adjudged

in any action, suit or proceeding, to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-Law, agreement, vote of Directors or members of the Corporation, or otherwise.

ARTICLE XII.

FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1st of each year and shall end on June 30th

ARTICLE XIII.

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, Director, officer, or employee of, or member of, a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of affairs of the Corporation after all debts have

been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine, *to Rotary District 6110 or it's successor* (17) or as may be determined by a court of competent jurisdiction upon application of the Board of Directors exclusively to charitable, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(17) Amendment approved by the Medical Supply Network board of directors July19 , 2003

ARTICLE XIV.

INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by its according to the judgment of the Board of Directors, without being restricted to the class of investments which as Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XV.

AMENDMENTS

- 1. BY DIRECTORS.** The Board of Directors shall have power to make, alter, amend and repeal the Certificate of Incorporation and the By-Laws of the Corporation by affirmative vote of a majority of the Board , *provided that the action taken by the board is confirmed by a majority vote of the members present at the next annual meeting or special called membership meeting . (18)*

(18) Amendment approved by the Medical Supply Network board of director , July 19 ,2003

- 2. BY MEMBERS.** All By-Laws and the Certificate of Incorporation may be altered, amended, or repealed by the members at any meeting of members of the Corporation by a majority vote of all the members, represented (either) in person (or by proxy). (19)
provided the proposed action is inserted in the notice of such meeting.

(19) Deletion approved by the Medical Supply Network board of directors , July 19 , 2003

ARTICLE XVI.

EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no member, Director, officer, employee or representative of this 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 Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended, or by organization contributions to which are deductible under Section 170 (c)(2) of such Code Regulations as they now exist or as they may hereafter be amended.

ARTICLE XVII.

ADOPTED

These Amended and Restated By-Laws are hereby adopted as amended and restated, effective December 12, 1994.

Amended and revised July 19, 2003

Amended and revised April 16, 2016

APPROVED the 23rd day of July , 2016.

BEING ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS OF
ROTARY DISTRICT 6110 MEDICAL SUPPLIES NETWORK, INC.