

BYLAWS
OF
NATIONAL PRESSURE ULCER ADVISORY PANEL, INC.

A corporation governed by the
Not-for-profit Corporation Law of New York

ARTICLE I
ARTICLES OF INCORPORATION

Section 1. No Members. National Pressure Ulcer Advisory Panel, Inc. (the "Corporation"), being a Type B not-for-profit corporation as defined in paragraph (b) of section 201 of the New York Not-for-Profit Corporation Law, shall have no members.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Management of Corporate Affairs. Except as otherwise provided by law, the certificate of incorporation of the corporation or these bylaws, the activities, property and affairs of the corporation shall be managed by the board of directors.

Section 2. Number and Qualifications. The board of directors shall consist of fifteen (15) directors. The directors may increase or decrease the number of directors of the corporation by a vote of the majority of the entire board, but the number of directors constituting the entire board shall at no time be less than three.

No decrease in the number of directors shall shorten the term of any incumbent director. All of the directors shall be at least eighteen (18) years of age.

Section 3. Classes of Directors and Term of Office. The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall be as nearly equal in number as possible. Expiration of terms shall occur beginning with Class I at the end of the 1990 fiscal year, Class II at the end of the 1991 calendar year and Class III at the end of the 1992 fiscal year. Annually, successors to the board of directors shall be elected to create a new class. At the beginning of each calendar year, the new class will begin terms to be concluded on December 31. No director shall serve more than two consecutive terms of office. Incumbent directors serving the maximum two consecutive terms of office can be nominated for additional terms in accordance with the terms and conditions set forth, after having at least one year off the board of directors. All nominees for board of directors must be sponsored by a current board member, present a written commitment to actively serve the term as a member of the board of directors and be familiar with and support the workings of the corporation. Newly created directorships or any decrease in directorships shall be so apportioned among the classes of directors as to make all classes as nearly equal in number as possible, but in no case will a decrease in the number of directors shorten the term of any incumbent director. When the number of directors is increased by the board of directors and such newly created directorships are filled by the board, there shall be no classification of the additional directors until the next fiscal year.

Section 4. Honorary Directors. The board of directors may elect honorary directors for such periods and in such numbers as the board may determine. Honorary directors shall be given notice of all board meetings but shall not be

required to attend, shall not be counted for the purpose of a quorum, and shall not vote or have any liability with respect to any action taken by the board of directors.

Section 5. New Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board of directors for any reasons shall be filled by vote of the majority of the directors then in office. If such newly created directorships or vacancies occurring in the board of directors for any reason shall not be filled prior to the end of the calendar year, they shall be filled by vote of the board of directors, or by appointment of ranked nominees from the most recent ballot. Decisions on the method used to fill vacancies will be made by the board of directors. A director elected to fill a vacancy shall hold office until the end of the term being filled and shall then be eligible to stand for re-election.

Section 6. Resignation. Any director of the corporation may resign at any time by giving his or her resignation in writing to the President, Vice President or the Secretary. Such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. Any director may be removed with or without cause by the affirmative vote of the majority of the board of directors at any meeting of the board, notice of which shall have referred to the proposed action.

Section 8. Contracts with Corporation. No Member of the board shall be interested, directly or indirectly, in any contract relating to the operations of the corporation, nor in any contract for furnishing supplies thereto, unless authorized by the concurring vote of the majority of the entire board not including the vote(s) of the interested director(s).

Section 9. Compensation. No director of the corporation shall receive, directly or indirectly, salary, compensation or emolument from the corporation, except, reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the corporation.

Section 10. Special Advisors. From time to time, the board of directors may designate as special advisors a chosen number of outstanding persons from the community who are interested in the objectives of the corporation to assist the corporation in its operation. Selection as a special advisor shall not confer upon those selected any right to vote or to participate in the management of the corporation, not any liability with respect thereto.

ARTICLE III **MEETINGS OF THE DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the board of directors of the corporation, for the transaction of such business as may be set forth in the notice of the meeting, shall be held each year at such time and place as shall be determined by the board of directors and the notice of meeting shall specify.

Section 2. Special Meetings. Special meetings of the board of directors may be called at any time by the President, or in his absence or disability, the Vice president, and must be called by such officer on written request by four directors. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the board of directors shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Annual Meeting. An annual meeting of the board of directors shall be the regular meeting held each year.

Section 4. Notice of Meetings. Notice of each regular or special meeting of the board of directors stating the time and place thereof shall be given by the President, the Vice President or the Secretary to each member of the board not less than three (3) days before the meeting by mailing the notice postage pre-paid, addressed to each member of the board at his or her residence or usual place of business, or not less than two (2) days before the meeting, by delivering the notice to each member of the board.

Section 5. Waiver of Notice. Whenever under any provision of these bylaws, the certificate of incorporation, the terms of any agreement or instrument, or law, or corporation, the board of directors or any committee thereof is authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed, the person or persons entitled to such notice or entitled to participate in the action to

be taken, or by his or her duly authorized attorney in-fact, submit a signed waiver of such notice or time requirements.

Section 6. Quorum and Action by the Board. At all meetings of the board of directors, except as otherwise provided by the law, the certification of incorporation or these bylaws, a quorum shall be required for the transaction of business and shall consist of not less than one-third of the entire board, and the vote of a majority of the directors present shall decide any question that may come before the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

Section 7. Procedure. The order of business and all other matters of procedure at every meeting of the directors may be determined by the person presiding at the meeting.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the board or committee thereof may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing action. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or the committee.

Section 9. Presence at Meeting by Telephone. Members of the board of directors or any committee thereof 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 in a meeting by such means shall constitute presence in person at the meeting.

Section 10. Reports. The board of directors shall present at each annual meeting a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:

- (a) The assets and liabilities, including the funds, of the corporation as of the end of twelve month fiscal period of the corporation terminating not more than six months prior to said meeting.
- (a) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- (b) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, during said fiscal period.
- (a) The expenses or disbursements of the corporation, for both general and restricted purposes, during the said fiscal period.

Such report shall be filed with the records of the corporation and a copy of an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

ARTICLE IV
COMMITTEES

Section 1. Designation of Committees. The board of directors, by resolution or resolutions adopted by a majority of the entire board, may designate from among its members an executive committee. In the interim between meetings of the board of directors, the executive committee shall have all the authority of the board of directors except as otherwise provided by the law and shall serve at the pleasure of the board of directors. Other committees shall designate one director as the committee chair. Any other committee designed by the board of directors shall serve at the pleasure of the board of directors and shall have the authority of the board of directors except as otherwise provided by law. Committee shall have the power to form subcommittees and task forces to expedite the business of the committee.

Section 2. Acts and Proceedings. All acts done and power and authority conferred by the executive committee from time to time within the scope of its authority shall be, and may be deemed to be, and may be specified as being, an act under the authority of the board of directors. The executive committee and each other committee shall keep regular minutes of its proceedings and report its actions to the board of directors when required.

Section 3. Meetings of the Committees and Task Forces. Committees and Task Forces shall meet at such times and places as determined by the chairman. The chair shall provide notice of the meeting. Meetings of committees shall be governed by the provisions of Sections 4, 5, 6, 7, 8 and 9 of Article III of the bylaws, which govern meetings of the entire board of directors.

ARTICLE V
OFFICERS

Section 1. Officers. The board of directors shall annually, at the annual meeting of the board of directors, appoint or elect officers with the election being consistent with the terms of office. Beginning in the year 1990, election or appointment of officers shall occur for President and Secretary in the same year and elections or appointment of officers for Vice President and Treasurer shall occur in the following year.

Section 2. Term of Office. The President, Vice President, Secretary and Treasurer shall, unless otherwise determined by the board of directors, hold office until the annual meeting, two years after their election into office and until their successors have been elected or appointed and qualified. No officer shall serve more than two consecutive terms of office. Incumbent officers serving the maximum two consecutive terms of office can be nominated for additional terms of office in accordance with terms and conditions set forth. A member of the board of directors is deemed qualified to election as an officer if the expiration of their term of office does not conflict with the fulfillment of their term of office. Each additional officer appointed or elected by the board of directors shall hold office for such term as shall be determined from time to time by the board of directors and until his or her successor has been elected, appointed and qualified. Any officer, however, may be removed or have his or her authority suspended by a majority vote of the board of directors at any time, with or without cause. If the office of any officer becomes vacant for any reason, the board of directors shall have the power to fill such vacancy for the unfulfilled term.

Section 3. Resignation. Any officer may resign at any time by notifying the board of directors, the President or the Secretary of the corporation in writing. Such resignation shall take effect at the time specified therein and unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.

Section 4. Duties of Officers May Be Delegated. In case of the absence or disability of an officer of the corporation, or for any other reason that the board may deem sufficient, the board, except where otherwise provided by the law, may delegate, for the time being, the powers or duties of any officer to any other officer, or to any member of the board.

Section 5. President. The President shall be the chief executive and administrative officer of the corporation and shall have the general powers and duties of supervision and management of the corporation and shall perform all such other duties as usually pertain to the office or are properly required by the board of directors. The President shall preside at all meetings of the board of directors.

Section 6. The Vice President. The Vice President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice President shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the board of directors.

Section 7 The Secretary. The Secretary shall, issue notices of all meetings of directors where notice of such meetings are required by law or these bylaws. The Secretary shall attend all meetings of the board of directors and keep the minutes

thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal or the Secretary's signature and shall perform such other duties as usually pertain to the office or are properly required by the board of directors.

Section 8. The Treasurer. The Treasurer shall have the care and custody of all the monies and securities of the corporation. The Treasurer shall cause to be entered in the books of the corporation to be kept for that purpose, full and accurate accounts of all moneys received and paid on account of the corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the board of directors or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the office or as are properly required of the Treasurer by the board of directors.

Section 9. Duties of Officers May Be Delegated. In case of the absence of any officer of the corporation, or for any other reason that the board of directors may deem sufficient, the board of directors may delegate, for the time being, the powers or duties of any officer to any other officer, or to any director.

Section 10. Compensation. No officer of the corporation shall receive, directly or indirectly, salary, compensation or emolument from the corporations, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the corporation.

ARTICLE VI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification. Each director and officer of the corporation, whether or not then in office, and any person whose testator or intestate was such a director or officer shall be indemnified by the corporation for the defense of, or in connection with any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-For-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the board of directors.

Section 2. Advancement of Expenses. Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VI may be paid by the corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article VI and (b) approval by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire board of directors. To the

extent permitted by law, the board of directors shall not be required to find that the director or officer has met the applicable standard of conduct provided by laws for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expenses hereunder.

Section 3. Availability and Interpretation. To the extent permitted under the applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VI (a) shall be available with respect to events occurring prior to the adoption of this Article VI, (b) shall continue to exist after any rescission or restrictive amendment of this Article VI with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer (or, if applicable, at the sole discretion of the testator or intestate of such director or officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the corporation and the director or officer for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VI shall not be deemed exclusive of any other rights to which any director or officer of the corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these bylaws, a resolution of the board of directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VI shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any

director or officer of the corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article VI or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VI shall remain fully enforceable.

ARTICLE VI **CORPORATE FINANCE**

Section 1. Corporate Funds. The funds of the corporation shall be deposited in its name with such banks, trust companies or other depositories as the board of directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the corporation shall be signed by such officer or officers, agent or agents, employee or employees as the board of directors from time to time may designate. No officers, agents or employees of the corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the corporation or to bind the corporation thereby, excepts as provided in this section.

Section 2. Fiscal Year. The fiscal year of the corporation shall be the calendar year unless otherwise provided by the board of directors.

Section 3. Loans to Directors and Officers. No loans shall be made by the corporation to its directors and officers.

Section 4. Gifts. The board of directors, the executive committee or any authorized officer, employee or agent of the corporation may accept on behalf of the corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the corporation.

Section 5. Voting of Securities Held by the Corporation. Stocks or other securities owned by the corporation may be voted in person or by proxy as the board of directors or the executive committee shall specify. In the absence of any direction by the board of directors or executive committee, such stocks or securities shall be voted by the President as he or she shall determine.

Section 6. Income from Corporation Activities. All income from activities of the corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the corporation.

ARTICLE VIII **CORPORATE SEAL**

Section 1. Form of Seal. The seal of the corporation shall be in such form as may be determined from time to time by the board of directors.

ARTICLE IX
AMENDMENTS

Section 1. Procedure for Amending Bylaws. Bylaws of the corporation may be adopted, amended or repealed at any meeting of the board of directors, notice of which shall have included specification of the proposed action, by the vote of two-thirds of the entire board of directors.

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