

**BYLAWS**  
**OF**  
**NORTHWEST KIDNEY CENTERS**  
(A Non-Profit Corporation Incorporated  
Under the Laws of the State of Washington)

(RESTATED AND AMENDED AS OF September 24, 2009)

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**BYLAWS  
OF  
NORTHWEST KIDNEY CENTERS**

(A Non-Profit Corporation Incorporated  
Under the Laws of the State of Washington)

(RESTATED AND AMENDED AS OF APRIL 24, 2008)

ARTICLE I.  
MEMBERSHIP

The Corporation shall have no members.

ARTICLE II.  
BOARD OF TRUSTEES

II.1 Management. The affairs of the Corporation shall be managed by the Board of Trustees. The Board of Trustees shall have all the powers and duties necessary, incident to, or appropriate for the management and administration of the affairs of the Corporation, including but not limited to the power to amend, alter or repeal the Bylaws; elect, appoint or remove any Trustee, officer, Regional Council member, Senior Council member or committee member; amend the Agreement of Association; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the Board of Trustees, which by its terms provides that it may be amended, altered or repealed only by the Board of Trustees.

II.2 Nominations. The Executive Committee shall receive from the Governance Committee recommendations for individuals to serve as Trustees. After consideration of such recommendations, the Executive Committee shall present to the Board of Trustees at the Board's annual meeting the Executive Committee's recommendations for individuals to serve as Trustees. In considering such nominations, the Executive Committee shall propose a slate of nominees that will assure that not fewer than three (3) nor more than six (6) of the members of the Board of Trustees shall be nephrologists or other physicians with a particular interest in end-stage renal disease, including at least one nephrologist in active practice and one physician on the regular faculty of the University of Washington. In addition, the Executive Committee in considering the nominations will ensure that at least one member of the Board of Trustees is a current NKC patient. The Patient Representatives on the Regional Councils shall be consulted concerning the nomination of candidates.

II.3 Election. At each annual meeting of the Board of Trustees, the Board of Trustees shall elect individuals to replace Trustees whose terms have expired and to fill vacant Board positions. Such elections shall be made from the nominations received from the Executive

Committee pursuant to Section II.2 above and from any additional nominations made during the course of the annual meeting of the Board of Trustees.

#### II.4 Composition of Board.

a. The Board shall consist of a minimum of fifteen (15) and a maximum of twenty (20) Trustees, in addition to any Transition Trustees as defined in Article X, and shall be composed as follows:

(1) Ex Officio Trustee. The Chairperson of the Northwest Kidney Centers Medical Staff Executive Committee shall be a Trustee (an “Ex Officio Trustee”); provided that such individual shall have the authority to decline to serve as an Ex Officio Trustee, in which case the Medical Staff Executive Committee, by majority vote, shall choose another Medical Staff Executive Committee member to serve as Ex Officio Trustee in his or her place.

(2) At-Large Trustees. The remaining Trustees shall be elected by the Board of Trustees. Such Trustees shall be divided into three classes such that the terms of one-third (1/3) shall expire immediately before each annual meeting pursuant to Section II.5.

b. Desired Board of Trustees Expertise. When electing Trustees described in Section II.4.a(3) or filling any vacant Board position, the Board of Trustees should strive to elect individuals who will provide the Board, when taken as a whole, expertise in each of the following areas:

- (1) Health care industry;
- (2) Regulatory affairs or other pertinent legal areas;
- (3) Business operations and/or finance;
- (4) Executive level management;
- (5) Information systems or computer networks;
- (6) Public relations;
- (7) Treatment as a former or current NKC dialysis patient;
- (8) Fundraising for nonprofit organizations; and
- (9) Legislative process and/or lobbying.

II.5 Term of Office. The term of an Ex Officio Trustee described in Section II.4a(2) shall last until the successor of the position described in subsection (A) or (B) thereof is elected and qualified. The term of office of any other Trustee shall be three (3) years, beginning on the date of the annual meeting in which such Trustee was elected. Such a Trustee’s term shall be deemed to have expired immediately before the third (3rd) annual meeting after his or her

election such that he or she shall not be entitled to vote at such meeting unless and until reelected. The term of office of a Trustee who is selected to fill an unexpired term shall expire at the termination of such unexpired term.

II.6 Term Limits. Except for Ex Officio Trustees, membership on the Board of Trustees shall be limited to three (3) consecutive terms; provided, that a Trustee who has been appointed to fill an unexpired term may serve a total of not more than twelve (12) consecutive years. After serving three (3) consecutive terms or nine (9) consecutive years, no Trustee may be re-elected as a Trustee unless there has been at least one (1) year since the Trustee's prior term expired. Exceptions to the term limit provisions of this section may be made at a duly held meeting of the Board by the affirmative vote of three fourths (3/4ths) of the Trustees present at such meeting.

II.7 Removal of Trustees. Any Trustee may be removed from office (1) for any action by him or her that is detrimental to the best interests of the Corporation, (2) for any violation by him or her of the Corporation's Conflict of Interest Policy, or (3) for his or her repeated failure to fulfill his or her duties as a Trustee, including the repeated failure to attend and participate in Board and/or committee meetings. The decision to remove any Trustee is within the sole discretion of the Board; provided, however, that a Trustee may be removed only at a duly held meeting of the Board, a quorum being present, upon the affirmative vote of three-fourths (3/4ths) of the Trustees present at such meeting. In the event that any such removal is contemplated, the Executive Committee shall notify, in writing, the Trustee involved of the reasons for the proposed action and of the time and place of the meeting of the Board of Trustees at which removal is to be considered, not later than thirty (30) days prior thereto. At the meeting, the Trustee involved shall be entitled to respond to the stated reasons and be heard.

II.8 Vacancies. The Board of Trustees shall have full power and authority to fill any vacancy at any time existing in the Board of Trustees, irrespective of the reason for such vacancy. In filling a vacancy the Board shall consider the desired expertise as outlined in Section II.4.b and shall strive to fill expertise deficiencies in the Board, if any.

II.9 Conflict of Interest Policy. The Board of Trustees shall adopt and adhere to a Conflict of Interest Policy governing the conduct of Trustees, officers, committee members and others identified in the policy.

II.10 Expenses and Compensation. Trustees shall receive no compensation for their services as Trustees but may be reimbursed for authorized expenses.

II.11 Senior Council. The Senior Council shall consist of the past chairpersons of the Corporation and such other persons as the Board may select. The Senior Council shall have no voting rights but shall consult with, and make recommendations to, the Board on such matters as the Board may request. Members of the Senior Council shall receive no compensation for their services, but may be reimbursed for authorized expenses.

ARTICLE III.  
MEETINGS

III.1 Annual Meeting. An annual meeting of the Board of Trustees shall be held on the fourth Thursday of September of each year, or on such other date as may be selected by the Board of Trustees, at such place as may be designated by the Board of Trustees.

III.2 Regular Meetings. Regular meetings of the Board of Trustees shall be held with such frequency and on such dates and at such times and places as the Board by resolution shall decide; provided that regular meetings of the Board shall be held at least quarterly, inclusive of the Annual Meeting.

III.3 Special Meetings. Special meetings of the Board of Trustees may be called by the Chairperson, a majority of the Executive Committee or by any seven (7) Trustees. Written notice of a call for a special meeting shall be given to the Secretary.

III.4 Notice of Meetings.

a. In General. The Secretary shall give written notice of every meeting of the Board of Trustees, which notice shall be delivered in person or postmarked not less than ten (10) days prior to the meeting date and shall specify the time and place of the meeting. An annual meeting notice shall include nominations by the Executive Committee for those Trustee, Regional Council, officer and any other positions to be filled at the annual meeting. A special meeting notice shall specify the purpose for which the meeting is called, and only business stated in the notice may be transacted at such special meeting.

b. Notice by Electronic Transmission. The Secretary may give written notice of meetings of the Board of Trustees by email or other form of electronic transmission in accordance with RCW Section 24.03.009. Notice given by email to a Trustee is only effective if the Trustee has consented in writing or by email to receive notices transmitted by email and has designated in the consent the message format that is accessible to the recipient and the address, location or system to which these notices may be emailed. A Trustee may revoke his or her consent to receive notices by email by delivering a revocation in writing or by email to the Corporation. The consent of any Trustee is revoked if the Corporation is unable to transmit by email two (2) consecutive notices given in accordance with the Trustee's consent and this inability becomes known to the Secretary or other person responsible for giving the notice.

III.5 Waiver of Notice. Whenever any notice is required to be given to any Trustee by the Agreement of Association, by these Bylaws, or by the laws of the State of Washington, a waiver thereof in writing, signed by the person or persons entitled to such notice, or in an email, whether before or after the time set therein, shall be equal to the giving of such notice. Attendance by a Trustee at any meeting shall constitute a waiver of notice of such meeting except where the Trustee attends a meeting to object to the transaction of business because the meeting was not lawfully convened.

III.6 Quorum and Voting. A quorum of the Board of Trustees shall exist when a majority of the Trustees in office (i.e., whose terms have not expired) is present in person, and a

majority of the votes of the Trustees present shall be sufficient to pass any measure properly before the Board, except as otherwise provided by law, the Agreement of Association or these Bylaws.

III.7 Rules for Meeting. Conduct of all meetings of the Board of Trustees shall be governed by the provisions of the latest edition of Robert's Rules of Order, except when the same are in conflict with the Agreement of Association or these Bylaws or with any resolution of the Board of Trustees.

At any meeting, the Trustees whose terms expire immediately before such meeting shall not be entitled to vote on any matter unless and until they have been re-elected. With respect to any Trustee elected at an annual meeting, if such Trustee is present that Trustee may thereafter participate in the meeting with full voting powers.

III.8 Recordkeeping. The Board of Trustees shall keep minutes and records of all its proceedings and of committees acting under its authority. The Board shall at all times have available for the annual meeting and other meetings a list of the names and addresses of persons entitled to vote at such meetings.

III.9 Actions by Written Consent. Any corporate action required or permitted by law, the Agreement of Association or these Bylaws, to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all Trustees entitled to vote with respect to the subject of the meeting thereof. Each item shall have the same form and effect as a unanimous vote and may be designated as such.

III.10 Meetings Held by Telephone or Similar Communications Equipment. Trustees or committee members may participate in a meeting of the Board of Trustees or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

#### ARTICLE IV. NORTHWEST KIDNEY CENTERS FOUNDATION BOARD

The purpose of the Northwest Kidney Centers Foundation Board (the "Foundation Board") is to provide leadership, guidance and oversight of NKC's fundraising program and to inspire a culture of philanthropy throughout the organization. The Foundation Board designs strategies and campaigns to solicit and procure gifts from individuals, foundations, corporations and government agencies in support of NKC's mission and strategic vision. Foundation Board members actively promote NKC and advocate on its behalf to increase NKC's visibility within the community and assist staff in gaining access to community leaders and persons of influence. The Foundation Board provides input to the Board of Trustees on charitable gift policies, endowment policy, and other issues which relate to the procurement of gifts and use of donated funds. The chairperson and members of the Foundation Board shall be appointed in accordance with Section VI.4 below.

ARTICLE V.  
COMMITTEES

V.1 Committees. The Corporation shall have the standing committees and subcommittees set forth in these Bylaws and such additional committees and subcommittees as the Board of Trustees or Executive Committee may establish by resolution or other vote setting forth the duties and composition of such committees and subcommittees. The constituency of a committee that has the power to exercise authority of the Board of Trustees shall consist of at least two (2) Trustees. However, no such committee shall have the authority of the Board of Trustees to amend, alter or repeal the Bylaws; elect, appoint or remove any Trustee, officer, or Senior Council member; amend the Agreement of Association; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the Board of Trustees, which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the Board of Trustees or any individual Trustee of any responsibility imposed upon it, him or her by law.

V.2 Executive Committee.

a. General. There is hereby created an Executive Committee which shall consist of the following individuals, all of whom shall be Trustees of the Corporation:

- (1) Chairperson of the Board;
- (2) Vice-Chairperson of the Board;
- (3) A Patient Trustee;
- (4) Chairperson of the Finance and Audit Committee;
- (5) Chairperson of the Strategic Direction Committee (or, if such chairperson is not a Trustee, a Trustee member of such Committee appointed by the Chairperson of the Corporation);
- (6) Chairperson of the Quality Assessment Committee (or, if such chairperson is not a Trustee, a Trustee member of such Committee appointed by the Chairperson of the Corporation);
- (7) Chairperson of the External Affairs Committee (or, if such chairperson is not a Trustee, a Trustee member of such Committee appointed by the Chairperson of the Corporation);
- (8) Chairperson of the Medical Staff Executive Committee (or, if such chairperson declines to serve as an Ex Officio Trustee, the member of the Medical

Staff Executive Committee appointed by majority vote of the Medical Staff Executive Committee to serve as Ex Officio Trustee in his or her place);

- (9) Chairperson of the Foundation Board; and
- (10) At-large committee members, if required.

The Executive Committee shall have nine (9) voting members. At-large members of the Executive Committee are required only if the number of individuals filling the other designated positions is less than nine (9). Any of the chairpersons listed in this Section V.2.a(5)-(8) may also serve as an officer as provided in these Bylaws. The Chairperson of the Corporation shall appoint Trustees to serve as the at-large member or members of the Executive Committee. The President/Chief Executive Officer shall serve as a non-voting, ex officio member of the Executive Committee.

b. Term of Office. Committee members who serve by virtue of being officers of the Corporation shall serve as committee members for their term as officers. Each chairperson of a standing Board committee shall serve until the Chairperson of the Corporation appoints a successor in accordance with Section VI.4.

c. Authority. Between meetings of the full Board of Trustees, the Executive Committee shall have and exercise all of the authority of the Board of Trustees in the management of the affairs of the Corporation, except as provided in Section V.1 above.

d. Recordkeeping. The Executive Committee shall keep minutes of its proceedings and of committees acting under its authority.

e. Quorum. A quorum shall exist when a majority of the members of the Executive Committee are present, and a majority of the votes of the committee members present shall be sufficient to pass any measure properly before the Executive Committee.

### V.3 Standing Committees and Subcommittees; Member Criteria.

There shall be maintained the following standing committees and subcommittees:

a. Finance and Audit Committee. The Finance and Audit Committee shall monitor the financial performance of the Corporation and insure timely, accurate and regular financial reporting to the Board of Trustees. In addition, the Committee shall monitor and make recommendations to the Board relating to NKC investments and retirement plans and shall develop and recommend to the Board strategies to achieve and ensure the long term financial health of the Corporation. The Committee shall serve as the audit committee of the Corporation. As such, the Committee shall have the power and authority to engage the Corporation's external auditors, shall be responsible for verifying the independence of such auditors, and shall determine whether such auditors may perform certain non-audit services for the Corporation.

(1) Investment Committee. The Investment Committee shall be a standing subcommittee of the Finance and Audit Committee. The Investment Committee

shall be comprised of such members as the Chairperson of the Corporation may designate, including without limitation at least one member who is a Trustee of the Corporation. Each member of the Investment Committee shall formally accept his or her appointment thereto in the manner designated by the Chairperson of the Corporation. The Investment Committee is responsible for establishing policies and practices regarding the invested assets of NKC, including endowments, and for overseeing the performance of these investments and taking appropriate administrative actions to ensure the selected managers of the assets held in NKC's investment portfolios preserve the real (inflation-adjusted) purchasing power of such assets, while providing a relatively predictable, stable and constant stream of earnings for current use. The Investment Committee shall report to the Finance and Audit Committee annually and at such other times as the Investment Committee or the Finance and Audit Committee deems appropriate.

(2) Retirement Committee. The Retirement Committee shall be a standing subcommittee of the Finance and Audit Committee. The Retirement Committee shall be comprised of the named Trustees of the Northwest Kidney Centers 401(k) Plan and Trust and such other members as the Chairperson of the Corporation may designate, including without limitation at least one member who is a Trustee of the Corporation. Each member of the Retirement Committee shall formally accept his or her appointment thereto in the manner designated by the Chairperson of the Corporation. The Retirement Committee is responsible for (i) setting policies for the Company's employee retirement plans; (ii) selecting and monitoring the performance of the funds in such plans; (iii) ensuring that all contributions to such plans, either by NKC or by an employee of NKC, and any earnings and gains thereon, are invested at the discretion and direction of each participant among funds selected by the Retirement Committee for such plans; (iv) ensuring appropriate communications and education regarding such plans are provided to employees; and (v) ensuring that such plans are operated in a manner that complies with applicable laws. The Retirement Committee shall report to the Finance and Audit Committee annually and at such other times as the Retirement Committee or the Finance and Audit Committee deems appropriate.

b. Strategic Direction Committee. The Strategic Direction Committee shall assess the mission goals, vision statement and operations of the Corporation in light of the external environment and the opportunities and challenges facing the Corporation. The Committee shall recommend strategies to the Board of Trustees as appropriate.

c. Quality Assessment Committee. The Quality Assessment (QA) Committee shall monitor the clinical performance of the Corporation and oversee policies and programs to assure that the Corporation provides appropriate care and strives for best outcomes and service in a safe and cost effective manner. The QA Committee shall insure that the Corporation incorporates the philosophy, methods and tools of quality improvement to meet these goals. The Committee shall advise the Board on activities that affect clinical operations including compliance with regulations, risk management and standards of clinical practice.

d. External Affairs Committee. The External Affairs Committee shall explore and develop means to enhance the Corporation's public image, improve external communications and solidify relationships with relevant individuals and groups outside of the

Corporation. In pursuing these objectives, the Committee shall identify opportunities, develop strategies and make policy recommendations to the Board and staff of the Corporation.

e. Medical Staff Executive Committee. The Medical Staff Executive Committee shall assist the Board in insuring that patients receive high quality care. The Committee shall make recommendations to the Board regarding membership, qualifications and privileges of physicians serving the Corporation's patients. The Committee shall also advise the Board on major decisions affecting clinical care at the centers operated by the Corporation.

f. Governance Committee. The Governance Committee shall recruit individuals to serve as Trustees and as officers of the Corporation and shall recommend such individuals to the Executive Committee for consideration and, as appropriate, nomination. The Governance Committee shall also be responsible for new Trustee orientation, mentoring, and integration into the Board; suggesting Board education opportunities and topics both within and outside of regular Board meetings; assisting the Board in regularly evaluating how the Board functions; recommending updates to Board roles and responsibilities; facilitating regular reviews of the Bylaws; fostering actions to build positive relationships among the Trustees to support maximum functioning; and conducting other duties as requested by the Board to support optimal governance practice.

g. Compliance Committee. The Compliance Committee shall oversee the implementation and ongoing operation of the Corporation's compliance program and Conflict of Interest Policy. The Compliance Committee will oversee the activities of the Corporation's Compliance Officer, facilitate regular reviews of the Corporation's compliance program, recommend to the Board any changes to the compliance program the Compliance Committee deems appropriate to accommodate changes in applicable laws, regulations, and best practices, and exercise such other responsibilities as may be requested by the Board or required of it under the compliance program. The Compliance Committee will also review conflict of interest disclosures made by Trustees, officers, management personnel and others under the Conflict of Interest Policy and will assist the Executive Committee and the Board in evaluating such disclosures and resolving any conflicts in accordance with the Conflict of Interest Policy.

ARTICLE VI.  
FOUNDATION BOARD AND COMMITTEES OF THE BOARD OF TRUSTEES—  
COMPOSITION AND APPOINTMENTS

VI.1 Composition.

a. The members of the Foundation Board and of the standing committees shall be (1) members of the Board of Trustees of the Corporation, or (2) others who possess expertise or acumen to assist in the responsibilities of the committee. A majority of the members of the Finance and Audit Committee shall consist of independent members of the Board of Trustees of the Corporation. The External Affairs Committee shall include all of the Regional Council Chairs. Members of the Quality Assessment Committee shall be primarily comprised of physicians, other clinical professionals, and patients.

b. With the exception of the Medical Staff Executive Committee and the Finance and Audit Committee, the Foundation Board and all standing committees of the Board of Trustees shall include the President/Chief Executive Officer, who shall be a voting member. The President/Chief Executive Officer may attend and participate in meetings of the Medical Staff Executive Committee and the Finance and Audit Committee, but shall have no right to vote at such meetings.

## VI.2 Appointments.

a. Chairperson of Foundation Board; Committee Chairpersons. The Chairperson of the Corporation, after consultation with members of the Executive Committee, shall appoint the chairperson of the Foundation Board and the chairperson of the standing and additional committees, as provided by this Section VI.2. The Quality Assessment Committee shall be chaired by a nephrologist. The Finance and Audit Committee shall be chaired by a Trustee.

b. Foundation Board Members; Committee Members. The Chairperson of the Corporation, after consultation with members of the Executive Committee, shall appoint the members of the Foundation Board and of the standing and additional committees and subcommittees, except for the Medical Staff Committee. The membership of the External Affairs Committee shall include all of the Regional Council Chairs. The Medical Staff Executive Committee consists of duly credentialed and appointed members of the medical staff who shall elect their own members.

c. Qualifications. In appointing members and chairpersons of the Foundation Board and committees, the Chairperson of the Corporation shall strive to choose individuals with characteristics or expertise that correspond with the objectives of the Foundation Board or of the committees, as applicable.

d. Removal. Any chairperson or member of the Foundation Board or of any committee may be removed by the Board of Trustees whenever, in its judgment, the best interests of the Corporation will be served thereby.

## ARTICLE VII. OFFICERS

VII.1 Officers Enumerated. The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary-Treasurer and such assistant vice chairpersons, secretaries and treasurers as the Board may, from time to time, determine. The Chairperson and Vice-Chairperson must be Trustees of the Corporation. The Secretary-Treasurer and other officers of the Corporation may, but need not, be Trustees. Each officer shall serve for a two (2) year term and until his or her successor is duly elected and qualified by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary-Treasurer. In addition to the powers and duties specified below, the officers shall have such powers and duties as the Board of Trustees may prescribe.

VII.2 Authorization to Disburse Corporate Funds. No funds for the Corporation shall be disbursed except upon the Board of Trustees having previously authorized named individuals to sign for and on behalf of the Corporation by appropriate resolution and appointment.

VII.3 The Chairperson. The Chairperson shall exercise the usual powers pertaining to the office of chairperson of a nonprofit corporation, including but not limited to presiding at meetings of the Board of Trustees and the Executive Committee.

VII.4 The Vice-Chairperson. The Vice-Chairperson shall be Chairperson-elect. In the absence or disability of the Chairperson, the Vice-Chairperson shall act as Chairperson.

VII.5 The Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer to keep records of the proceedings of the Board of Trustees, and when requested by the Chairperson to do so, to sign and execute with the Chairperson all deeds, bonds, contracts, and all other obligations or instruments, in the name of the Corporation, to keep the corporate seal, and to affix the same to other proper documents.

Further, the Secretary-Treasurer shall have the care and custody of and be responsible for all funds and investments of the Corporation, and shall cause to be kept regular books of accounts. The Secretary-Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board of Trustees and, in general, shall perform all of the duties incident to the office of Secretary-Treasurer.

VII.6 Election of Officers. At each annual meeting of the Board of Trustees, the Trustees shall elect officers to fill the position of any expired or otherwise vacant seats. Officers present at the meeting at which they are elected may, upon taking their seat, participate in the meeting.

VII.7 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Trustees at any regular or special meeting.

VII.8 Salaries. The salaries, if any, of officers and agents of the Corporation who are also Trustees shall be fixed by the Board of Trustees. The salaries, if any, of all other officers or agents of the Corporation shall be fixed by the President/Chief Executive Officer.

VII.9 Removal. Any officer elected or appointed may be removed by the Board of Trustees whenever, in its judgment, the best interests of the Corporation will be served thereby.

## ARTICLE VIII. PRESIDENT/CHIEF EXECUTIVE OFFICER

The Executive Committee shall, by resolution, select and appoint a person to serve as the President/Chief Executive Officer, who shall have such duties and authorities as shall be given to him or her by the Executive Committee consistent with any guidelines established by the Board of Trustees. Such President/Chief Executive Officer shall serve at the pleasure of the Executive Committee.

ARTICLE IX.  
REGIONAL COUNCILS

IX.1 Regional Councils. There shall be Regional Councils representing the Corporation's service areas as designated by the Board of Trustees.

IX.2 Purpose and Responsibilities. The purpose of each Regional Council shall be to oversee implementation of the mission, goals and objectives of the Northwest Kidney Centers at all facilities serving such region, to advise and support the staff of the facilities in carrying out their responsibilities, to advise and support the President/Chief Executive Officer of the Northwest Kidney Centers with regard to the activities of the regional facilities and the Corporation, including facility planning, fundraising, public relations and legislative initiatives, and to facilitate goodwill and support for Corporation facilities and programs within its service area by liaison with the local community. The Board, by resolution, shall establish the role and responsibilities of the Regional Councils.

IX.3 Composition. Each Regional Council shall be composed of members with broad experience in health care, business and civic matters, who shall represent the interests of the area served. The membership of each Regional Council shall include at least one kidney patient served by a unit within the region and at least one current or former member of the Board of Trustees.

IX.4 Recommendation and Election; Removal. Each Regional Council shall recommend to the Executive Committee individuals to serve as members of such Regional Council. The Executive Committee shall consider such recommendations and approve or disapprove the recommendations of the Regional Council as to the individuals to serve as Regional Council members. The Executive Committee may also remove Regional Council members from time to time; with or without cause.

IX.5 Term of Office. The term of office of a Regional Council member shall be one (1) year, beginning and ending on the date of the annual meeting of the Board of Trustees. The term of office of a Regional Council member who is selected to fill an unexpired term shall expire at the termination of such unexpired term. There is no limit on the number of terms a Regional Council member may serve.

IX.6 Vacancies. In the event of a vacancy on a Regional Council, such Regional Council may, by majority vote, recommend one or more replacement candidates to the Executive Committee. The Executive Committee shall have the authority to elect such candidate or another individual to fill such vacancy at the Executive Committee's next meeting.

IX.7 Meetings. The Regional Councils shall meet at least three times per year on the call of their respective Chairpersons.

IX.8 Regional Council Chairperson. Each Regional Council shall recommend to the Executive Committee an individual to serve as Regional Council Chair. The Executive Committee shall consider the recommendations and submit nominees to serve as Regional Council Chairs at the appropriate meeting of the Board of Trustees. The Board shall elect the

Regional Council Chairs. The term of office of a Regional Council Chairperson shall be two (2) years, beginning with the date of his/her election and ending on the date of the second annual meeting of the Board of Trustees following his/her election. An individual may be re-elected to serve as a Regional Council Chairperson, and there shall be no limit on the number of terms an individual may serve in such capacity. Each Regional Council Chairperson shall also serve as a member of the External Affairs Committee.

ARTICLE X.  
ADMINISTRATIVE AND FINANCIAL PROVISIONS

X.1 Fiscal Year. The fiscal year of the Corporation shall be as set by resolution of the Board of Trustees or its Executive Committee.

X.2 Loans Prohibited. No loans shall be made by the Corporation to any officers or to any Trustee.

X.3 Corporate Seal. The corporate seal, if any, of the Corporation, shall be a circular seal with the name of the Corporation around the border and the date of the statutory Certificate of Incorporation in the center.

X.4 Books and Records. The Corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees; and shall keep at its registered office a register of the names and addresses of its Trustees and committee members entitled to vote.

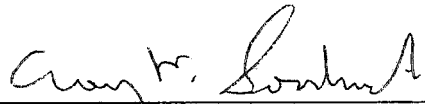
X.5 Delivery of Notice. Whenever delivery of written notice is required under these Bylaws, delivery shall be deemed effective on the date of personal delivery of the notice. If mailed, delivery shall be deemed effective two (2) business days after the notice is postmarked if mailed by registered or certified mail, postage and charges prepaid, and addressed to the address of the person who is to receive notice, as such address is specified in the Corporation's records. Notice provided by email to a Trustee who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

ARTICLE XI.  
AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed by the affirmative vote, at a duly held meeting of the Board of Trustees, of three-fourths (3/4ths) of the Trustees present at the meeting, provided, that written notice of the proposed amendments, postmarked not less than ten (10) days prior to the meeting date, is given to each Trustee. The Board of Trustees, by amendment of these Bylaws, may increase or decrease the number of Trustees, provided that there shall be no decrease in number which shall have the effect of shortening the term of any incumbent. If the number of Trustees is reduced by an amendment to these Bylaws, then the Executive Committee shall designate those Trustee positions to be eliminated in order to comply with the amended Bylaws. Such Trustee positions shall be designated as "Transition Trustees," and when the terms of those positions expire, those Trustees positions shall not be filled.

CERTIFICATION

Craig Goodrich, being Secretary-Treasurer of Northwest Kidney Centers, hereby certifies that the foregoing Bylaws were duly adopted by the Board of Trustees on September 24, 2009 to be effective September 24, 2009.

  
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Craig Goodrich, Secretary-Treasurer