

AMENDED AND RESTATED BY-LAWS

OF

KENTUCKY MEDICAL EQUIPMENT SUPPLIERS
ASSOCIATION, INCORPORATED

ARTICLE I
OFFICES

1.1 Principal Office. The principal office of the Corporation in the Commonwealth of Kentucky shall be located at 2432 Regency Road in the City of Lexington. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the Corporation may require from time to time.

1.2 Registered Office. The registered office of the Corporation may be, but need not be, identical with its principal office in the Commonwealth of Kentucky. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Purposes and Powers

2.1 Purposes. The purposes of the Corporation shall be as follows:

(a) To consider, and deal by all lawful means with, common problems of management within the home medical equipment industry, and to secure cooperative action in the advancement of the common purposes of the Corporation's members, to foster equity in business customs and practices, and to promote activities designed to enable the home medical equipment industry to conduct itself with the greatest economy and efficiency;

(b) To afford due consideration to an expression of an opinion upon questions affecting the home medical equipment industry and the financial, commercial, and industrial interests of the nation, and to promote the common business interests of the home medical equipment industry;

(c) To cooperate with other industries and organizations; and

(d) To conduct or engage in all lawful activities (whether direct or incidental) in furtherance of the foregoing purposes.

2.2 Powers. In furtherance of the aforesaid purposes, but not in limitation thereof, the Corporation shall have all powers granted it by Section 273.171 of the Kentucky Revised Statutes and shall have the power:

- (a) To analyze, compile, and disseminate information on laws and regulations of interest to the members of the Corporation, and to determine and make known to the federal, state and local governments the views of the home medical equipment industry relative to any such matters;
- (b) To collect and disseminate statistics and other information respecting the home medical equipment industry;
- (c) To promote standardization and simplification of products respecting the home medical equipment industry;
- (d) To conduct trade promotion activities respecting the home medical equipment industry, including advertising and publicity;
- (e) To advance lawful and fair trade practices, customs, and usages respecting the home medical equipment industry;
- (f) To promote the arbitration of disputes respecting the home medical equipment industry;
- (g) To foster and promote sound and equitable employee relations policies respecting the home medical equipment industry;
- (h) To further the training and education of those connected with or desirous of becoming affiliated with the home medical equipment industry;
- (i) To study financial and related policies with respect to sales, credits, insurance, obsolescence, and depreciation respecting the home medical equipment industry; and
- (j) To engage in any lawful activities which will enhance the efficient and economic progress of the home medical equipment industry, and inform the public of its scope and character.

ARTICLE III Memberships and Dues

3.1 Membership. Any entity involved in the sale, rental, and distribution of any type of home medical equipment within the Commonwealth of Kentucky shall be eligible for membership in the Corporation. Categories of membership within the Corporation shall include “regular member” and “association member,” with the Board of Directors having the discretion to add additional categories as it may determine.

3.2 Regular Member. A regular member shall be a corporation, partnership, sole proprietorship or other entity doing business in the Commonwealth of Kentucky in one or

more locations who is active in the sale, rental, or distribution of home medical equipment, medical gases, and associated supplies for the direct consumption or utilization by the patient in the home. If a regular member is the sole owner of another entity in the home medical equipment business, such as a wholly-owned subsidiary, then such wholly-owned entity may utilize the privileges of the regular membership in the Corporation of its owner without the payment of additional dues. If, however, a regular member is involved in a separate home medical equipment enterprise which is not wholly-owned by such regular member, such as a joint venture with another entity, then such separate entity must procure its own separate membership in the Corporation and pay its own dues therefore.

3.3 Associate Membership. Associate membership in the Corporation shall be available to manufacturers and wholesalers of the home medical equipment industry and such other persons and entities as shall be approved for associate membership by the Corporation's membership committee.

3.4 Dues. Annual dues for membership in the Corporation, whether regular memberships or associate memberships, shall be determined by the Board of Directors of the Corporation at the first Board meeting of each fiscal year. Annual dues shall be payable on January 1 of each year.

3.5 Membership Application. Applications for membership in the Corporation shall be made in duplicate and may be delivered to the president, treasurer, or chairman of the membership committee of the Corporation. Such applications will be processed in accordance with the guidelines of the Corporation's membership committee.

3.6 Expulsion. Upon recommendation by the Board of Directors, a member (whether regular or associate) may be expelled by majority vote on the regular members at any duly convened meeting of the members for failure to comply with the Articles of Incorporation, By-Laws, or any duly adopted policies, rules or regulations of the Corporation, provided that ten (10) days written notice shall have been given to such member setting forth the intention to propose its expulsion, the specific reason therefor and the right of the member to appear and be heard in person or by counsel at the meeting at which such expulsion shall be proposed.

3.7 Loss of Voting Privileges. In the event that a member shall owe an obligation to the Corporation which is past due, the Board of Directors may cause notice to be given to it that it will not be permitted to vote until its delinquency is remedied. In the event that such obligation to the Corporation exists for a period of more than three consecutive months, the Board of Directors may, upon notice, revoke the membership of such delinquent member.

3.8 Suspension. Any member of the Corporation may be suspended by the Board of Directors, and lose its rights as a member, for a period not to exceed the period from such suspension to the next membership meeting.

3.9 Rights and Responsibilities. The members of the Corporation shall have the right and responsibility to elect the directors and officers of the Corporation, remove from office any director or holder of office for good and sufficient cause, hear and pass upon the reports of the Board of Directors, officers and committees, modify or veto any decisions or recommendations of the Board of Directors and act as a final judge of any dispute which may arise between the officers or individual members.

ARTICLE IV Membership Meetings

4.1 Annual Meetings. The annual meeting of the members of the members shall be held at such time, place and on such date as the Board of Directors may designate. The purpose of such meeting shall be the election of directors and such other business as may properly come before it, though inasmuch as directors of the Corporation are elected for terms of two (2) years, directors will only be elected at every other annual meeting. If the election of directors shall not be held on the day designated for an annual meeting at which directors are to be elected, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be practicable.

4.2 Special Meetings. Special meetings of the members may be called by the Board of Directors or by the President, or by not less than one-third (33-1/3%) of all the members of the Corporation entitled to vote at such meeting, who have demanded such special meeting in writing delivered to the Corporation's Secretary.

4.3 Place of Special Meetings. The Board of Directors may designate any place within or without the Commonwealth of Kentucky as the place for any special meeting called by the Board of Directors. A waiver of notice signed by all members may include a designation of any place, either within or without the Commonwealth of Kentucky, as the place for the holding of such meeting be otherwise called, the place of meeting shall be at the registered office of the Corporation in the Commonwealth of Kentucky.

4.4 Notice of Annual or Special Meetings. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose of purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than thirty-five (35) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary, or the persons calling the meeting, to each member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the member at its address as it appears on the membership books of the Corporation, with postage thereon prepaid.

4.5 Meetings by Consent of All Members. If all the members shall meet at any time and place, either within or without the Commonwealth of Kentucky, and no member

objects at such meeting to holding the meeting or transacting business therein, such meeting, any Corporation action may be taken.

4.6 Waiver and Consent to Meetings of Less Than All Members. If a membership meeting shall occur without all members in attendance, a prior or subsequent written waiver of notice or consent to the holding of such meeting by the absent members shall be equivalent to the call and giving of any requisite notice, and such meeting shall be valid without call or notice, and corporate action may be taken at such meeting.

4.7 Voting Record. The officer or agent having charge of the membership list of the Corporation shall make a complete list of the members entitled to vote at any membership meeting, with the address of each member. Such list shall be produced and be available for inspection at the Corporation's principal office beginning five (5) business days before the meeting for which the list was prepared. Such list shall also be subject to the inspection of any member during the whole course of the meeting.

4.8 Quorum. Ten (10%) percent of the outstanding members of the Corporation entitled to vote on a particular matter represented in person or by proxy, shall constitute a quorum at many meeting of members; provided, however, that with respect to a meeting of the altering or repealing the By-Laws of the Corporation pursuant to Section 10.1 hereof, one-third (33 1/3%) of the outstanding members of the Corporation entitled to vote on such amendment, alteration or repeal shall constitute a quorum at such meeting. If a quorum of members is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by Chapter 273 of the Kentucky Revised Statutes or by the Articles of Incorporation or these By-Laws. The members at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

4.9 Proxies. At all meetings of members, a member may vote by proxy executed in writing by the member or its duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after (11) months from the date of its execution, unless otherwise provided in the proxy. A proxy, unless coupled with an interest and expressly made irrevocable, may be revoked in writing at any time. The effective time of such revocation shall be the time the Secretary of the Corporation receives the written notice of revocation.

4.10 Voting. Each regular member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Associate members of the Corporation shall have no voting rights.

In the discretion of the Board of Directors, the election of directors of the Corporation may be conducted by mail.

4.11 Informal Action By Members. Any action required to be taken, or which may be taken, at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE V Directors

5.1 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

5.2 Number, Tenure and Qualifications. The number of directors of the Corporation shall be seven (7) and, subject to the limitations, if any, set forth in the Articles of Incorporation, may be increased or decreased by either a resolution of (i) the Board of Directors, or (ii) the members, provided, that any increase or decrease of the number of directors greater than thirty (30%) percent of the number of directors last approved by the members shall require member's approval and provided further that no decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office for the term for which he or she is elected (which term shall be two (2) years) or until his or her successor shall have been elected and qualified, whichever period is longer. There shall be no restriction on the number of terms which a director may serve. The directors need not be residents of the Commonwealth of Kentucky, but only persons affiliated with a regular member of the Corporation may serve as a director of the Corporation. No member of the Board of Directors shall be affiliated with more than one (1) regular member of the Corporation, with "affiliated" for purposes of the Article 5.2 meaning such director serving in the capacity of employee, officer, director, agent, shareholder or partner of a regular member. The Board of Directors shall have authority to amend the By-Laws to prescribe other qualifications for directors.

5.3 Removal and Resignation. At a meeting of members called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the members then entitled to vote at an election of directors. Any member of the Board of Directors may resign from the Board of Directors at any time by giving written notice to the Board of Directors, President or Secretary of the Corporation, and unless otherwise specified therein, such resignation shall be effective upon the delivery of such notice.

5.4 Regular Meetings. Regular meetings of the Board of Directors shall be held on a quarterly basis at the times and places, either within or without the Commonwealth of Kentucky, which may be established by resolution of the Board of Directors, without other notice than such resolution.

5.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or at the request of any two directors. All special

meetings of the Board of Directors shall be held at the principal office of the Corporation or such other place as may be specified in the notice of the meeting.

5.6 Manner of Conducting Board Meetings. The Board of Directors of the Corporation may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

5.7 Notice. Notice of the date, time and place of any special meeting shall be given at least two (2) days prior thereto by written notice delivered personally or mailed to each director at his or her business address, or by telegram. Any director may waive notice of any meeting. The attendance of a director at, or participation in, any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting (at the beginning of the meeting) to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

5.8 Quorum. A majority of the number of directors fixed by, or determined in accordance with, Section 5.2 hereof shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

5.9 Voting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Articles of Incorporation of Kentucky law.

A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors where action is taken shall be deemed to have assented to the action taken unless:

- (a) He or she objects at the beginning of the meeting (or promptly upon his or her arrival) to holding it or transaction business at the meeting;
- (b) His or her dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) He or she delivers written notice of his or her dissent or abstention for the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention shall not be available to a director who votes in favor of the action.

5.10 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the members or by the Board of Directors. If the directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all directors remaining in office. If the vacancy was held by a

director elected by a voting group of members, only the members of that voting group shall be entitled to vote to fill the vacancy if it is filled by the members. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the members.

5.11 Compensation. By resolution of the Board of Directors, each director may be paid his or her expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated stipend as director or a fixed sum for attendance at each meeting of the Board of Directors, or both. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

5.12 Action by Written Consent. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

5.13 Chairperson and Vice-Chairperson of the Board. The Board of Directors of the Corporation will choose one of its members to serve as the Chairperson of the Board of Directors. The Board of Directors may also appoint one of its members as Vice-Chairperson of the Board of Directors, and such individual shall serve in the absence of the Chairperson and perform such additional duties as may be assigned to him or her by the Board of Directors.

ARTICLE VI Officers

6.1 Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors to serve terms of two (2) years. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

6.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at the quarterly meeting of the Board of Directors occurring in conjunction with the annual meeting of the members at which directors are elected for two (2) year terms. If the election of officers shall not be held at any such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall serve terms of two (2) years and shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

6.3 Removal and Resignations. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever, in its judgment, the best interests of the Corporation would be served thereby. Any notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

6.5 President. The President shall be the chief executive officer of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by laws to be otherwise signed or executed; and, in general, shall perform all duties as may be prescribed by the Board of Directors from time to time. At the end of each fiscal year of the Corporation, the President shall be responsible for preparing, and maintaining in the Corporation's files, a statement of the affairs of the Corporation, including a Balance Sheet and Operating Statement. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend, act and vote at any meetings of any corporation or other entity in which the Corporation may hold membership or interest, and at any such meeting, shall hold and may exercise all rights incident to such membership or interest with the Corporation might have had and exercised if present. The Board of Directors may confer like powers on any other person or persons.

6.6 Vice-President. The Vice-President shall, in the absence of the President, perform all the duties of the President, and when so acting shall have the power of the President. The Vice-President shall also have additional powers and duties as may be assigned to him or her by the Board of Directors.

6.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VIII of these BY-Laws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

6.8 Secretary. The Secretary shall (a) keep the minutes of the membership meetings and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of , and be responsible for authenticating, the corporate records and the seal, if any, of the Corporation; (d) keep a register of the Post Office address of each member; (e) sign with the President the membership cards of the Corporation; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

6.9 Assistant Treasurers and Assistant Secretaries.

- (a) The Assistant Treasurer, if that office be created and filled, shall if required by the Board of Directors, give bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall determine.
- (b) The Assistant Secretary, if that office be created and filled, and if authorized by the Board of Directors, may sign, with the President, membership cards of the Corporation.
- (c) The Assistant Treasurers and Assistant Secretaries, in general, shall perform such additional duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

6.10 Compensation. The officers of the Corporation shall receive compensation for their services in such capacities.

ARTICLE VII
Committees of the Board of Directors

7.1 Committees Appointed by President. The President of the Corporation shall appoint such committees as he or she deems necessary, with the President being required to appoint those committees enumerated in Section 7.2 through 7.5 below. Such committees shall be appointed for two year terms and shall consist of two (2) or more directors. The Elections Committee shall be appointed by the Board of Directors rather than the President.

7.2 Membership Committee. The President shall appoint a Membership Committee which shall conduct activities designed to recruit new members for the Corporation.

7.3 Legislation Committee. The President shall appoint a Legislation Committee which shall coordinate all matters pertaining to the home medical equipment industry arising from city, county, state or federal agencies or bodies, and report to the Corporation on all proposed legislation or rules, at whatever level, which could impact upon the home medical equipment industry.

7.4 Budget Committee. The President shall appoint a Budget Committee to formulate an annual budget for the Corporation and compile accurate records of the Corporation's expenditures and revenues.

7.5 By-Laws Committee. The President shall appoint a By-laws Committee to monitor, and suggest changes in, the within By-laws.

7.6 Elections Committee. The Board of Directors shall appoint an Elections Committee to formulate bi-annual nominations for the Board of Directors and officers of the Corporation. The Elections Committee shall also provide nominations to the Board of Directors for vacancies occurring on the Board of Directors or among the officers of the Corporation.

ARTICLE VIII

Contracts, Loans, Checks, and Deposits

8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

8.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

8.3 Deposits. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Board of Directors may select.

ARTICLE IX

Emergency By-Laws

9.1 Adoption of Emergency By-Laws. The Emergency By-Laws provided in this Article IX shall be operative during any emergency in the conduct of the business of the Corporation resulting from an attack on the United States or on a locality in which the Corporation conducts its business or customarily holds meetings of its Board of Directors or its members, or during any nuclear or atomic disaster, or during the existence of any natural or other catastrophe, or other similar emergency condition, as a result of which a quorum of the Board of Directors, or a standing committee thereof, cannot readily be convened for action, notwithstanding any different provision in the other Articles of these By-Laws or in the Articles of Incorporation of the Corporation or in the statutes of the Commonwealth of Kentucky. To the extent not inconsistent with the provisions of this Article, the By-laws provided in the other Articles hereof shall remain in effect during

such emergency and upon its termination, the Emergency By-Laws shall cease to be operative. Under such Emergency By-Laws:

- (a) a meeting of the Board of Directors may be called by any officer or director of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting;
- (b) the director or directors in attendance at the meeting shall constitute a quorum;
- (c) the Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency, any or all officers or agents of the Corporation shall, for any reason, be rendered incapable of discharging their duties;
- (d) the Board of Directors, either before or during any such emergency, may, effective in the

9.2 Changes in Emergency By-Laws. The Emergency By-Laws shall be subject to repeal or change by further action of the Board of Directors or by action of two-thirds (2/3) of the regular members, but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency By-Laws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE X Miscellaneous

10.1 Amendments. These By-laws may be altered, amended or repealed only by a vote of the regular members of the Corporation at a meeting of the membership called for such purpose at which a quorum of 33 1/3% of the regular members of the Corporation is present.

10.2 Fiscal Year. The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the Corporation's fiscal year shall end on December 31.

10.3 Seal. The Board of Directors may adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, and the word "SEAL."

10.4 Waiver of Notice. Whenever any notice is required to be given under the provisions of these By-Laws, or under the provisions of the Corporation's Articles of

Incorporation, or under the provisions of the laws of the Commonwealth of Kentucky, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

10.5 Construction. Unless the context specifically requires otherwise, any reference in these By-Laws to any gender shall include all other genders; any reference to the singular shall include the plural; and any reference to the plural shall include singular.

10.6 Parliamentary Authority. The rules contained in Robert's Rules of Order shall govern all meetings of the Corporation's director and members to the extent such rules are not inconsistent with these By-Laws, the Corporation's Articles of Incorporation or Kentucky Law.

10.7 Limitation on Liability. Nothing herein shall be construed to constitute members of the Corporation as partners, nor will any officer, director, members or employee of the Corporation be liable for the acts (or failure to act) on the part of any other officer, director, member or employee of the Corporation.

10.8 Dissolution. In the event of the dissolution of the Corporation, any funds remaining in the Corporation shall be distribution to one or more charitable educational, scientific, or philanthropic organizations selected by the Board of Directors.