

**AMENDED AND RESTATED BYLAWS
OF THE
ALLIANCE FOR HOME HEALTH QUALITY AND INNOVATION**

ARTICLE I

Purpose

Section 1.01. Purpose. The Alliance for Home Health Quality and Innovation (the “Alliance”) is organized and operated to conduct research, educational and other charitable activities regarding the value and benefits that home-based care can offer patients, family members/caregivers, other stakeholders, and the U.S. health care system. The Alliance focuses on quality and innovation in its projects and initiatives, and seeks to demonstrate the value proposition offered by home health care. As a section 501(c)(3) organization, the purpose of the Alliance’s work will be to benefit the public and improve the understanding of the role home health care plays in individual, public and population health.

ARTICLE II

Board of Directors

Section 2.01. Duties and Powers. The Board of Directors shall manage the affairs of the Alliance, with authority to exercise and carry into effect all the purposes for which the Alliance is organized and all the powers vested in the Alliance by law.

Section 2.02. Number and Tenure. The Board of Directors shall consist of up to twenty (20) Directors. Directors shall serve for a two (2) year term and their terms shall be staggered so that approximately half the Directors are elected each year. This maximum number of Directors may be increased or decreased from time to time by amendment to these Bylaws, provided the total number of Directors shall never be less than three (3). No decrease in the number of Directors shall have the effect of shortening the term of an incumbent Director (unless necessary to conform to any future amendments to these Bylaws). No Director shall serve for more than

two consecutive full two-year terms, except for any Director who represents a Sponsoring member, or any other Director who may be reelected by a two-thirds vote of the Directors then in office in recognition of and to permit continued exceptional service to the Alliance.

Section 2.03. Election and Tenure of Directors. Each year at its annual meeting, the Board of Directors shall elect individuals who shall serve as Directors of the Alliance for the following year. Each Director shall hold office until that Director's successor shall have been elected and qualified (unless the person sooner ceases to be a Director by reason of death, resignation or removal).

Section 2.04. Eligibility. The Board of Directors shall consist of up to eight (8) representatives of "Sponsoring" members; up to three (3) representatives of either "Provider" or "General" or "Affiliate" members; up to five (5) representatives of Association members; and up to eight (8) key opinion and thought leaders who may be chosen due to their knowledge, interest and influence in home healthcare matters. In selecting individuals to elect as Directors, the Board of Directors shall give special consideration to individuals who may serve as the head of any formal working group, task force, or committee of the Alliance. The Board of Directors shall have the discretion to fill or leave vacant any Director positions, particularly during the first years following the implementation of the new governance structure as set forth in these amended Bylaws. In order to be eligible to serve as a Director representing a Sponsoring, Provider, General, Affiliate, or Association member, each individual must be the CEO or hold another senior level position for that member's home health care business (if applicable) or organization and must be approved by the Board of Directors. Each Director shall hold office until that Director's successor shall have been elected and qualified (unless the person sooner ceases to be a Director by reason of death, resignation or removal).

Section 2.05. Elections. Following the adoption of these amended Bylaws, there shall be a special election at which the existing Board of Directors shall elect a new Board of

Directors whose composition shall satisfy the eligibility requirements set forth in Section 2.04 and whose initial terms shall be designated as either for one (1) year or two (2) years, so that their terms will be staggered and approximately half the Directors terms will expire each year. Each year thereafter at its annual meeting, the Board of Directors shall elect Directors to serve for the following two years.

Section 2.06. Resignation and Removal. A Director may resign at any time by giving written notice to the Chairman, President, or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, immediately upon its receipt by the Alliance. The acceptance of such resignation shall not be necessary to make it effective unless otherwise specified therein. A Director may be removed with or without cause by a two-thirds vote of the Directors then in office at any meeting of the Directors that is duly held pursuant to notice specifying such proposed removal.

Section 2.07. Filling of Vacancies. If the office of any Director becomes vacant for any reason (including a vacancy arising by reason of a resignation or an increase in the number of Directors), such vacancy may only be filled by election by the Board of Directors of a new Director for the unexpired term.

Section 2.08. Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place, within or outside the District of Columbia, as may be determined by the Board of Directors, or by the Chairman, President or the Secretary.

Section 2.09. Special Meetings. Special meetings of the Board of Directors may be held upon notice at such times and places, within or outside the District of Columbia, as may be determined by the Chairman, the President or the Secretary, or by a majority of the Directors then in office calling the same.

Section 2.10. Notices of Meetings. Except as otherwise expressly provided in these Bylaws, notice of the time and place of each meeting of the Board of Directors shall be given to each Director personally or by mail, telephone, facsimile or electronic transmission, or by any other reasonable means. Any such notice shall be given not less than twenty-four (24) hours before the time set for the meeting, except that notice by mail shall be given not less than three (3) days before such time. Notice shall be deemed to have been given to a Director if delivered to the Director's residence or usual place of business as it appears on the records of the Alliance, or to such other address as may have been specified by such Director in a written notice to the Secretary. No notice shall be required to be given to any Director as to any meeting if such Director is personally present or, either before or after the meeting, signs a written waiver of notice of the time and place of such meeting. No notice of any meeting of the Board of Directors need specify the purpose or purposes for which the meeting is called, except as otherwise expressly provided in these Bylaws or the District of Columbia Nonprofit Corporation Act of 2010 (the "Act").

Section 2.11. Quorum and Voting. Except as otherwise expressly provided by the Act, a quorum shall be necessary for the transaction of business. At all meetings of the Board of Directors, one-third of the number of Directors then in office (but not less than three (3) Directors) shall constitute a quorum for the transaction of business. Except as otherwise expressly provided by the Act or these Bylaws, the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. A majority of the Directors present or participating distantly as provided in Section 2.13 at any meeting of the Board of Directors (or if only one be present, then that one) may, although less than a quorum, adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Proxy voting by Directors shall not be allowed, although Directors who may be absent from meetings are encouraged to let the other Directors know their views on agenda issues to be discussed.

Section 2.12. Action by Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board of Directors consent in writing to the taking of such action. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 2.13. Meetings by Telephone Conference. Any or all Directors or persons may participate in a meeting of the Board of Directors by means of telephone conference or by any other means of communication by which all persons participating in the meeting are able to simultaneously hear each other during the meeting, and such participation shall constitute presence of the person at the meeting.

ARTICLE III

Executive Committee

Section 3.01. Composition and Authority. The Executive Committee shall consist of up to five (5) Directors, including the Chairman and/or President, the Treasurer, and other Directors, who shall be elected by the Board of Directors at the annual meeting or any special meeting when Officers are elected. To the extent possible, these individuals shall include up to three (3) Directors who are representatives of Sponsoring members, one (1) Director who is a representative of a Provider, General, Affiliate or Association member, and one (1) Director who is a key opinion and thought leader.

Section 3.02. Authority and Reports. The Executive Committee shall have and exercise the authority of the Board of Directors in between meetings of the Board of Directors, other than as described under limitations (see section 3.03). At all meetings of the Executive Committee, a majority of the number of Executive Committee members in office (but not less than three (3) members) shall constitute a quorum for the transaction of business and no action may be taken by the Executive Committee except by vote of at least two (2) members of the Executive

Committee. All actions taken by the Executive Committee shall be reported to and ratified the Board of Directors as appropriate.

Section 3.03. Specific Powers and Limitations. Without limiting its general authority, the Executive Committee shall: (A) serve as the Nominating Committee to name individuals who the Board of Directors may then elect to serve as Directors under Section 2.03, as Officers under Section 4.02, and as members of the Executive Committee under Section 3.01; (B) serve as the Compensation Committee to conduct a performance review and make compensation recommendations to the Board of Directors regarding the Executive Director; (C) approve any Bylaws amendments before they are presented for vote by the Board of Directors under Section 6.06; and (D) serve as the Finance and Audit Committee. The Executive Committee shall not authorize distributions; elect or fill any Board of Director/Executive Committee/Officer positions or vacancies; or approve or propose any action to the members that is required by law to be voted on by the Board of Directors and/or approved by the members (such as voluntary dissolution).

ARTICLE IV

Officers

Section 4.01. Officers. The Officers of the Alliance shall consist of the Chairman, President, one or more Vice Presidents, Treasurer and Secretary. The same person may hold two or more such offices except the offices of President and Secretary. Each of these Officers shall be a Director, with the additional requirement that the Treasurer shall be a Director who is a representative of a Sponsoring member. The Board of Directors may appoint an Executive Director, and may appoint such other executives, agents and representatives of the Alliance, for such terms, and with such titles and duties, as it deems advisable.

Section 4.02. Election and Tenure. Following the adoption of these amended Bylaws and the election of the new Board of Directors, there shall be a special election at which the new Directors shall elect Officers. Each year thereafter at its annual meeting, the new Board of

Directors shall elect Officers to serve for the following year. Each Officer shall hold office until that Officer's successor shall have been elected and qualified (unless the person sooner ceases to be an Officer by reason of death, resignation or removal). There shall be no limit on the number of terms an Officer may be elected, except for the Chairman, who shall not serve more than three (3) consecutive full one-year terms. If there is an Executive Director, that individual may serve for an indefinite period until resignation, or termination by the Board of Directors.

Section 4.03. Duties and Powers. In addition to any duties and powers prescribed by other provisions of these Bylaws, the Officers shall have such duties and powers as are usually incident to their respective offices with such additions and limitations thereto as may from time to time be prescribed by the Board of Directors, the Chairman, the President or by their superior Officer.

Section 4.04. Resignations, Removals and Vacancies. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, immediately upon its receipt by the Alliance. The acceptance of such resignation shall not be necessary to make it effective unless otherwise specified therein. Any Officer may be removed at any time, with or without cause, by the Board of Directors. A vacancy in any office or position arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

Section 4.05. The Chairman. The Chairman shall help formulate the agenda and chair all meetings of the Board of Directors. The Chairman shall also provide leadership on corporate governance questions.

Section 4.06. The President. The President shall be the chief executive officer of the Alliance and shall have general charge and supervision of the affairs of the Alliance, and over its several Officers and the Executive Director (if there is one), subject to the supervision, direction and control of the Board of Directors. The President may appoint such executives, agents and

representatives of the Alliance (other than the Executive Director), for such terms, and with such titles and duties, as the Chairman deems advisable, subject to any restrictions that may be adopted by resolution of the Board of Directors.

Section 4.07. The Vice Chairman. The Vice Chairman shall perform such duties as from time to time may be assigned by the Chairman or the Board of Directors.

Section 4.08. The Treasurer. The Treasurer shall supervise and oversee the financial affairs of the Alliance, including the deposit of all funds and securities in the name of the Alliance in such depositories as shall be selected by the Board of Directors in accordance with the provisions of Section 6.03 below. The Treasurer shall, subject to the direction of the Board of Directors and the President, also organize and direct the finance and audit functions of the Executive Committee as provided in Section 3.03 as well as supervise and oversee the disbursement of, moneys of the Alliance.

Section 4.09. The Secretary. The Secretary shall keep or cause to be kept a record of all the meetings and proceedings of the Board of Directors and the Executive Committee. The Secretary shall notify the Directors of its meetings and shall have charge and custody of the Alliance's corporate seal.

Section 4.10. The Executive Director. If hired, the Executive Director shall be responsible for managing the daily operations of the Alliance under the supervision of the Chairman, President and the Board of Directors. The Executive Director shall not be a member of the Board of Directors.

ARTICLE V

Members

Section 5.01. Members. The Alliance shall have several different classes of voting members as follows: Sponsoring; Provider; General; Affiliate; and Association members. Each

member shall have full voting rights on matters presented to the membership for a vote and may designate a representative who shall be eligible to be elected as a Director. Not all members shall be automatically entitled to have a representative serve as a Director. The Board of Directors also has the discretion to elect as Directors key opinion and thought leaders who do not represent any members as provided in Section 3.01. The Board of Directors may establish different dues categories and additional subcategories of voting members in each class and shall otherwise determine all other rights and obligations of the members. The Board of Directors shall also have the discretion to allow in-kind contributions in lieu of normal dues payments.

ARTICLE VI

Miscellaneous

Section 6.01. Fiscal Year. The Alliance's fiscal year shall begin on the first day of January of each year.

Section 6.02. Form of Seal. The seal of the Alliance shall be circular in form and shall bear the name "Alliance for Home Health Quality and Innovation," the year of incorporation "2008" and the words "Corporate Seal, District of Columbia." The presence of the corporate seal on a written instrument purporting to be executed by the authority of the Alliance is prima facie evidence that the instrument was so executed.

Section 6.03. Deposits. Funds of the Alliance may be deposited from time to time to the credit of the Alliance with such depositories as may be selected by the Board of Directors.

Section 6.04. Checks, Drafts, etc. All checks, bills of exchange and other orders for the payment of money, promissory notes, acceptances or other evidences of indebtedness are to be signed by the President, Treasurer and/or other such other Officer or Officers, employee or employees, agent or agents of the Alliance, and all in such manner, as authorized by resolution of

the Board of Directors. To the extent authorized by the Board of Directors, such signature or signatures may be facsimiles.

Section 6.05. Books and Records. The Alliance shall keep at its principal office: (1) correct and complete books and records of account; and (2) minutes of all proceedings of the Board of Directors and the Executive Committee.

Section 6.06. Amendments and Repeal. These Bylaws may be amended by a majority vote of the Board of Directors then in office at any meeting of the Directors that is duly held pursuant to a notice specifying the nature of the changes to be considered; provided that such amendments have been first approved by the Executive Committee in accordance with Section 3.03.

Section 6.07. Indemnification. The Alliance shall indemnify its Directors, Officers, employees, volunteers and agents to the maximum extent permitted by the Act.

As adopted on July 7, 2008
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