

FIRST AMENDED BY-LAWS
OF
HEALTH IN AGING FOUNDATION
(A Type B New York Not-for-Profit Corporation)

ARTICLE I
Definitions

Section 1. Corporation. The “Corporation” shall mean HEALTH IN AGING FOUNDATION, its successors and assigns.

Section 2. Board. The “Board” shall mean the Board of Directors of the Corporation.

ARTICLE II
Members

As authorized in Section 601(a) of the New York Not-for-Profit Corporation Law, the Corporation shall have no members.

ARTICLE III
Board of Directors

Section 1. Powers and Duties. The Board shall have the general power to control and manage the affairs and property of the Corporation, to adopt, by majority vote, rules and regulations governing the action of the Board, and shall have full authority with respect to the distribution and payment of the moneys received by the

Corporation from time to time for the purposes of the Corporation, as expressed in the Certificate of Incorporation.

Section 2. Number of Directors. The Board shall consist of any number of directors as may be determined from time to time by the Board, provided that in no event shall the Board consist of fewer than three (3) directors or more than twenty (20) directors. A majority of directors shall be officers or designees of The American Geriatrics Society, Inc., a membership corporation (the “Society”). The Chief Executive Officer of the Corporation shall be an *ex-officio*, non-voting member of the Board.

Section 3. Election and Term of Office. The Board of Directors of the Society, or its designee, shall appoint the Society’s designated directors to the Board. All other directors shall be elected by a majority vote of the directors then in office. The term for each director shall be three years. At the end of each term of a Society-appointed director, the Society shall reappoint such director to an additional term or appoint a new director. At the end of each term of all other directors, the Board shall re-elect such director to an additional term or elect a new director. There shall be no limit on the number of terms that a director may serve on the Board.

Section 4. Chair and Vice Chair of the Board. The Chair and Vice Chair of the Board shall be elected by a majority vote of the directors then in office. The term for each such office shall be three (3) years, and there shall be no limit on the number of terms that a director may serve as Chair or Vice Chair of the Board. The

Chair shall preside over the meetings of the Board, and in the absence of the Chair, the Vice Chair shall preside.

Section 5. Vacancies. Whenever any vacancy shall occur in the Board by reason of death, resignation, removal, increase in the number of directors or otherwise, it may be filled by the action of a majority of the directors then in office, regardless of their number. A director appointed by the Society or elected by the Board to fill a vacancy shall hold office for the unexpired term of his or her predecessor, and may be reappointed or reelected to subsequent terms in accordance with these By-Laws.

Section 6. Resignation. Any director may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified therein, and acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. Any of the directors may be removed for cause, after a hearing by the Board on due notice, by a unanimous vote of the Board except for the director whose removal is the subject of the vote.

Section 8. Annual Meeting. A meeting of the Board shall be held annually at such place within or without the State of New York, on such date and at such time as may be fixed by the Board, for the purpose of electing directors, receiving annual reports of the Board, and for the transaction of such business as may be properly brought

before such meeting. Such meetings may also be conducted by means of tele-, video- or web- conference or by other means that take advantage of advances in technology.

Participation by any such means shall constitute presence in person at a meeting.

Section 9. Regular Meetings. Regular meetings of the Board, other than the annual meeting, may be held at such times and places as the Board may fix from time to time, and at any Board meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted. Such meetings may also be conducted by means of tele-, video- or web- conference or by other means that take advantage of advances in technology. Participation by any such means shall constitute presence in person at a meeting.

Section 10. Special Meetings. Special meetings of the Board may be called by order of the Chair or by a majority of the directors then in office. Except as otherwise specified in the notice thereof, or as required by statute, the Certificate of Incorporation, or these By-Laws, any and all business may be transacted at any special meeting. Such meetings may also be conducted by means of tele-, video- or web- conference or by other means that take advantage of advances in technology. Participation by any such means shall constitute presence in person at a meeting.

Section 11. Notice of Meetings. No notice need be given of any annual or regular meeting of the Board. Notice of the date, time, place and purpose of each special meeting shall be given by or at the direction of the person or persons calling the

meeting by mailing the same at least 14 days before the meeting or by telephone, facsimile transmission, electronic mail or personal delivery of the same at least five (5) days before the meeting to each director. Notice of a special meeting of the directors need not be given to any director who submits a signed waiver of such notice, whether before or after the meeting. Any director who attends a meeting without protesting the lack of notice, prior to or at the commencement of such meeting, shall be deemed to have waived such notice.

Section 12. Quorum; Vote. A majority of the entire Board shall constitute a quorum for the transaction of business at a meeting. The Chair or the Vice Chair must be present to constitute a quorum. Less than a quorum may adjourn any meeting to another time or place, from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice. Except as otherwise required by statute, the Certificate of Incorporation or these By-Laws, all matters coming before any meeting of the Board of Directors shall be decided by the vote of a majority of the directors present at the meeting, a quorum being present, and each director having one vote.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board or by any 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 the 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 committee.

Section 14. Telephonic, Video or Web-Based Communications. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of tele-, video- or web- conference or by other means that take advantage of advances in technology. Participation by any such means shall constitute presence in person at a meeting.

Section 15. Committees. The Board, by resolution adopted by a majority of the entire Board, may appoint committees, as it shall deem necessary or desirable. Such committees shall have such authority and perform such duties as the Board may from time to time determine. In no event, may a committee incur expenses on behalf of the Corporation unless expressly authorized by the Board. The Board may appoint to such committees members of the Board and/or persons who are not members of the Board, and may fill any vacancies that may occur in committees. The Chair, with the consent of the Board, may appoint a special committee, which may consist of members of the Board and/or persons who are not members of the Board.

Section 16. Compensation of Directors. Directors shall not receive any salary for their services as directors, but by resolution of the Board, the Corporation may pay directors a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board and of any committee of the Board; provided,

however, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Such compensation shall be reasonable and commensurate with the services performed.

Section 17. Annual Report of Directors. As long as the Corporation shall have no members, the Board shall direct the Chair to present at the annual meeting of the Board a report prepared in accordance with Section 519 (c) of the New York Not-for-Profit Corporation Law. This report shall be filed with the minutes of the annual meeting of the Board.

ARTICLE IV Chief Executive Officer

Section 1. Appointment of Chief Executive Officer (CEO). The Board shall appoint a Chief Executive Officer, who shall be responsible for the day-to-day operations of the Corporation. Within the budget approved by the Board, the Chief Executive Officer is authorized to appoint such other staff of the Corporation as the Chief Executive Officer shall determine.

Section 2. Powers and Duties. The Chief Executive Officer shall, unless otherwise ordered by the Board, have such powers and duties as generally pertain to his or her respective office, including the power to hire and fire employees of the Corporation, as well as such powers and duties as from time to time may be conferred

upon him or her by the Board. The Chief Executive Officer shall report to the Board, and shall be an *ex officio* member of the Board, without voting privileges.

Section 3. Removal. The Chief Executive Officer may be removed for cause, after a hearing by the Board on due notice, by unanimous vote of the Board. Notwithstanding anything to the contrary set forth herein, if the Chief Executive Officer's employment as the Chief Executive Officer of the Society terminates, the Board may remove the Chief Executive Officer without such a hearing or unanimous vote.

ARTICLE V Other Officers

Section 1. Appointment. The Board may from time to time elect such other officers of the Corporation as it shall deem necessary or desirable, each of whom shall hold office at the pleasure of the Board and shall have such authority and perform such duties, for the benefit of the Corporation, as the Board may from time to time determine. Such officers shall hold office until their successors have been duly elected by the Board or they are removed from office pursuant to Section 2 of this Article V. The Board may elect a single director to hold more than one office.

Section 2. Removal. Any officer may be removed, with or without cause, and a successor may be elected, at any meeting of the Board called for that purpose by a majority vote of the directors then in office.

Section 3. Treasurer. The Treasurer, through the office of the Chief Executive Officer, shall be charged with the custody of all papers and documents relating to the property of the Corporation, and shall receive all funds of the Corporation. He/She shall be responsible to assure that the staff shall deposit all corporate funds in the corporate name in such banks and trust companies as the Board of Directors shall designate or approve. Such funds shall be maintained and disbursed in accordance with Article VI hereof. The Treasurer shall render to the Board of Directors whenever requested, and at least once a year, an accurate account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

Section 4. Secretary. The Secretary shall be responsible to assure that the staff keep a careful record of the proceedings of the meetings of the Board of Directors, and give notice of all Board meetings. In general, the Secretary shall perform all other duties incident to his/her office subject to the control of the Board of Directors.

ARTICLE VI
Contracts, Checks, Bank Accounts and Investments

Section 1. Bank Accounts, Checks and Contracts. The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time, on the Corporation's behalf, to sign checks, drafts or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts

or to execute and deliver documents and other instruments. Unless so authorized by the Board, no director, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable. Unless otherwise ordered by the Board, the Chair shall have full power and authority on behalf of the Corporation to attend and vote at any meeting of stockholders of any other corporation in which the Corporation may hold stock, and may exercise on behalf of the Corporation any and all of the rights and powers incident to the ownership of such stock at any such meeting and shall have power and authority to execute and deliver proxies, waivers and consents on behalf of the Corporation in connection with the exercise by the Corporation of the rights and powers incident to the ownership of such stock. The Board may, from time to time, confer like powers upon any other person or persons.

ARTICLE VII Miscellaneous

Section 1. Corporate Seal. The Seal of the Corporation shall be circular in form and shall contain the name of the Corporation and the year and State of Incorporation.

Section 2. Books and Records. The Corporation shall keep, at an office within the State of New York, correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board. Any of the foregoing books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 3. Fiscal Year. The Board shall have the power to fix, and from time to time to change, the fiscal year of the Corporation.

Section 4. Office. The office of the Corporation shall be located in the City of New York, County of New York, State of New York or at such other place as shall be determined by the Board.

Section 5. Additional Offices. The Corporation may also have offices at such other places within or without the State of New York as the Board may from time to time designate or the business of the Corporation may require.

ARTICLE VIII
Indemnification

Section 1. Indemnity Under Law. The Corporation shall indemnify and advance the expenses of each person to the full extent permitted by the New York Not-for-Profit Corporation Law as the same now exists or may hereafter be amended.

Section 2. Additional Indemnification.

(a) The Corporation hereby agrees to hold harmless and indemnify each of its directors, officers, employees and agents (each, the “Indemnitee”) from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys’ fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than any by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Corporation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a director or officer of the Corporation, or is or was serving or at any time serves such other corporation, partnership joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee’s

fiduciary duty as a director, officer, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Section 2 shall be paid by the Corporation (i) if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated; or (ii) if the Indemnitee personally gained a financial profit or other advantage to which the Indemnitee was not legally entitled; or (iii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful.

(b) The obligation of the Corporation to indemnify as contained herein shall continue during the period the Indemnitee serves as a director, officer, employee or agent of the Corporation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a director, officer, employee or agent of the Corporation or served at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(c) Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is to be made against the Corporation under this Section 2, notify the Corporation of the commencement thereof, but the omission so to notify the Corporation will not relieve it from any liability which it may have to the Indemnitee otherwise than

under this Section 2. With respect to any such action, suit or proceeding as to which the Indemnatee notified the Corporation of the commencement thereof:

(i) The Corporation will be entitled to participate therein at its own expense; and,

(ii) Except as otherwise provided in the last sentence of this subpart (ii), to the extent that it may wish, the Corporation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel reasonably satisfactory to the Indemnatee. After notice from the Corporation to the Indemnatee of its election so to assume the defense thereof, the Corporation will not be liable to the Indemnatee under this Section 2 for any legal or other expenses subsequently incurred by the Indemnatee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart (ii). The Indemnatee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnatee unless: (A) the employment of counsel by the Indemnatee has been authorized in writing by the Corporation in connection with the defense of such action, or (B) the Corporation and the Indemnatee shall have reasonably concluded that there may be a conflict of interest between the Corporation and the Indemnatee in the conduct of the defense of such action, or (C) the Corporation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnatee shall be borne by the Corporation (it being understood, however, that the Corporation shall not be liable for the expenses of more

than one counsel for the Indemnatee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances). The Corporation shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Corporation or as to which the Corporation and the Indemnatee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart (ii).

(iii) Anything in this Section 2 to the contrary notwithstanding, the Corporation shall not be liable to indemnify the Indemnatee under this Section 2 for any amounts paid in settlement of any action or claim effected without its written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnatee without the Indemnatee's written consent. Neither the Corporation nor the Indemnatee will unreasonably withhold their consent to any proposed settlement.

(d) In the event of any threatened or pending action, suit or proceeding which may give rise to a right of indemnification from the Corporation to the Indemnatee pursuant to this Section 2, the Corporation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnatee in defending such action, suit or proceeding, other than those expenses for which the Indemnatee is not entitled to indemnification pursuant to clauses (i), (ii) or (iii) of the proviso to part (a) of this Section 2. The Corporation shall make such payments upon receipt of (i) a written request made by the Indemnatee for payment of such expenses, (ii) and undertaking by or on behalf of the Indemnatee to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation hereunder, and (iii) evidence satisfactory to

the Corporation as to the amount of such expenses. The Indemnitee's written certification together with a copy of the statement paid or to be paid by the Indemnitee shall constitute satisfactory evidence as to the amount of such expenses.

(e) The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section 2 shall not be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Not-for-Profit Corporation Law of the State of New York, the Corporation's Certificate of Incorporation or otherwise under the Corporation's By-Laws, as now in effect or as hereafter amended, any agreement, any vote of members or directors, any applicable law, or otherwise.

Section 3. Limitation. No amendment, modification or rescission of this Article VIII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

ARTICLE IX Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board. Any non-judicial dissolution shall be accomplished in accordance with Article 10 of the New York Not-for-Profit Corporation Law or any applicable successor statute or law.

ARTICLE X
Amendment of By-Laws

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by a majority vote of the directors then in office.

ARTICLE XI
Construction

In the case of any conflict between the Certificate of Incorporation of the Corporation and these By-laws, the Certificate of Incorporation of the Corporation shall control.

NOTE:

The signed Certification of Secretary for the First Amended By-laws of the Health in Aging Foundation is maintained at the Foundation offices at 40 Fulton Street, 18th Floor, New York, NY 10038.