RESTATED ARTICLES OF INCORPORATION
OF
GROUP HEALTH COOPERATIVE

Pursuant to the provisions of the Washington Nonprofit Corporation Act, particularly RCW 24.03.183, Group Health Cooperative does hereby restate the entire text of its Articles of Incorporation, as amended by Articles of Amendment.

The restated Articles of Incorporation set forth all of the operative provisions of the corporation's Articles of Incorporation (designated "Articles of Association" when originally adopted), as amended, without change to those provisions. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I.

The name of this corporation shall be Group Health Cooperative. The corporation shall have perpetual existence.

ARTICLE II.

The purposes for which this corporation is organized, which are charitable, benevolent, scientific, medical, and educational, are:

1. To construct or acquire and to operate and maintain health care facilities, including a hospital or hospitals, for the prevention, treatment and cure of illness or injuries.

2. To provide medical, hospital and dental services.

Group Health Cooperative
Restated Articles of Incorporation -1-
3. To conduct scientific studies, research and experiments relating to the prevention, cure and treatment of illness and injuries and to publish literature and disseminate information relating thereto.

4. To receive, and to hold in trust or disburse funds received by public donation or by any gift or bequest, all in furtherance of the above purposes.

5. To purchase, lease or acquire in any manner real and personal property of all kind, and to sell, lease or otherwise dispose of the same, all as the Board of Trustees may deem necessary and proper to effectuate the foregoing purposes, generally to carry on such other charitable, benevolent, medical, scientific and educational work for the advancement of the above purposes as the Board of Trustees shall authorize and direct.

ARTICLE III.

The corporation’s principal office shall be located in the state of Washington.

ARTICLE IV.

The corporation shall have no capital stock. All of its income, after paying operating expenses, shall be devoted to the above purposes of the corporation. No one shall receive any pecuniary gain or benefit by reason of his membership in the corporation. Each member shall have one and only one vote. Voting by written proxy shall be permitted only if so authorized by the Bylaws. In case that the corporation is dissolved, any monies or assets remaining after payment of creditors and the return to members of the capital invested by each (in membership fees) shall be donated by the Board of Trustees to some public,
non-profit or charitable health organization having purposes similar to those of this Cooperative.

ARTICLE V.

The affairs of this corporation shall be administered by a Board of Trustees composed of five (5) members, unless or until the Bylaws shall specify a different number, which shall not be less than three nor more than thirty-six.

ARTICLE VI.

The members of the corporation may remove any member of the Board of Trustees at any regular annual meeting, or at any special meeting called for that purpose. The Board of Trustees, by a majority vote, may remove any member thereof who regularly absents himself from Board meetings without reasonable excuse. Absence from three consecutive regular Board meetings shall automatically create a vacancy unless excused by the Board.

ATTESTATION:

The foregoing Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation (designated "Articles of Association" when originally adopted) as amended from time to time. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

DATED this 8th day of January, 2003.

Grant Hendrickson
Chair of the Cooperative

Rick D. Woods
Secretary

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Group Health Cooperative does not discriminate on the basis of race, color, national origin, religion, sex, age, sexual orientation, marital status, physical or mental disability, or any other basis prohibited by federal, state, or local law.
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PREAMBLE

This Cooperative shall endeavor:

a. To develop some of the most outstanding hospitals and medical centers to be found anywhere, with special attention devoted to preventive medicine.

b. To serve the greatest possible number of people under consumer cooperative principles without discrimination.

c. To promote individual health by making available comprehensive personal healthcare services to meet the needs and desires of the persons being served and to reduce cost as a barrier to healthcare.

d. To place matters of medical practice under direction of physicians on the staff employed by the Cooperative and to afford strong incentive for the best possible performance on their part.

e. To recognize other employees of the Cooperative for purposes of collective bargaining and to provide incentive, adequate compensation and fair working conditions for them.

f. To educate the public as to the value of the cooperative method of health protection, and to promote other projects in the interest of public health.
ARTICLE 1
DEFINITIONS

The following terms used in these Bylaws are defined as follows:

1.1 "Advisory group(s)" means any consumer council, committee, or other group established through Board policy to serve in a designated advisory role to management, medical leadership, or the Board for the purpose of providing input from a consumer perspective on specified issues.

1.2 "Board" means the Board of Trustees of the Cooperative.

1.3 "Corporation" or "Cooperative" means Group Health Cooperative.

ARTICLE 2
MEMBERSHIP AND MEMBER RIGHTS

2.1 Purpose of Article 2
The members of this Cooperative shall have those rights described in this Article 2. The rights of members include the determination of qualifications for membership, the election and removal of members of the Board, the election and removal of the chair of the standing nominating committee, adoption of resolutions that are advisory to the Board, approval of extraordinary actions listed in Article 2.9, and amendment of the Preamble and this Article 2.

2.2 Definitions
The following terms used in this Article 2 are defined as follows:

2.2.1 "Board" means the Board of Trustees of the Cooperative.

2.2.2 "Consumer" means any person subject to adult medical dues or who is eighteen (18) years of age or older who is entitled to receive medical or hospital services from the Cooperative either (1) as a member of the Cooperative or (2) as a party to or beneficiary of an agreement with the Cooperative or with an organization affiliated with the Cooperative and so designated by the Board.

2.2.3 "Member" means a person admitted to membership in the Cooperative as provided in Section 2.3.

2.3 Qualification for Membership
Membership in this Cooperative shall be open to those consumers eighteen (18) years of age or older, current in monthly premiums, who believe in its purposes and in democratic cooperative principles, and who indicate the same by applying for membership. The Board shall establish requirements and procedures for consumers to become members and a consumer shall become a member upon compliance with such requirements and procedures. The Board shall maintain an accurate roster of members.
2.4 Expulsion of Members
Any member may be expelled from membership upon two-thirds (2/3) vote of the Board, after notice and hearing before the Board. Grounds for expulsion shall be established in policy adopted by the Board. Any member so expelled shall have the right to appeal, with notice and hearing, at the next succeeding annual meeting of the members or at any special meeting called for that purpose, if a notice of appeal is filed with the Secretary within thirty (30) days after expulsion. The expulsion shall be confirmed, or reinstatement effected, by majority vote of the members present at such a meeting.

2.5 Refunds
The Board shall authorize the refund of the membership fee or capital dues in excess of $25 paid by any member after termination of membership. Any refund shall be made in the manner set forth in policy adopted by the Board.

2.6 Membership Meetings

2.6.1 Annual Meeting
An annual meeting of members shall be held in the Cooperative's service area during the fourth quarter of each calendar year. The time and place of the annual meeting shall be determined by the Board not later than March 31 of each calendar year.

2.6.2 Special Meeting
A special meeting of members may be called by (1) the Chair of the Cooperative, (2) a majority of the Board, (3) the Board upon receipt of a petition for the removal of a trustee or the chair of the standing nominating committee signed by two hundred fifty (250) or more members and filed with the Secretary in accordance with Section 2.8.2, (4) the Board upon receipt of a petition containing a resolution to amend Article 2 of these bylaws signed by two hundred fifty (250) or more members and filed with the Secretary in accordance with Section 2.6.5, or (5) as otherwise provided by law. Special meetings shall be held in the Cooperative's service area at a time and place designated by the Board.

2.6.2.1 Special Meeting Agenda
The agenda of a special meeting of members shall be limited to the matters described in the notice of such special meeting. Such matters may be discussed and amended at the special meeting and final member voting shall be conducted in accordance with Section 2.8.

2.6.3 Notice of Meetings
Members shall be provided notice of an annual or special meeting as required by law.

2.6.4 Member Resolutions at Annual Meetings
Members may place a resolution to amend Article 2 of these bylaws or an advisory resolution on any other matter on the agenda for consideration at an annual meeting of members pursuant to this section. In order for the Board to promptly and directly address matters that may become the topic of such a resolution, the sponsors of a proposed resolution shall first present the resolution to the Board for consideration and possible solution of the issue without the need for a vote of the membership. The sponsors of a proposed resolution shall not be required to obtain signatures of members prior to taking the matter to the Board, but must file such a proposed resolution with the Secretary not less than one hundred twenty (120) days prior to the annual meeting.
The Secretary shall present the proposed resolution to the Board for consideration within fifteen (15) days after receipt of the resolution. The Board shall consider the resolution and provide the resolution sponsors with a written response to the resolution within ten (10) days of the meeting at which the Board considers the resolution. If, after receipt of the Board’s response, the resolution sponsors still want to place the resolution on the agenda of the annual meeting, they shall file a request to do so with the Secretary not less than eighty (80) days prior to the date of the annual meeting. The request shall (1) be in the form of a resolution signed by two hundred fifty (250) or more members eligible to vote on the date that the resolution is filed, (2) identify three individual members as the resolution sponsors and which individual will serve as the principal sponsor, and (3) be submitted in accordance with rules and procedures established by the Board.

Resolutions submitted to the membership in accordance with this section may be discussed and amended at the meeting, so long as the amendment is germane to and does not expand the subject matter of the resolution. An advisory vote to the membership on any resolution shall be conducted at the meeting, and final member voting shall be conducted in accordance with Section 2.8. Submission of a resolution to the members for a vote pursuant to this section shall not derogate from the duty and authority of the Board to manage the affairs of the Cooperative, and the vote of members on any such matter shall be advisory to the Board and be binding and determinative only as provided by law.

2.6.5 Member Resolutions at Special Meetings
Members may petition the Board to call a special meeting to consider a resolution to amend Article 2 of these bylaws pursuant to this section. The Board shall first consider such a petition in order to promptly and directly address matters raised by the proposed amendment of Article 2.

Members may request a special meeting to consider a resolution to amend Article 2 by filing a petition signed by two hundred fifty (250) or more members with the Secretary. The proposed resolution to amend Article 2 of these bylaws shall be set forth as part of the petition. The petition shall also identify three individual members as the resolution sponsors, identify which individual will serve as the principal sponsor, and shall be submitted in accordance with rules and procedures established by the Board.

The Secretary shall present the petition for a special meeting to the Board for consideration within twenty (20) days after receipt of the petition. The Board shall consider the proposed resolution to amend Article 2 and provide the resolution sponsors with a written response to the resolution within ten (10) days of the meeting at which the Board considers the resolution. If, after receipt of the Board’s response, the resolution sponsors still want the resolution to be considered at a special meeting, they may refile the petition with the Secretary within ten (10) days of notice of the Board’s response. The Board shall then call a special meeting of the membership to consider the proposed resolution to amend Article 2 within sixty (60) days of the date the petition is refiled with the Secretary, unless the annual meeting is scheduled for not less than sixty (60) nor more than one hundred twenty (120) days after the date the petition is refiled with the Secretary, in which case the proposed resolution shall be placed on the agenda of the annual meeting.
Resolutions submitted to the membership in accordance with this section may be discussed and amended at the meeting, so long as the amendment is germane to and does not expand the subject matter of the resolution. An advisory vote to the membership on any resolution shall be conducted at the meeting, and final member voting shall be conducted in accordance with Section 2.8. Submission of a resolution to the members for a vote pursuant to this section shall not derogate from the duty and authority of the Board to manage the affairs of the Cooperative, and the vote of members on any such matter shall be advisory to the Board and be binding and determinative only as provided by law.

2.7 Quorum
A quorum of one hundred (100) members shall be required to transact business at any annual or special meeting of the members.

2.8 Member Voting
Only eligible members are entitled to vote in the election of trustees and standing nominating committee chair and on other matters submitted to a vote of members at a meeting or by mail ballot.

Only those consumers who are members at least sixty (60) days before the date of a membership meeting are eligible to vote at such meeting or by mail ballot. Each member shall have one and only one vote. Voting by written proxy and cumulative voting shall not be allowed. Voting shall be conducted in accordance with time periods, procedures, and rules as may be established by the Board.

The election of trustees and the chair of the standing nominating committee shall be conducted in accordance with Section 2.8.1. An appeal filed under Section 2.4 shall be determined as described in Section 2.4. On other matters submitted to a vote of members, an advisory vote to the membership shall be conducted at the membership meeting and final voting shall be by mail ballot after the meeting.

2.8.1 Member Election of Trustees and Chair of the Standing Nominating Committee
Election of trustees and the chair of the standing nominating committee shall be by mail ballot voting of members before the annual meeting or through voting by ballot at the annual meeting. The names of all persons nominated shall appear on the ballot.

Advance mail ballot voting shall be permitted only for election of trustees and the chair of the standing nominating committee and shall be conducted in accordance with Section 2.8. Mail ballots for this purpose shall be prepared and distributed with the notice of the meeting and shall be made available to all eligible members either upon request or as may otherwise be established by the Board.

2.8.2 Member Removal of Trustees and Chair of the Standing Nominating Committee
The members may, by affirmative vote of not fewer than two-thirds (2/3) of the votes cast, remove any trustee or the chair of the standing nominating committee at any annual meeting or a special meeting called for the purpose of such a vote, pursuant to this section. A petition for removal signed by two hundred fifty (250) or more members must be filed with the Secretary. The petition shall be submitted in accordance with rules and procedures established by the Board.
If the petition is filed not less than sixty (60) nor more than one hundred twenty (120) days before the annual meeting, the Secretary shall place the matter of removal on the annual meeting agenda. If the petition is filed at another time, the Board shall call a special meeting for the purpose of considering the matter of removal within ninety (90) days of receipt of the petition. Final voting on such petitions shall be in accordance with Section 2.8.

2.9 Member Approval of Merger, Consolidation, Dissolution, or Sale, Lease, Exchange, or Other Disposition of Assets
The merger or consolidation of the Cooperative with another entity, the voluntary dissolution of the Cooperative, or the sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Cooperative must be approved by vote of the members. By resolution, and upon notice provided under Section 2.9.1, the Board shall present a proposed plan of merger, consolidation, dissolution, or sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Cooperative to the members for approval. Such resolution shall first be considered at an annual or special meeting. Final voting on such resolution shall be conducted in accordance with Section 2.8. The proposed plan shall be approved upon receiving not fewer than two-thirds (2/3) of the votes cast by the members. Approval of the proposed plan of merger, consolidation, dissolution, or sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Cooperative shall constitute approval of such action by the members.

2.9.1 Notice
Written notice of an annual or special meeting at which any matter referred to in Section 2.9 shall be considered shall be provided to the members as required by law and shall set forth the proposed plan containing relevant information necessary for the members to make an informed decision including, but not limited to, any changes concerning the health care services to consumers and members, staff, facilities, the scope of consumer governance, and the financial impact on the Cooperative.

2.10 Board Composition
The Board shall be comprised of eleven (11) trustees elected at large by the members pursuant to Section 2.8.1.

2.11 Board Terms
The terms of all trustees shall be for three years. Trustees elected at the annual meeting shall take office on January 1 following their election. Any trustee who has served three consecutive three-year terms shall be ineligible for re-election. In no single year shall this limitation of terms be applied to more than two trustees. In the event that three or more trustees shall be ineligible in one election year under this limitation, the Board shall determine which two positions shall be vacated at the end of the current terms and which one or more trustees shall be eligible to run for a maximum of one more term. After a period of not less than one year, a former trustee shall again be eligible for election to the Board.

2.12 Board Vacancies
Vacancies occurring on the Board shall be filled temporarily by election by the remainder of the Board, until a successor is elected in accordance with the procedure set forth in Section 2.8.1 to serve the unexpired term.
2.13 Nomination of Trustees and Chair of the Standing Nominating Committee

2.13.1 Qualifications
Any member entitled to vote at an annual or special meeting as provided in Section 2.8 may serve as a trustee or as chair of the standing nominating committee except an employee of the Cooperative, a person providing professional services on behalf of the Cooperative, or a person providing professional services to the Cooperative.

2.13.2 Standing Nominating Committee of the Membership
There shall be a standing nominating committee comprised of members selected according to these bylaws and procedures and rules as may be established from time to time by the Board. The committee shall be responsible for nominating candidates for the Board not less than one hundred twenty (120) days prior to the annual meeting according to these bylaws and rules approved by the Board. Every effort shall be made to provide for contested elections.

The committee shall be comprised of not fewer than eight persons, including a chair elected by members, a vice chair appointed by the Chair of the Cooperative, and not fewer than six persons appointed by Board-designated advisory groups and/or the Board committee charged to address governance issues.

The Board committee charged to address governance issues shall nominate candidates for chair of the standing nominating committee according to these bylaws and rules approved by the Board.

The chair shall be elected by a vote of the members pursuant to Section 2.8.1. The elected chair shall take office on January 1 following election and shall serve one three-year term. If the chair is unable to serve, the vice chair shall serve until a new chair is nominated and elected.

Nominating committee members appointed by the Board-designated advisory groups shall serve one three-year term. The terms of committee members appointed by advisory groups shall be staggered so that approximately one-third (1/3) are appointed each year. The member appointed by the Chair of the Cooperative shall serve for a term of one year and may be reappointed for a maximum of two additional consecutive one-year terms.

Members of the nominating committee, including the chair, shall not be eligible to serve on the committee for one year after completion of their term. Notwithstanding this limitation, any committee member other than the chair shall be eligible to be nominated and to serve as chair of the committee for one three-year term. In the event that a nominating committee member runs but is not elected to serve as chair of the committee, that member may continue to serve on the committee until the completion of his or her term.

If an appointed nominating committee member is unable to serve on the committee, the vacancy shall be filled by the appointing body.
2.13.3 Petition Candidates for Trustee and Chair of the Standing Nominating Committee
After nominations by the respective nominating committee for trustee and standing nominating committee chair candidates are completed, members may nominate additional candidates by petition signed by two hundred fifty (250) or more members, if filed with the Secretary not fewer than ninety (90) days before the annual meeting. The petition shall be submitted in accordance with rules and procedures established by the Board.

2.14 Advisory Groups
The Board shall establish advisory groups such as medical center councils, district advisory groups, and others for the purpose of providing consumers opportunities to participate in democratic processes for discussion of policies and services of the Cooperative. These groups, comprised primarily of consumers, will also serve in an advisory role to consumers, management, medical leadership, or the Board and will be asked for input from the consumer perspective on specified issues.

2.15 Amendment of Article 2
Article 2 of these bylaws may be amended only by vote of the members of the Cooperative in accordance with this Section 2.15 and Section 2.8.

The Board may propose amendments to Article 2 by resolution presented to the members. The members may propose amendments to Article 2 by resolution in accordance with Section 2.6.4 and Section 2.6.5. The text of a proposed amendment to Article 2 shall be provided to the members as part of the notice provided of the meeting. A proposed amendment to Article 2 may itself be amended by the members at an annual or special meeting if such amendment is germane to and does not expand the scope of the previously proposed amendment.

ARTICLE 3
BOARD OF TRUSTEES

3.1 Powers
The affairs of the corporation shall be managed by the Board of Trustees which shall have and may exercise all of the powers of the corporation, except as otherwise provided.

3.1.1 The Board shall be responsible for assuring the general quality of health care provided by the corporation. Neither the Board nor the membership shall supervise, regulate or intervene in the individual professional relationships between physicians and their patients.

3.2 Committees of the Board
The Board, by resolution adopted by a majority of the trustees in office, may designate or appoint one or more committees of the Board and delegate to any such committee that consist of two or more trustees, any or all of the powers of the Board, except those which by law, by the Articles of Incorporation or by these Bylaws may not be delegated by the Board to such a committee. No committee of the Board shall have the authority of the Board in reference to:
a. Electing, appointing, or removing any member of any committee of the Board or any trustee or officer of the corporation;
b. Amending the Articles of Incorporation or these Bylaws;
c. Adopting a plan of merger or a plan of consolidation with another corporation;
d. Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;
e. Authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; or
f. Amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee.

Unless the Board otherwise designates, committees of the Board shall conduct their affairs as nearly as may be possible to the same manner as is provided in these Bylaws for the Board. The members of any committee shall serve at the pleasure of the Board.

3.3 Regular Board Meetings
Regular meetings of the Board may be held at such places and at such times as the Board may determine.

3.4 Special Board Meetings
Special meetings of the Board may be called at any time by the Chair or the Vice Chair or by a majority of the Board. At least twenty-four (24) hours notice of any special meeting shall be given. Such notice may be waived by consent of all Board members.

3.5 Quorum
At any meeting of the Board a majority of the trustees then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.6 Action by Vote
When a quorum is present at any meeting, a majority of the trustees present and voting may decide any question, including election of officers, unless otherwise provided by law, the Articles of Incorporation, or these Bylaws.

3.7 Action Without a Meeting
Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the trustees unanimously consent to the action in the form of an executed record. Such consent shall describe the action taken and shall be executed by all trustees noting the date of execution by each trustee. For purposes of these Bylaws, an "executed record" shall mean:
(a) a writing that is signed, or (b) an electronic transmission (including electronic mail) that is transmitted with sufficient information to identify the sender. Any consent given under this Section 3.7 shall be delivered physically or by electronic transmission to the corporation for inclusion in the minutes or filing with the corporate records. Such consents shall be treated for all purposes as a vote at a meeting.
3.8 Presence Through Communications Equipment
Unless otherwise provided by law or the Articles of Incorporation, trustees may participate in any meeting of the Board 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.

3.9 Resignations
Any trustee may resign at any time by delivering his or her resignation in writing to the Chair, the Vice Chair, or the Secretary. Such resignation shall be effective upon receipt unless specified to be effective at some later time.

ARTICLE 4
OFFICERS

4.1 Number and Qualification
The officers of the corporation shall include a Chair of the Cooperative, Vice Chair of the Cooperative, President and Chief Executive Officer, Vice President, Secretary, Treasurer and such other officers, if any, as the Board may determine from time to time. The Chair and Vice Chair must be trustees; other officers need not be trustees. A person may hold more than one office at the same time, except no person may hold the offices of President and Chief Executive Officer, and Secretary at the same time. Each officer shall perform the duties incident to the respective office including those listed below and such other duties as may be assigned to each of them by the Board.

4.2 Election
The Chair, Vice Chair, President and Chief Executive Officer, Vice President, Secretary and Treasurer shall be elected at the first Board meeting following the annual meeting of the membership. Other officers, if any, may be elected by the Board at any time. The Board shall elect a successor if the office of the Chair, Vice Chair, President and Chief Executive Officer, Secretary or Treasurer becomes vacant and may elect a successor if any other office becomes vacant.

4.3 Tenure
The officers of the corporation shall each hold office for one year or until his or her successor is chosen and qualified, unless a shorter period shall have been specified by the terms of his or her election, or until he or she sooner dies, resigns, is removed or becomes disqualified.

4.4 Chair of the Cooperative
The Chair of the Cooperative (or “Chair”) shall preside at all meetings of the members and of the Board. Under direction of the Board, the Chair shall have general charge of the business and governance of the Cooperative and shall have such other powers and duties as may be determined by the Board.

4.5 Vice Chair of the Cooperative
In the absence of the Chair, the Vice Chair of the Cooperative (or “Vice Chair”) shall have and may exercise all the powers and duties of the Chair during the absence of the Chair or in the event of his or her inability to act.
4.6 President and Chief Executive Officer
The President and Chief Executive Officer shall be the chief administrator of the Cooperative and, subject to the control of the Board, shall have general charge and supervision of the affairs of the corporation, including responsibility for implementing the decisions, policies and programs as may be established from time to time by the Board.

4.7 Vice President
The Vice President shall have and may exercise all the powers and duties of the President and Chief Executive Officer during the absence of the President or in the event of his or her inability to act, and shall have such other duties and powers as the Board may determine. If the Board elects more than one Vice President, the Board shall designate the order of their assumption of the powers and duties of the President and Chief Executive Officer when necessary.

4.8 Secretary
The Secretary shall record and maintain records of all proceedings of the membership and the Board in a book or series of books kept for that purpose, which book or books shall be kept within the State of Washington at the principal office of the corporation or at the office of the Secretary or of its resident agent. Such book or books shall also contain the original, or attested copies, of the Articles of Incorporation and Bylaws of the corporation. The Secretary shall have such other duties and powers as designated by the Board.

4.9 Assistant Secretary
If elected by the Board, the Assistant Secretary shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. The Assistant Secretary shall have such other duties and powers as designated by the Board. If the Board elects more than one Assistant Secretary, the Board shall designate the order of their assumption of the powers and duties of the Secretary when necessary.

4.10 Treasurer
The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The Treasurer shall be in charge of the corporation’s financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he or she shall keep full and accurate records thereof. The Treasurer shall also prepare or oversee all financial reports and filings required by the State of Washington, the Internal Revenue Service, and other governmental agencies. The Treasurer shall have such other duties and powers as designated by the Board.

4.11 Assistant Treasurer
If elected by the Board, the Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. The Assistant Treasurer shall have such other duties and powers as designated by the Board. If the Board elects more than one Assistant Treasurer, the Board shall designate the order of their assumption of the powers and duties of the Treasurer when necessary.

4.12 Other Officers
The Board may establish the qualifications, duties, authority, titles and terms of additional officers not inconsistent with these.
4.13 Resignations
Any officer may resign at any time by delivering his or her resignation in writing to the Chair, the Vice Chair, or the Secretary. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

ARTICLE 5
REMOVAL OF TRUSTEES OR OFFICERS BY THE BOARD

5.1 Removal of Trustees by the Board
The Board may, by a majority vote, remove any trustee who is regularly absent from Board meetings without reasonable excuse. Absence from three consecutive regular Board meetings shall automatically create a vacancy unless excused by the Board. Vacancies shall be filled in accordance with Section 2.12.

5.2 Removal of Officers by the Board
The Board may, by a majority vote, remove any officer at the discretion of the Board. Vacancies shall be filled in accordance with Section 4.2.

ARTICLE 6
CHARITABLE AND FISCAL POLICIES

6.1 Charitable Purposes
All income of the corporation, after paying the costs of operation and making provision for adequate reserves, shall be devoted to the provision of health care services, establishment of health care facilities and programs, and to its charitable, educational, and scientific purposes. Notwithstanding any other provision of these Bylaws, no part of the assets or net earnings of the corporation shall inure to the benefit of any member, officer, or trustee of the corporation or to any individual; no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent permitted by Section 501(c)(3) or Section 501(h) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).
6.2 Conflict of Interest
The Board shall adopt one or more policies requiring disclosure of conflicts of interest and shall obtain from trustees, officers, and other persons statements disclosing current and potential conflicts of interest.

6.3 Prohibited Transactions
This corporation shall not make any loan of money or property to, or guarantee the obligation of, any trustee, officer, or employee.

6.4 Execution of Papers
All deeds, leases, instruments of transfer, contracts, bonds, notes, checks, drafts and other documents or obligations made, accepted, or endorsed by the corporation shall be signed by the President, a Vice President, Treasurer, or Secretary, unless the Board either generally or in particular cases authorizes the execution thereof in some other manner.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President, a Vice President, the Treasurer or Secretary, or an Assistant Treasurer or Assistant Secretary, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Incorporation, Bylaws, resolutions or votes of the corporation.

ARTICLE 7
THE AUXILIARY OF GROUP HEALTH COOPERATIVE

The Board may designate a volunteer organization of persons known as the Auxiliary of Group Health Cooperative. The purpose of the Auxiliary shall be to promote and advance the welfare of the Cooperative by means approved by the Board. The Auxiliary shall be governed under bylaws approved by the Board.

ARTICLE 8
AMENDMENTS

8.1 Amendment of Bylaws
Article 2 of these Bylaws may be amended only by vote of the members in accordance with Section 2.8 and Section 2.15.

Except for Article 2, these Bylaws may be amended by the Board in an open session by resolution adopted by affirmative vote of not fewer than two-thirds (2/3) of the trustees. The text of any amendment adopted by the Board shall be communicated to the members.

8.2 Amendment of Preamble
The Preamble to these Bylaws may be amended only by affirmative vote of not less than two-thirds (2/3) of members in accordance with Section 2.8. Only the Board may propose amendments to the Preamble, by affirmative vote of not fewer than two-thirds (2/3) of the trustees.
8.3 Board Review of Bylaws
The Board shall review these Bylaws at least every three years. The Board may propose to the members necessary amendments to Article 2 of these Bylaws.

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CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of Group Health Cooperative, a Washington nonprofit corporation, and the above Group Health Cooperative Bylaws, consisting of 16 pages, are the amended and restated Bylaws of this Corporation as adopted pursuant to the required affirmative vote of the Board of Trustees of this Corporation on June 10, 2009. The foregoing Bylaws include all amendments made through the date of this certification, including those made by the members effective January 17, 2007.

__________________________
Rick D. Woods
Secretary

Dated: June 16, 2009
Pursuant to the provisions of the Washington Nonprofit Corporation Act, particularly RCW 24.03.183, Group Health Cooperative does hereby restate the entire text of its Articles of Incorporation, as amended by the Articles of Amendment.

The restated Articles of Incorporation set forth all of the operative provisions of the corporation's Articles of Incorporation (designated "Articles of Association" when originally adopted), as amended, without change to those provisions. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I.

The name of this corporation shall be Group Health Cooperative. The corporation shall have perpetual existence.

ARTICLE II.

This corporation is organized and shall at all times be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including specifically to improve the health of the communities it serves and supporting the tax-exempt purposes of this corporation, its sole voting member Kaiser Foundation Health Plan of Washington and its affiliates and of Kaiser Foundation Hospitals and its subsidiaries. The purposes for which this corporation is organized, which are charitable, benevolent, scientific, medical, and educational, are:

1. To construct or acquire and to operate and maintain health care facilities, including a hospital or hospitals, for the prevention, treatment and cure of illness or injuries.
2. To provide medical, hospital and dental services.

3. To conduct scientific studies, research and experiments relating to the prevention, cure and treatment of illness and injuries and to publish literature and disseminate information relating thereto.

4. To receive, and to hold in trust or disburse funds received by public donation or by any gift or bequest, all in furtherance of the above purposes.

5. To purchase, lease or acquire in any manner real and personal property of all kind, and to sell, lease or otherwise dispose of the same, all as the Board of Directors may deem necessary and proper to effectuate the foregoing purposes, generally to carry on such other charitable, benevolent, medical, scientific and educational work for the advancement of the above purposes as the Board of Directors shall authorize and direct.

ARTICLE III.

The corporation's principal office shall be located in the state of Washington.

ARTICLE IV.

This corporation is a nonprofit corporation and is not organized for the private gain of any person. The corporation shall have no capital stock and shall have a single member – Kaiser Foundation Health Plan of Washington, a Washington nonprofit corporation. All of its income, after paying operating expenses, shall be devoted to the above purposes of the corporation. In case that the corporation is dissolved, any monies or assets remaining after payment of creditors shall be donated by the Board of Directors to a health organization that is described in Section 501(c)(3) of the Code and has purposes similar to those of this corporation, or to the federal government or a state or local government for a public purpose.
ARTICLE V.

The affairs of this corporation shall be administered by a Board of Directors composed of five (5) members, unless or until the Bylaws shall specify a different number, which shall not be less than three nor more than thirty-six.

ARTICLE VI.

The member of the corporation may remove any member of the Board of Directors at any regular annual meeting, or at any special meeting called for that purpose. The Board of Directors, by a majority vote, may remove any member thereof who regularly absents himself or herself from Board meetings without reasonable excuse. Absence from three consecutive regular Board meetings shall automatically create a vacancy unless excused by the Board.

ATTESTATION:

The foregoing Amended and Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation (designated "Articles of Association" when originally adopted) as amended from time to time. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

DATED this ___ day of ___, 20__

__________________________  ____________________________
Chair of the Corporation    Secretary
GROUP HEALTH COOPERATIVE BYLAWS

Last Amended by the Member on ______ 20__
Last Amended by the Group Health Board of Directors on ______ 20__

Group Health Cooperative does not discriminate on the basis of race, color, national origin, religion, sex, age, sexual orientation, marital status, physical or mental disability, or any other basis prohibited by federal, state, or local law.
PREAMBLE

This Cooperative shall endeavor:

a. To develop some of the most outstanding hospitals and medical centers to be found anywhere, with special attention devoted to preventive medicine.

b. To serve the greatest possible number of people generally consistent with consumer cooperative principles and values, except for corporate membership, without discrimination.

c. To promote individual health by making available comprehensive personal healthcare services to meet the needs and desires of the persons being served and to reduce cost as a barrier to healthcare.

d. To place matters of medical practice under direction of Permanente physicians on the staff and to afford strong incentive for the best possible performance on their part.

e. To recognize other employees of the Cooperative for purposes of collective bargaining and to provide incentive, adequate compensation and fair working conditions for them.

f. To educate the public as to the value of the cooperative method of health protection, and to promote other projects in the interest of public health.
ARTICLE 1
DEFINITIONS

The following terms used in these Bylaws are defined as follows:

1.1 “Advisory Committee” means any consumer council, committee, or other group established through Board policy to serve in a designated advisory role to management, medical leadership, or the Board for the purpose of providing input from a consumer perspective on specified issues.

1.2 “Board” means the Board of Directors of the Corporation.

1.3 “Corporation” or “Cooperative” means Group Health Cooperative.

ARTICLE 2
MEMBER AND MEMBER RIGHTS

2.1 Purpose of Article 2
The sole Member of this Cooperative shall have those rights described in this Article 2 and under Washington law.

2.2 Definitions
The following terms used in this Article 2 are defined as follows:

2.2.1 “Board” means the Board of Directors of the Corporation.

2.2.2 “Member” means Kaiser Foundation Health Plan of Washington, a Washington nonprofit public benefit corporation.

2.3 Member Meetings and Action by Written Consent

2.3.1 Annual Meeting
There shall be an annual meeting of the Member to be held within or outside the service area.

2.3.2 Other Action by the Member
The Member may, by unanimous written consent or unanimous written consent by electronic transmission, take any action which the members of a Washington nonprofit corporation are permitted to take under Washington law without a meeting, and any action so taken shall have the same effect as, and be in all respects as valid as, action taken at a meeting duly held.

2.3.3 Notice of Member Meetings
The Member shall be provided notice of an annual or special meeting as required by law.
2.4 Changes in Membership
Changes in membership may be effected in such manner as the Member shall determine. Only the Member has the power to make changes in membership.

2.4.1 Member Election of Directors.
Directors shall be elected by the Member.

2.4.2 Member Removal of Directors.
The Member may remove any director at any meeting or by written consent.

2.5 Member Approval of Merger, Consolidation, Dissolution, or Sale, Lease, Exchange, or Other Disposition of Assets
The merger or consolidation of the Cooperative with another entity, the voluntary dissolution of the Cooperative, or the sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Cooperative must be approved by the Member. By resolution, and upon notice provided under Section 2.5.1, the Board shall present a proposed plan of merger, consolidation, dissolution, or sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Cooperative to the Member for approval. The proposed plan shall be approved upon receiving approval of the Member. Approval of the proposed plan of merger, consolidation, dissolution, or sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Cooperative shall constitute approval of such action by the Member.

2.5.1 Notice
Written notice of an annual or special meeting at which any matter referred to in Section 2.5 shall be considered shall be provided to the Member as required by law and shall set forth the proposed plan containing relevant information necessary for the Member to make an informed decision.

2.6 Board Composition

2.6.1. The number of Directors may be changed at any time by amendment of these Bylaws by the Member. Until changed by the Member, the Board shall be comprised of a range of between five (5) and eleven (11) Directors, as determined and elected by the Member.

2.6.2. At least one-third of the Directors shall be public Directors who shall be representatives of enrollees under contracts issued by the Corporation and of the general public with no vested interest, financial or otherwise, in the operations of the Corporation.

2.7 Board Terms
The term of office of each Director shall be three years, to expire at the later of the first regularly scheduled meeting of the member’s Board of Directors in the third year following their election or when their successors are elected. Directors may be elected for additional terms of office.

2.8 Board Vacancies
A vacancy shall exist whenever a Director resigns, for any reason becomes unable to serve, is not
re-elected, is removed in accord with law, or is removed by the Member. Additional vacancies shall arise whenever and to the extent that the number of Directors is increased as provided in Section 2.6.1. Any vacancy may be filled only by the Member.

2.9 Advisory Committee
The Board shall establish a Consumer Advisory Committee in order to afford its enrolled members an opportunity to participate and provide input in matters of policy and operation and to promote the effective use of health care services within the Corporation, and to suggest ways that the program can better serve its members. The Consumer Advisory Committee will meet at least quarterly and consist of a minimum of twenty-five (25) members, none of whom will be employed by the Corporation. Members of the Consumer Advisory Committee will have three (3) year terms, and will be limited to serving for two (2) terms.

ARTICLE 3
BOARD OF DIRECTORS

3.1 Powers
The affairs of the corporation shall be managed by the Board of Directors which shall have and may exercise all of the powers of the corporation, except as otherwise provided.

3.2 Committees of the Board
The Board, by resolution adopted by a majority of the directors in office, may designate or appoint one or more committees of the Board and delegate to any such committee that consist of two or more directors, any or all of the powers of the Board, except those which by law, by the Articles of Incorporation or by these Bylaws may not be delegated by the Board to such a committee. No committee of the Board shall have the authority of the Board in reference to:

a. Electing, appointing, or removing any member of any committee of the Board or any director or officer of the corporation;
b. Amending the Articles of Incorporation or these Bylaws;
c. Adopting a plan of merger or a plan of consolidation with another corporation;
d. Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;
e. Authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; or
f. Amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee.

Unless the Board otherwise designates, committees of the Board shall conduct their affairs as nearly as may be possible to the same manner as is provided in these Bylaws for the Board. The members of any committee shall serve at the pleasure of the Board.

3.3 Regular Board Meetings
Regular meetings of the Board may be held at such places and at such times as the Board may determine.
3.4 Special Board Meetings
Special meetings of the Board may be called at any time by the Chair or by a majority of the Board. At least twenty-four (24) hours notice of any special meeting shall be given. Such notice may be waived by consent of all Board members.

3.5 Quorum
At any meeting of the Board a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.6 Action by Vote
When a quorum is present at any meeting, a majority of the directors present and voting may decide any question, including election of officers, unless otherwise provided by law, the Articles of Incorporation, or these Bylaws.

3.7 Action Without a Meeting
Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the directors unanimously consent to the action in the form of an executed record. Such consent shall describe the action taken and shall be executed by all directors noting the date of execution by each director. For purposes of these Bylaws, an “executed record” shall mean: (a) a writing that is signed, or (b) an electronic transmission (including electronic mail) that is transmitted with sufficient information to identify the sender. Any consent given under this Section 3.7 shall be delivered physically or by electronic transmission to the corporation for inclusion in the minutes or filing with the corporate records. Such consents shall be treated for all purposes as a vote at a meeting.

3.8 Presence Through Communications Equipment
Unless otherwise provided by law or the Articles of Incorporation, directors may participate in any meeting of the Board or a Committee 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.

3.9 Resignations
Any director may resign at any time by delivering his or her resignation in writing to the Chair, or the Secretary. Such resignation shall be effective upon receipt unless specified to be effective at some later time.

ARTICLE 4
OFFICERS

4.1 Number and Qualification
The officers of the corporation shall include a Chair of the Board, a President and Chief Executive Officer, one or more Executive or Senior Vice Presidents, a Secretary, a Chief Financial Officer, a Controller, a Treasurer and one or more Assistant Secretaries and may also include a Group
President and/or a Regional President and such other officers, if any, as the Board may determine from time to time. The Chair of the Board or the President and Chief Executive Officer may assign such other titles as may be appropriate to other individuals, including the title of Vice President, but such other individuals shall not be corporate officers. A person may hold more than one office at the same time, except no person may hold the offices of President and Chief Executive Officer and Secretary at the same time. Only the Chair of the Board must be a Director. Each officer shall perform the duties incident to the respective office including those listed below and such other duties as may be assigned to each of them by the Board.

4.2 Election
Except for the Chair of the Board and the President and Chief Executive Officer who shall be elected by the Member, each officer shall be elected by the Board at the first Board meeting following the annual meeting of the Member or at any other meeting of the Board.

4.3 Tenure
The officers of the Corporation shall each hold office for one year or until his or her successor is chosen and qualified, unless a shorter period shall have been specified by the terms of his or her election, or until he or she sooner dies, resigns, is removed or becomes disqualified.

4.4 Chair of the Corporation
The Chair of the Corporation (or “Chair”) shall preside at all meetings of the Board. Under direction of the Board, the Chair shall have general charge of the business and governance of the Corporation and shall have such other powers and duties as may be determined by the Board or as the Bylaws may provide.

4.5 President and Chief Executive Officer
The President and Chief Executive Officer shall be the chief administrator of the Corporation and, subject to the control of the Board, shall have general charge and supervision of the affairs of the corporation, including responsibility for implementing the decisions, policies and programs as may be established from time to time by the Board. If there is not a Chair of the Board in office and then acting, or if the Chair of the Board is absent or disabled, the President and Chief Executive Officer shall perform all of the duties of the Chairman of the Board, and when so acting shall have the powers of, and be subject to the restrictions upon the Chair of the Board, as prescribed in the Bylaws or by the Board of Directors.

4.6 Group President and Regional President
The Group President and/or the Regional President, if designated by the Board of Directors, as appropriate, shall assist the President and Chief Executive Officer in the performance of his or her duties and shall have and may exercise all the powers and duties of the President and Chief Executive Officer during the absence of the President and Chief Executive Officer or in the event of his or her inability to act, and shall have such other duties and powers as the Board or the Bylaws may determine.
4.7 Executive or Senior Vice President
Each Executive Vice President and Senior Vice President shall assist the Chair of the Board and/or the President and Chief Executive Officer and any Group President and/or Regional President, as appropriate, in the performance of his or her duties. If the Board elects more than one Executive or Senior Vice President, the Board shall designate the order of their assumption of the powers and duties of the President and Chief Executive Officer as appropriate and when necessary.

4.8 Secretary
The Secretary shall record and maintain records of all proceedings of the Member and the Board in a book or series of books kept for that purpose, which book or books shall be kept at the principal office of the corporation or at the office of the Secretary or of its resident agent. Such book or books shall also contain the original, or attested copies, of the Articles of Incorporation and Bylaws of the corporation. The Secretary shall have such other duties and powers as designated by the Board.

4.9 Assistant Secretary
If elected by the Board, the Assistant Secretary shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. The Assistant Secretary shall have such other duties and powers as designated by the Board. If the Board elects more than one Assistant Secretary, the Board shall designate the order of their assumption of the powers and duties of the Secretary when necessary.

4.10 Chief Financial Officer, Treasurer and Controller
The Chief Financial Officer shall be the chief financial officer and the chief accounting officer of the corporation. The Chief Financial Officer shall be in charge of the corporation’s financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he or she shall keep full and accurate records thereof. The Chief Financial Officer shall also prepare or oversee all financial reports and filings required by the State of Washington, the Internal Revenue Service, and other governmental agencies. The Chief Financial Officer shall have such other duties and powers as designated by the Board. The Treasurer and the Controller shall assist the Chief Financial Officer in the performance of his or her duties.

4.11 Assistant Treasurer
If elected by the Board, the Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. The Assistant Treasurer shall have such other duties and powers as designated by the Board. If the Board elects more than one Assistant Treasurer, the Board shall designate the order of their assumption of the powers and duties of the Treasurer when necessary.

4.12 Other Officers
The Board may establish the qualifications, duties, authority, titles and terms of additional officers not inconsistent with these.
4.13 Resignations
Any officer may resign at any time by delivering his or her resignation in writing to the Chair, or the Secretary. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

ARTICLE 5
REMOVAL OF DIRECTORS OR OFFICERS BY THE MEMBER

5.1 Removal of Directors by the Member
The Member may remove any director who is regularly absent from Board meetings without reasonable excuse. Absence from three consecutive regular Board meetings shall automatically create a vacancy unless excused by the Member. Vacancies shall be filled by the Member.

ARTICLE 6
CHARITABLE AND FISCAL POLICIES

6.1 Charitable Purposes
All income of the corporation, after paying the costs of operation and making provision for adequate reserves, shall be devoted to the provision of health care services, establishment of health care facilities and programs, and to its charitable, educational, and scientific purposes. Notwithstanding any other provision of these Bylaws, no part of the assets or net earnings of the corporation shall inure to the benefit of any member (other than a member that is a nonprofit entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986) or the corresponding provision of any future United States Internal Revenue Law (the “Code”), officer, or director of the corporation or to any individual; no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent permitted by Section 501(c)(3) or Section 501(h) of the Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Code and shall not be a private foundation under Section 509(a) of the Code. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

6.2 Conflict of Interest
The Board shall adopt one or more policies requiring disclosure of conflicts of interest and shall obtain from directors, officers, and other persons statements disclosing current and potential conflicts of interest.

6.3 Prohibited Transactions
This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director, officer, or employee.
6.4 Execution of Papers
All deeds, leases, instruments of transfer, contracts, bonds, notes, checks, drafts and other documents or obligations made, accepted, or endorsed by the corporation shall be signed by the President, a Vice President, Treasurer, or Secretary, unless the Board either generally or in particular cases authorizes the execution thereof in some other manner.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President, a Vice President, the Treasurer or Secretary, or an Assistant Treasurer or Assistant Secretary, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Incorporation, Bylaws, resolutions or votes of the corporation.

ARTICLE 7
THE AUXILIARY OF GROUP HEALTH COOPERATIVE

The Board may designate a volunteer organization of persons known as the Auxiliary of Group Health Cooperative. The purpose of the Auxiliary shall be to promote and advance the welfare of the Corporation by means approved by the Board. The Auxiliary shall be governed under bylaws approved by the Board.

ARTICLE 8
AMENDMENTS AND EFFECT OF BYLAWS

Effect of Bylaws. These amended Bylaws supersede the previous Bylaws of this corporation and all amendments thereto. These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the laws of the State of Washington, other applicable laws, and the Articles of Incorporation of this corporation. Except as these Bylaws may be inconsistent with said laws and Articles, they shall regulate the conduct of the business and affairs of this corporation with respect to all matters to which they relate.

8.1 Board Review of Bylaws and Manner of Amendment.
8.2.1 Review. The Board shall review these Bylaws at least every three years.

8.2.2 Amendment In Any Legal Way. These Bylaws may be amended in any manner now or hereafter provided by the applicable provisions of the laws of the State of Washington, except as provided in Section 8.2.3.

8.2.3 Amendment By Directors. These Bylaws may be amended by a majority vote of the Board of Directors at any meeting, provided a quorum of the Board is present and voting, except that Articles 2, 4, 5, 6 and 8 of these Bylaws may be amended only by the Member.
CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of Group Health Cooperative, a Washington nonprofit corporation, and the above Group Health Cooperative Bylaws, consisting of ___ pages, are the amended and restated Bylaws of this Corporation as adopted pursuant to the required affirmative vote of the Board of Directors of this Corporation on ______________, 201_. The foregoing Bylaws include all amendments made through the date of this certification, including those made by the member effective ______________, 201_.

(signed)

___________________________
Secretary

Dated: ____________, 201_