

MASS
ALTERNATIVE
CARE

ONE MONARCH PLACE, SUITE 1900
1414 MAIN STREET, SPRINGFIELD, MA 01144-1900

(413) 219-6557

December 3, 2015

Mr. Eric Sheehan, J.D.
Massachusetts Department of Public Health
Medical Use of Marijuana Program
RMD Applications
99 Chauncy Street, 11th Floor
Boston, MA 02111

RFI

DEC 03 2015

Re: Request for Information – Mass Alternative Care, Inc. Management and Operations Profile
(Application 2 of 3)

Mr. Sheehan:

As we submitted our Management and Operations Profile Application 2 of 3 on the same day (November 20, 2015) that we received DPH's Request for Information for our Application 1 of 3, we are submitting revised responses and materials for application 2 of 3 based upon that letter. We respectfully request that the attached information be taken into account during the review of our application.

Please find attached our complete responses to the Department's requests for additional information, as they pertain to our Management and Operations Profile submission.

Should you have any further questions about our application, please contact [REDACTED]

Sincerely,

[REDACTED]

Mass Alternative Care, Inc. (Application 2 of 3)

REVISIONS AND CLARIFYING INFORMATION SUMMARY

From Letter Dated November 20, 2015

Item 1

A copy of the agreement with MJardin Massachusetts, LLC, as described in our response to Question C.11, is attached.

Item 2

Pertaining to Questions C.12, a lease with DKRV Commercial Properties would be a related party transaction given that Dr. Ronald Paasch, M.D. and Kevin Collins are corporate members of DKRV Commercial Properties, the entity leasing a site to MAC, and are also members of MAC's Board of Directors. Kevin Collins also serves as MAC's Chief Executive Officer.

The terms for any lease would reflect fair market value for the property being provided and will be in full compliance with Massachusetts law, including but not limited to laws regarding usury. A revised response to Question C.12 is attached.

Item 3

Attached are amended bylaws that require disclosure of a conflict of interest directly to the Board of Directors.

Item 4

The referenced to [REDACTED] in the response to Question C.14 is a typo. A revised response correctly referencing [REDACTED] is attached.

Item 5

A copy of the agreement with 4Front Advisors, LLC, as described in our response to Question C.15, is attached.

Item 6

A revised response to Question D.18 is attached reflecting the experience and length of experience of our CEO and COO with providing health care services.

Item 7

A revised response to Question D.19 is attached reflecting the experience and length of experience of our CEO and CFO with providing services for marijuana for medical use.

Mass Alternative Care, Inc. (Application 2 of 3)

From Letter Dated November 30, 2015

Item 1

We have attached an independent legal opinion that the 4Front Management Associates, LLC agreement described in our response to Question C.15 is in compliance with the non-profit requirements of 105 CMR 725.100(A)(1) and the Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance.

Item 2

In our response to Question E.36, we stated that, "To be considered for the program, patients must be residents of the dispensary's county or an adjacent county..." Pursuant to 105 CMR 725.100(A)(6), an "RMD must have a program to provide reduced cost or free marijuana to patients with documented verified financial hardship." The Regulations, 105 CMR 725.000, et seq., do not authorize dispensaries to create limits or caps on compliance with 105 CMR 725.100(A)(6) where patients otherwise meet the definition of "Verified Financial Hardship" as set forth in 105 CMR 725.004. To comply with this requirement, we have submitted here a revised response to Question E.36 eliminating all limits and caps on participation in our program for patients with verified financial hardships.


12. Please identify any agreements or contracts, executed or proposed, in which the applicant will engage in a Related Party Transaction and summarize the terms of each such agreement.

MAC may agree to terms of a lease of its premises with DKRV Commercial Properties for this application.

A lease with DKRV Commercial Properties would be a related party transaction given that Dr. Ronald Paasch, M.D. and Kevin Collins are corporate members of DKRV Commercial Properties, the entity leasing a site to MAC, and are also members of MAC's Board of Directors. Kevin Collins also serves as MAC's Chief Executive Officer.

The terms for any lease would reflect fair market value for the property being provided and will be in full compliance with Massachusetts law, including but not limited to laws regarding usury.

14. Please identify whether any members of the Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor or other third party proposed to contract or otherwise conduct business with the proposed RMD.

 e corporate members of DKRV Commercial Properties, the entity leasing a site to MAC.

18. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing health care services.

CFO [REDACTED] has worked in the healthcare industry for over 20 years as an entrepreneur and business leader in the dental field. In the course of his career, he has acted as COO and CEO. In his last role, he managed a company with a budget of \$38M, led more than 300 employees, and was responsible for over 32 individual dental offices. Vincent started, partnered or acted in a C-Suite role in three dental groups:

- Start-up, CEO: Owned and operated 6 offices in Massachusetts and Connecticut, \$5m revenue
- Great Expressions, Northeast Regional Vice President: Company grew from 40 to 90 offices and from \$48 to \$100m in 4 years
- DDP, COO/Partner: Owned and operated 32 offices in 3 states, \$38m revenue. Ranked #14 on the 2014 INC 500 list of fastest growing private companies – growth of 12,896%.

[REDACTED] has worked in all areas of medical business operations, including marketing, insurance billing, HR and legal, as well as business and medical compliance, including OSCHA and HIPAA. Vincent has also managed large-scale employee trainings, including customized training packages for each employee experience level, on-the-job instruction, and ongoing testing and evaluations. He has also been responsible for the creation, introduction and monitoring of employee policies, procedures and protocols. These protocols have helped create a flawless record ensuring adherence to HIPAA guidelines and highly effective patient care.

In each of the above companies [REDACTED] was part of a leadership team that served hundreds to thousands of patients a week. [REDACTED] experience with patient care has included working to support the operational needs of hundreds of doctors and medical staff. [REDACTED] also prioritizes patient satisfaction and has implemented satisfaction surveys over the years. He believes the operational aspect of a medical facility should adapt to and serve patient needs, and he has utilized the results of these surveys to continuously better the delivery of care.

[REDACTED] is also the founder and leader of Dental Management Innovations, LLC, which provides outsourced C-Suite services to dental groups. The company develops strategic plans, operational systems and infrastructure to support office growth for clients nationally and internationally. [REDACTED] is also a speaker at national conferences as an operations and operational finance expert.

The dental industry is ideally parallel to the medical marijuana industry in that both provide ongoing care to their patients, serving them routinely over months or years. Both industries require discretion, privacy, and well-trained clinical teams that provide excellent patient care. Based on his 20 years of experience in the medical field, Vincent has a proven track record leading large teams and maintaining high levels of operational efficiency, clinical excellence and financial prudence.

MAC's CEO and COO do not have direct experience providing healthcare services.

19. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing services for marijuana for medical purposes.

Mass Alternative Care is comprised of the country's top performing cultivation and dispensary operations consultants, teamed with a renowned COO, Steven White, specializing in the field of medical marijuana and its applications for patients with debilitating medical conditions.

He has established himself and his company, Harvest of Tempe, in Tempe, Arizona as a leading example of how a medical marijuana patient experience should be defined. Designated as an expert in extraction methodologies, he provides MAC first-hand experience dealing with the ailments patients are afflicted by through the use of properly aligned medical cannabis strains.

Harvest of Tempe's 1,300 square feet dispensary, with 17 full-time and 9 part-time employees, is located in Tempe, Arizona and has seen more than 16,000 unique patients to date, with total revenues over \$13,000,000.

The associated 15,000 square feet cultivation and production facility, with 11 full-time and 4 part-time employees, cultivates cannabis, manufactures a line of infused products, maintains an extraction and refining lab used to transform all usable parts of the plants into oil, and designs medicines for specific individuals and conditions.

He also oversees an additional 5,000 square feet cultivation facility, with four full-time employees and one part-time employee, in Camp Verde, Arizona.

██████████ has conducted initial employee training, served as store manager and patient advisor, ██████████ a speaker for the National Cannabis Industry Association and is regularly invited to speak at events sponsored by organizations serving patients with qualifying conditions.

Under ██████████ direction, Harvest of Tempe has been recognized on multiple platforms for various accomplishments. At the only dispensary awards program in Arizona, Harvest of Tempe won best dispensary, 1st and 2nd place in the hybrid flower category (with only two strains submitted), best edible (Bhang Chocolate Ice Bar), and Steven White personally won an Industry Advocacy Award. Harvest of Tempe was been recognized as the Best Dispensary in the Valley by Phoenix Magazine in the 2014 and 2015 "Best of the Valley" awards. Additionally, the New Times awarded the Flagstaff's grow facility Best Hybrid for producing Blue Dream in 2014, and the New Times awarded Harvest of Tempe the best dispensary in Arizona for 2015. Harvest is 1 of 7 dispensaries in the country that have achieved Americans for Safe Access's Patient Focused Certification, and is the only in Arizona.

In over three years of Harvest's operating history, ██████████ has managed to avoid significant security events at all his facilities.

MAC's CEO and CFO do not have direct experience providing services for medicinal marijuana purposes.

36. Provide a summary of the RMD's policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the

MAC plans to provide reduced cost marijuana on a sliding scale to patients with verified documented financial hardship.

To be considered for the program, patients must complete a Compassion Program Registration Form used to determine patient eligibility using standards established by DPH.

The following guidelines will be used to make this determination: (A) Is the patient a recipient of MassHealth? If yes, 1 point. (B) Is the patient a recipient of Supplemental Security Income? If yes, 1 point. (C) Is the patient's annual gross household income less than 150% of the federal poverty level for the current year? If yes, 2 points. (D) Is the patient's annual gross household income between 151% and 300% of the federal poverty level for the current year? If yes, 1 point. Any single patient is eligible for up to 4 points.

We have established the following schedule as the baseline for discount: 4 points = 20% discount / 3 points = 15% discount / 2 points = 10% discount / 1 point = 5% discount.

Based on commitments to both meeting the needs of our patients with these demonstrated financial hardships and to preventing the diversion of discounted medicine, we will limit the volume of medicine that can be obtained at a discount to 1 oz. per month. Special consideration will be given to each patient's medication schedule and preferred method of consumption.

**BY-LAWS
OF
MASS ALTERNATIVE CARE, INC.
(as amended 11/30/2015)**

Section 1.
**NAME, PURPOSE, LOCATION,
CORPORATE SEAL AND FISCAL YEAR**

1.1 Name and Purpose.

The name and purpose of the Corporation shall be set forth in the articles of organization, as amended.

1.2 Location.

The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the Corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporation Seal.

The directors may adopt and alter the seal of the Corporation.

1.4 Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise decided by the directors, end on the last day of December, in each year.

Section 2.
VOTING MEMBERS

2.1 There shall be no voting members of the Corporation.

Section 3.
NONVOTING MEMBERS

3.1 There may be a class of nonvoting members, hereinafter referred to as nonvoting members, or such other term as the Directors may designate from time to time, who shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities except as may be specifically delegated to them by the Directors. The Directors may designate certain persons or groups of persons as nonvoting members from time to time, and the Directors may confer upon nonvoting members such powers, rights or responsibilities, individually or in groups, as they deem necessary or appropriate.

Section 4.
BOARD OF DIRECTORS

4.1 Powers.

The affairs of the Corporation shall be managed by the directors who shall have and may exercise all of the powers of the Corporation, except as provided by law, the articles of organization or by these by-laws.

4.2 Number: Qualifications: Election.

The directors annually at their annual meeting shall fix the number of directors, which shall be no less than three (3) and no more than ten (10) and they shall elect the number of directors so fixed. At any special or regular meeting, the directors then in office may increase the number of directors and elect new directors to complete the number so fixed, or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors. Each annual meeting shall take place on the first Monday that is also a business day following registration or re-registration of the Corporation pursuant to 105 CMR 725.001 *et seq.*

4.3 Tenure.

The Directors shall serve terms of approximately one (1) year until the next annual meeting.

4.4 Committees.

The Board of Directors may create one or more committees (including but not limited to an executive committee) and appoint members of the Board of Directors to serve on them for such particular purposes as may be deemed necessary or desirable to enhance or assist the directors in carrying out their duties and furthering the purposes of the Corporation. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Any committee so appointed shall have such powers and authority as are explicitly delegated by the Board of Directors. Each such committee of Directors shall be comprised of two (2) or more directors.

4.5 Suspension or Removal.

A director may be suspended or removed with or without cause by vote of a majority of the directors then in office. A director may be removed only after reasonable notice and opportunity to be heard.

4.6 Resignation.

A director may resign by delivering his written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 Vacancies.

Any vacancy in the board of directors including a vacancy resulting from enlargement may be filled by the directors. Each successor shall hold office for the unexpired term or until he dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.8 Regular Meetings.

The board shall hold an annual meeting and may hold additional regular meetings of the directors at such times as the directors may determine.

4.9 Special Meetings.

Special meetings of the directors may be held at any time and at any place when called by the chairman of the board of directors (or if there be no such chairman, the president), or by three (3) or more directors.

4.10 Call or Notice.

(a) Regular Meetings. No call or notice shall be required for regular meetings of directors, provided that reasonable notice: (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent members; (ii) specifying the purposes of a regular meeting shall be given to each director if either contacts or transactions of the Corporation with interested persons or amendments to these by-laws are to be considered at the meeting; and (iii) shall be given as otherwise required by law, the articles of organization or these by-laws.

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting: (i) contacts or transactions of the Corporation with interested persons; (ii) amendments to these by-laws or to the articles of organization of the Corporation; (iii) an increase or decrease in the number of directors; or (iv) removal or suspension of a director.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by overnight mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone or e-mail at least twenty-four hours before the meeting.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 Quorum.

At any meeting of the directors 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.

4.12 Action by Vote.

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or these by-laws.

4.13 Action by Writing.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.14 Presence Through Communication Equipment.

Unless otherwise provided by law or the Articles of Organization, Directors may participate in any meeting 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.

4.15 Compensation.

Directors shall not be prohibited from receiving a reasonable stipend for services rendered in the capacities as board members, including the payment of money or any other form of in-kind compensation, and members of the board of directors shall be reimbursed by the Corporation for actual expenses incurred by them in their capacities as board members provided that the reimbursement of such expenses is approved in advance by the board of directors or an appropriate committee of the board of directors.

Section 5.
OFFICERS AND AGENTS

5.1 Number and Qualification.

The officers of the Corporation shall be a president, who shall also serve as chairman of the board of directors, a treasurer, a clerk, and such other officers, if any, as the directors may determine, including one or more vice-presidents. The Corporation may also have such agents and employees, if any, as the directors may appoint. An officer may but need not be a director or member. The clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election.

The president, vice-president, if any, treasurer and clerk shall be elected annually by the directors at their annual meeting. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure.

Each of the president, vice-president, if any, treasurer and clerk shall hold office until the annual meeting of the directors following the annual meeting at which he was elected and until his successor is chosen and qualified, and each other officer shall hold office until the annual meeting of the directors following the annual meeting at which he was elected unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

5.4 Chairman of the Board of Directors.

The chairman of the board of directors shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors. The vice-chairman of the board of directors, if any, shall have and may exercise all the powers and duties of the chairman in his absence or in the event of his inability to act, and he shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice-President.

The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Corporation. The president shall preside at all meetings of the members, if any, and, if no chairman of the board of directors is elected, at all meetings of the directors, except as the members or directors otherwise determine.

The vice-president or vice-presidents, if any, shall have such duties and powers as the directors shall determine. The vice-president, or first vice-president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

5.6 Treasurer and Assistant Treasurer.

The Treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall have such other duties and powers as designated by the directors or the president. He shall also be in charge of its books of account and accounting records, and of its accounting procedures.

Any Assistant Treasurer shall have such powers as the Directors may from time to time designate. In the absence of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer.

5.7 Clerk and Assistant Clerk.

The clerk shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original or attested copies of the articles of organization and by-laws and names of all members and directors and the address of each. If the clerk is absent from any meeting of members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

Any Assistant Clerk shall have such powers as the Directors may from time to time designate. In the absence of the Clerk, the Assistant Clerk shall perform the duties of the Clerk.

5.8 Suspension or Removal.

An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.9 Resignation.

An officer may resign by delivering his written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the members or directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.10 Vacancies.

If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk until his successor is elected and qualified, or in each case until he dies, resigns, is removed or becomes disqualified.

5.11 Compensation.

Officers may receive a reasonable stipend for their services as officers, and officers may also receive such amount for expenses of attendance at meetings as the directors may from time to time determine. Officers shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services.

Section 6 EXECUTION OF PAPERS

6.1 Except as the directors may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president, by the treasurer or by the executive director.

6.2 Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the president or a vice-president and the other is a treasurer or an assistant treasurer, 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 organization, by-laws, resolutions or votes of the Corporation.

Section 7 PERSONAL LIABILITY

7.1 The directors and officer of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 8. INDEMNIFICATION

8.1 The Corporation shall, to the extent legally permissible, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a director, officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or

her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Section 9

PROHIBITED ACTIVITIES

9.1 The Corporation shall not participate or intervene directly or indirectly in any political campaign on behalf of or in opposition to any candidate for public office.

9.2 No substantial part of the activities of the Corporation shall be attempting to influence legislation by propaganda or otherwise, or contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting or opposing legislation.

Section 10

CONFLICT OF INTEREST AND ETHICAL PRACTICES

10.1 Conflict of Interest. If any officer, or member of the Board of Directors, or any other Committee appointed by the Board of Directors, has a present financial interest in any contract or transaction involving the corporation, such individual shall not participate in the evaluation or approval of such contract or transaction. Such individual must disclose such conflict to the Board of Directors. Upon such disclosure being made, the contract or transaction shall not be voidable if the Board of Directors or Committee in good faith authorized the contract or transaction by the affirmative vote of the majority of the disinterested Directors the Board of Directors present at the meeting, provided a quorum is present, or if the votes of the disinterested Directors are insufficient to constitute an act of the Board of Directors or Committee by the unanimous vote of the disinterested Directors, provided the contract or transaction is fair to the Corporation at the time it is authorized.

10.2 Ethical Practices. The Board of Directors may adopt a written code of conduct and ethical practices for the Corporation which may contain the requirement that each officer,

member of the Board of Directors or other Committees, and each key employee of the Corporation annually agree in writing to abide by such code.

Section 11

ADMINISTRATIVE, FISCAL AND LEGAL MATTERS

11.1 Bonding. Corporate fidelity bonds may be obtained at the expense of the Corporation in a form and amount as may be required by the Board of Directors, indemnifying the Corporation against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of the Corporation.

11.2 Audit Schedule. The Board of Directors may select an independent certified public accountant to audit the books and financial records of the Corporation. After completing the audit with respect to a particular year, the auditor shall submit an audit report to the Board of Directors.

11.3 Contracts. All contracts not in the ordinary course of the affairs of the Corporation, shall be examined and approved for form by the Board of Directors or by a Committee appointed by the Board of Directors for such purpose, prior to execution. Unless otherwise directed by the Board of Directors, all written contracts shall be executed on behalf of the Corporation by the President or the Treasurer and a Vice Chair.

Section 12.

GENDER

12.1 The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

Section 13.

AMENDMENTS

13.1 These By-laws may be amended or repealed in whole or in part at any annual or special meeting of the Board of Directors where two-thirds of the Board of Directors are present and voting, such amendments shall be by a vote of a majority of the members of the Board of Directors present and voting at any such meeting. Notice of a proposed amendment or repeal of these by-laws in whole or in part shall be mailed to all Directors at least seven (7) days prior to the date of any such meeting.

Section 14.

ADVISORY BOARD

14.1 In the event the Corporation is registered pursuant to 105 CMR 725.001 *et seq.*, the Corporation may appoint an advisory board to advise the Corporation on legal, regulatory, financial and patient issues. Members of any such advisory board should include, if possible, an attorney, physician, accountant and a director or officer of a local not-for-profit public health organization. The members of each advisory board, if any, shall be named at each annual meeting.