

**AMENDED AND RESTATED BY-LAWS OF THE
WILLIAMSBURG AREA MEDICAL ASSISTANCE CORPORATION**

TABLE OF CONTENTS

ARTICLE I	AUTHORITY
ARTICLE II	GENERAL POWERS
ARTICLE III	BOARD OF DIRECTORS
Section 1.	Enumeration
Section 2.	Director Qualifications
Section 3.	Board Composition
	A. At-Large Community Directors
	B. Jurisdictional Directors
	C. Ex-Officio Member
Section 4.	Election and Term of Office
Section 5.	Resignations, Removals and Vacancies
ARTICLE IV	MEETINGS OF THE BOARD
Section 1.	Meetings
Section 2.	Special Meetings
Section 3.	Annual Meetings
Section 4.	Consent in Lieu of the Meeting; Participation in Meetings by Communications Equipment
Section 5.	Quorum of Directors – Voting
ARTICLE V	OFFICERS
Section 1.	General Powers, Enumeration, Election and Term of Office
Section 2.	Chair
Section 3.	Vice Chair
Section 4.	Executive Medical Director
Section 5.	Treasurer and Assistant Treasurer
Section 6.	Secretary and Assistant Secretary
Section 7.	Removal
Section 8.	Resignation
Section 9.	Vacancies

ARTICLE VI	BOARD COMMITTEES
Section 1.	Committees
Section 2.	Executive Committee
Section 3.	Finance Committee
Section 4.	Ad Hoc Committees
Section 5.	Committee Authority
ARTICLE VII	NO COMPENSATION
ARTICLE VIII	CONFLICT OF INTEREST POLICY
Section 1.	Compliance with Governing Law
Section 2.	Abstention from Conflict Matters
Section 3.	Permissible Conflict of Interest Transactions
Section 4.	Officers; Employees; Committee Members
ARTICLE IX	LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OTHERS
ARTICLE X	LIQUIDATION OR DISSOLUTION
ARTICLE XI	FISCAL POLICIES
ARTICLE XII	AMENDMENTS

**AMENDED & RESTATED BY-LAWS OF
THE WILLIAMSBURG AREA MEDICAL ASSISTANCE CORPORATION**

ARTICLE I

AUTHORITY

Williamsburg Area Medical Assistance Corporation (hereinafter WAMAC or the Corporation) is a not for profit, non-stock corporation, incorporated pursuant to the laws of the Commonwealth of Virginia in January 1993 and is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. WAMAC owns and operates a federally-recognized Rural Health Clinic doing business as Olde Towne Medical & Dental Center (hereinafter OTMDC) located in James City County (JCC) Virginia.

ARTICLE II

GENERAL POWERS

General Powers - The business and affairs of OTMDC shall be managed under the direction of the Board of Directors. The Directors shall in all cases act as a board, and may adopt such rules and policies for the conduct of their meetings and the management of the OTMDC as it may deem proper, consistent with these By-Laws and the laws of the Commonwealth of Virginia.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Enumeration

Number of Directors - The Board shall consist of no fewer than 22 and no more than 30 Directors. The exact number of Directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time pursuant to a resolution adopted by the majority of all Directors in attendance at the meeting at which there is a quorum.

Section 2. Director Qualifications

The Board shall be the primary source for recommending new Directors, and it will establish a process of nomination, evaluation and election. Director candidates should have demonstrated through education, career experience or volunteer activities the ability to actively participate in the duties of the Board as set forth in these By-Laws. OTMDC employees may not serve as Directors.

Section 3. Board Composition

At Large Community Directors - At Large Directors shall be divided into three groups with each group as nearly equal in number as possible with the term of each group expiring at the end of the annual meeting of the Board in successive years. The Board may from time to time invite representatives of local hospitals and Health Districts to serve as At Large Directors.

Jurisdictional Directors - Shall be appointed to a one-year term by the Chief Administrative Officer of each of the founding and sustaining local government Jurisdictions. These members may be reappointed for as many times as will allow them to serve at least as long as the maximum term provided for At Large Directors. The Board may from time to time determine the numbers of appointed Directors from each jurisdiction, but in no case will there be more than a maximum of two Directors from each jurisdiction. Jurisdictional Directors may not hold offices on the Board. They do not have to be employees or elected officers of the Jurisdictions.

Ex-officio Member - The Executive Medical Director shall be an Ex-Officio non-voting member of the Board. The Executive Medical Director may not hold office on the Board but may serve as the elected non-voting Secretary to the Board.

Section 4. Election and Term of Office

Directors shall be elected by a majority vote of the Directors in attendance at a meeting at which a quorum is present. All Directors may be elected to no more than two consecutive full terms of three years each in addition to serving any unexpired portion of a term. No former Director may be re-elected as a Director until a period of at least two years has expired from the termination of his/her previous term. There are two exceptions to the aforementioned At Large Director election process: 1) in the event a Director is unable or unwilling to continue to serve, the board will hold a special election for a successor Director to serve a portion of the unexpired term until the next annual meeting of Directors; and 2) should a sitting Officer of the Board of Directors complete his/her sixth year on the Board while only in the first year of that term of office, he/she may serve an additional seventh year on the Board to complete the two year term of office.

Section 5. Resignations, Removals and Vacancies

A) Resignations - Any Director or officer may resign at any time by delivering his/her resignation in writing to the Chair of the Board, to the Executive Director, or to a meeting of the Directors. A resignation is effective when the notice is delivered unless it specifies a later effective date.

B) Removals - Directors may be removed from the Board and Officers from office with or without assignment of cause by vote for such removal by two-thirds of the Directors present at a meeting at which there is a quorum. A Director may be removed only at a meeting called for the purpose of removing him. The meeting notice shall state the purpose or one of the purposes of the meeting is the removal of the Director

If cause is assigned for removal of any Director or officer, such Director or officer may be removed only after a reasonable notice and opportunity to be heard before the Board. Unless excused in advance by the Chair of the Board, removal for cause may include- but not be limited to failure of a Director to attend at least two-thirds of the regular meetings of the Board of Directors.

C) Vacancies - Except as may otherwise be provided in these By-Laws any vacancy on the Board and any newly created directorship resulting from an increase in the number of directors may be filled by a majority vote of the remaining directors in attendance at meeting at which there is a quorum. Each director so chosen to fill a vacancy shall hold office until his or her term expires or until he or she shall resign or shall have been removed in the manner hereinafter provided under Section 5 B of Article VIII above.

ARTICLE IV

MEETINGS OF THE BOARD

Section 1. Meetings

The Board shall schedule regular, at a minimum bi-monthly, meetings or at intervals that it deems appropriate for fulfillment of its duties and responsibilities as defined in these By-laws and as described in the Articles of Incorporation. The Chair or Executive Committee shall provide the time and place for the holding of regular meetings. In general, Board meetings will be open to Board members only. A portion of all meetings will be open to non-members at the invitation of the Chair or Executive Committee.

Section 2. Special Meetings

The Chair or a majority of Directors may call special meetings required to address exigent matters. The person or persons authorized to call a special meeting of the Board may fix the time and place. When a date and time for such a meeting is set the Executive Medical Director shall contact all Board members by the most expeditious means possible to inform them of the meeting. Such notice must be given at least seventy-two (72) hours prior to the proposed meeting time.

Section 3. Annual Meetings

The Board shall hold an annual meeting prior to the end of the fiscal year to elect Directors and Officers, to approve the Annual Budget and Staffing Plan as submitted by the Executive Medical Director, and for the transaction of such other business as may come before the meeting.

Section 4. Consent in Lieu of the Meeting; Participation in Meetings by Communications Equipment

Any action required or permitted to be taken at any meeting of the Board (other than the amendment of these By-Laws) may be taken without a meeting if all of the Directors consent to the action in writing (via e-mail where appropriate) and the written consents are filed with the records of the meetings of the Board. As determined by the Chair of the Board, Directors may participate in meetings of the Board by conference telephone call or similar communications equipment where all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. Provisions of these By-Laws relating to quorums of Directors and the recording of minutes shall apply to such meetings.

Section 5. Quorum of Directors - Voting

At any meeting of the Board, a quorum for any election or for the consideration of any question (other than the amendment of these By-Laws) shall consist of a majority of the Directors. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be thereafter held at such time and place as agreed, provided that Directors not attending the meeting so adjourned be given such notice as is determined to be reasonable by the Directors attending. When a quorum is present at any meeting, the votes of a majority of the Directors voting shall be requisite and sufficient for election to any office and shall decide any question brought before such meeting, except in any case where a larger vote is required by law or by these By-Laws. A director who is present at a meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting.

ARTICLE V

OFFICERS

Section 1. General Powers, Enumeration, Election and Term of Office

Each officer shall have the duties and powers specifically set forth in these By-Laws

and such additional duties and powers as the Board may from time to time determine.

The officers may include a Chair of the Board, Vice Chair of the Board, Executive Medical Director, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary (if any), each of whom shall be elected by the Directors at its annual meeting. The Board may appoint such other officers assistant officers and agents as it may deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as may be determined from time to time by the Board.

The term of office of officers other than the Executive Medical Director is two years, and such officers may only succeed themselves once. The Executive Medical Director may serve until removed by the Board.

Section 2. Chair of the Board

The Chair of the board shall be subject to the control and direction of the Directors. The Chair shall preside at all meetings of the Board at which he/she is present.

Section 3. Vice Chair of the Board

The Vice Chair of the Board shall serve in the place of the Chair at all meetings of the Board when the Chair is not present or is otherwise unable to conduct the meeting.

Section 4. Executive Medical Director

The Executive Medical Director shall be responsible for the general and active management of the business and affairs of the OTMDC, subject to the control of the Board, and shall perform such other duties as the Board may prescribe. The Executive Medical Director shall implement and carry out all orders and resolutions of the Board and shall be responsible to the Board for the Corporation's strategic development and operational results and for the conduct of the Corporation's business and affairs in accordance with policies approved by the Board. The Executive Medical Director shall have full authority in respect to the signing and execution of contracts and other instruments of the Corporation; and, in general, to exercise all the powers and authority usually appertaining to the chief executive officer of a corporation.

Section 5. Treasurer and Assistant Treasurer

The Treasurer of the Board shall be subject to the control and direction of the Directors. If the Treasurer is absent or unavailable, the Assistant Treasurer shall have the duties and powers of the Treasurer and shall have further duties and powers as the Directors shall from time to time determine.

Section 6. Secretary and Assistant Secretary

The Secretary shall ensure that all proceedings of the Directors are recorded both in digital as well as paper format. If the Secretary is absent or unavailable, the Assistant Secretary shall have the duties of the Secretary and shall have such further duties as the Directors may determine. The Secretary shall exercise oversight of the Assistant Secretary's recordings and is responsible for timely submission of quality documents memorializing Board proceedings to the Board.

The recording of attendance and the proceedings of a meeting of Directors shall be conducted by either the Secretary or Assistant Secretary; and in the absence of either, the Director presiding at the meeting shall designate a temporary Secretary for the purpose of recording the proceedings. The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose. In addition, the Secretary shall ensure that all notices are duly given in accordance with the provisions of these By-laws and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board or the Chair of the Board.

Section 7. Removal

Any officer of the Corporation (whether or not appointed by the Board) may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract, if any, of the person so removed.

Section 8. Resignation

Any officer may resign at any time by giving written notice of his or her resignation to the Board, the Executive Director or the Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective time. The acceptance of such resignation shall not be necessary to make it effective. Notwithstanding any date and time specified in a notice of resignation, the Board may terminate an officer's employment sooner than the date and time specified in the officer's resignation.

Section 9. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise of an officer of the Corporation may be filled by the Board.

ARTICLE VI

BOARD COMMITTEES

Section 1. Committees

The Board and the Executive Committee may, by resolution, designate committees as it deems appropriate. Any such committee, to the extent provided in the resolution and as may otherwise be described in its Committee Charter, shall have the designated responsibilities.

Committees shall keep written minutes of meetings and report the same to the Board at the next regular meeting of the Board. At any meeting of a committee of the Board, a majority shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, committee members present may adjourn the meeting from time to time without further notice. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

The Board may, by resolution, establish Standing Committees which shall include the Executive and Finance Committees.

Section 2. Executive Committee

The Officers of the Board and the Chairs of the Board's Standing Committees constitute the Executive Committee. In addition, the Executive Medical Director is a regular non-voting member on the Executive Committee.

The Executive Committee is chaired by the Board Chair, and it meets at the Chair's direction. The Executive Committee may act on behalf of the Board to the extent permitted by applicable law when it is impossible to arrange, in a timely fashion, a full Board meeting with a quorum present. The Executive Committee is responsible for Executive Director evaluation/compensation as well as Officer nominations.

Section 3. Finance Committee

The Finance Committee is, at a minimum, comprised of six members. The Executive Medical Director and Business Manager are regular non-voting participants on the Committee.

The Finance Committee maintains its oversight responsibility for the financial operations and condition of OTMDC through a monthly review of operating revenues and expenses and near term liquidity as well as in the budgetary process. It serves as the OTMDC Audit Committee, and ensures that annually OTMDC's financial records and procedures are independently audited.

Section 4. Ad Hoc Committees and Responsibilities

In addition to the aforementioned Standing Committees the Board may establish such other ad hoc Committees as it deems appropriate. The Chair of the Board shall appoint Committee Chairs and Directors to Committees at the first Board Meeting following the Annual Meeting. Committee Chairs may appoint non-directors to serve on their Committee as a non-voting member where such individual has particular expertise; the Chair shall notify the Chair of such action. The Board will approve the Committee's written charge of responsibilities (Charter), and annual goals and objectives. Committees will present a detailed outline of required funding to the Finance Committee for review, approval and inclusion in the annual budget. A Committee shall meet as necessary to fulfill its Charter, annual goals and complete tasks assigned to it by the Chair.

Section 5. Committee Authority

All committees shall be subject to the control and direction of the Board. To the extent specified by the Executive committee and Board of Directors, a Committee may exercise the authority of the Board of Directors, except that a Committee may not: (1) fill vacancies on the Board of Directors; (2) amend the Articles of Incorporation or By-Laws; or 3) approve a plan of merger, sale of assets or dissolution of the Corporation. The provisions of these By-Laws which govern meetings, action without meetings, notice and quorum and voting requirements of the Board of Directors shall apply to Committees.

ARTICLE VII

NO COMPENSATION

Directors shall not be entitled to any compensation for the performance of their duties. The foregoing shall not limit the OTMDC from advancing to or reimbursing Directors for all approved expenses incurred on behalf of the OTMDC.

ARTICLE VIII

CONFLICT OF INTEREST POLICY

Section 1. Compliance with Governing Law

The OTMDC and the Directors shall comply with all Virginia and local laws concerning conflict of interest transactions (as defined in Section 13.1-871 of the Virginia Code) applicable to Virginia non-stock corporations. In extension (and not in limitation) thereof, the Directors shall comply with the provisions hereinafter set forth.

Section 2. Abstention from Conflict Matters

A) Each Director shall abstain from voting on, or from otherwise participating in any way in any decision concerning, any transaction between the OTMDC and such Director, between the OTMDC and a member of such Director's family (as hereinafter defined), or between the OTMDC and a business entity, trust, or estate which such Director or family member directly or indirectly controls or with respect to which such Director or family member has a material financial interest (any such transaction is hereinafter referred to as a "Conflict of Interest Transaction"). For purposes of this Article, the following persons shall be deemed to be members of a Director's family: such Director's spouse, children and step- children, the grandparents of such Director or of such Director's spouse, the lineal descendants of the grandparents of such Director or of such Director's spouse, and the spouse of each such grandparent or lineal descendant.

B) Any Director who becomes aware of an actual or potential conflict of interest on the part of such Director or on the part of a member of such Director's family must promptly disclose such interest to the Board of Directors (any such Director is hereinafter referred to as a "Conflicted Director" and any such conflict of interest is hereinafter referred to as the "Conflict"). Such Conflict shall be made a matter of record. When such Conflict becomes relevant to any matter requiring action by the Board of Directors or any committee thereof, such Conflict shall be called to the attention of the Board of Directors or such committee, as the case may be, and the Conflicted Director shall remove himself/herself from the discussions and abstain from voting on such matter.

Section 3. Permissible Conflict of Interest Transactions

The OTMDC may enter into a Conflict of Interest Transaction if, in advance of doing so, the Board of Directors takes reasonable steps to ensure that the terms of such transaction are fair and reasonable to the OTMDC under the circumstances, and (ii) documents such steps and the basis for the conclusion that such transaction is fair and reasonable to the OTMDC.

Section 4. Officers; Employees; Committee Members

The foregoing provisions of this Article shall also apply to officers and employees of the OTMDC, and to committee members.

ARTICLE IX

LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OTHERS

Article VIII of the Articles of Incorporation provides for the limit of liability and Indemnification of all OTMDC Staff and volunteers, the latter including Directors and Officers. This is accomplished broadly through the Volunteer Protection Act of 1997 and specifically through OTMDC's financial strength and liability insurance contracted through JCC; and by any other means the Board may from time to time deem appropriate. The Finance Committee will review OTMDC's liability and indemnification policy (ies) annually.

ARTICLE X

LIQUIDATION OR DISSOLUTION

In the event it is determined by the Board or by law that it is no longer practicable or desirable to continue the operation of the OTMDC, then the Board shall liquidate the holdings of the OTMDC, pay all debts, and any and all sums remaining shall be given to organizations selected by the Directors, subject to applicable law(s), and duly qualified to receive such sums. Under no circumstances and at no time shall there be any payment or re-payment to any donor of any sums contributed.

ARTICLE XI

FISCAL POLICIES

Except as from time to time otherwise determined by the Directors, the fiscal year of the OTMC shall begin on July 1 for the twelve months ending on June 30.

ARTICLE XII

AMENDMENTS

These By-Laws may at any time be amended or repealed by a vote of two-thirds (2/3) of the Directors present at a meeting at which there is a quorum, provided a copy of the proposed amendment(s) were provided to each Director at least one week prior to said meeting.