BYLAWS OF
MOASC PURCHASING NETWORK, INC.
A California Nonprofit Mutual Benefit Corporation

1. Name, Office and Purposes

1.1 Name

The name of this corporation is MOASC Purchasing Network, Inc.

1.2 Principal office of the corporation

The principal office for the transaction of the activities and affairs of this corporation is located at 1722 N. Second Avenue, Upland, CA, San Bernardino County, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location. The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

1.3 General and specific purposes

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. In the context of these general purposes, the corporation shall organize and manage a group purchasing organization for the mutual benefit of the organizations and individuals served by the Medical Oncology Association of Southern California (MOASC). The corporation shall be nonprofit.

1.4 Construction and definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

2. Member and Membership

2.1 Member

This corporation shall have one member: MOASC.

2.2 Rights of membership

The member shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, the member shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, the member shall receive a distribution of all assets remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law.

2.3 Member dues, fees, and assessments

The member must pay, within the time and on the conditions set by the board, dues, fees, and assessments in amounts to be fixed from time to time by the board.

2.8 Dissolution of Member

No membership or right arising from membership shall be transferred. All membership rights cease on the member's dissolution.

3. Meetings

3.1 Annual meeting

An annual member meeting shall be held on the second Saturday of March of each year at 10 a.m., unless the board fixes another date or time and so notifies member as provided in Sections 3.9 and 3.10 of these bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, directors shall be elected and other proper business may be transacted, subject to Sections 3.8 and 9.3 of these bylaws.

3.2 Place of meeting

Member meetings shall be held at any place within or outside California designated by the board or by the written consent of the member, given before or after the meeting. In the absence of any such designation, member's meetings shall be held at the corporation's principal office. The board may authorize the member to participate by electronic transmission or electronic video communication.

3.3 Authority for electronic meetings

If authorized by the board in its sole discretion, and subject to the requirements of consent in Corporations Code section 20(b) and guidelines and procedures the board may adopt, if the member is not physically present in person (or, if proxies are allowed, by proxy) at a member meeting, the member may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in the member meeting and be deemed present in person (or, if proxies are allowed, by proxy), and vote at the meeting, whether that

meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these bylaws.

3.4 Requirements for electronic meetings

A member meeting may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication. Any request by a corporation to the member pursuant to Corporations Code section 20(b) for consent to conduct a member meeting by electronic transmission by and to the corporation shall include a notice that absent consent of the member pursuant to Corporations Code section 20(b), the meeting shall be held at a physical location in accordance with Section 3.2 of these bylaws.

3.5 Authority to call special meetings

The board or the chairman of the board, if any, or the president, or the member, may call a special meeting of the member for any lawful purpose at any time.

3.6 Calling special meetings

A special meeting called by any person entitled to call a meeting (other than the board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the member, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a member meeting may be held when the meeting is called by the board.

3.7 Proper business of special meeting

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

3.8 General notice requirements

Whenever member is required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections 3.9 and 3.10 of these bylaws, to member. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which member may participate in the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the member. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice

is given. Except as provided in Section 3.7 of these bylaws, any proper matter may be presented at the meeting.

3.9 Manner of giving notice

Notice of any member meeting shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to the member, at the address of the member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to the member by first-class mail or facsimile or other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

3.10 Affidavit of mailing notice

An affidavit of the mailing of any notice of any member meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

3.11 Quorum

One hundred percent of the voting power shall constitute a quorum for the transaction of business at any member meeting.

3.12 Manner of voting

Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by member at the meeting.

3.13 Number of votes

Member may cast one vote on each matter submitted to a vote of the member.

3.14 Approval by majority vote

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the member unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

3.15 Waiver of notice or consent

The transactions of any member meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a

quorum is present either in person or by proxy, and (b) either before or after the meeting, member, if not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 3.8 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

4. Actions Without Meetings

4.1 Action by unanimous written consent

Any action required or permitted to be taken by the member may be taken without a meeting, if the member consents in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

4.2 Action by written ballot

Any action that member may take at any member meeting may also be taken without a meeting by complying with Sections 3.8, 3.9 and 3.10 of these bylaws.

4.3 Solicitation of written ballots

This corporation shall distribute one written ballot to member entitled. The ballot and any related material may be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission that meets the requirements of Section 3.4 of these bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) give the member an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the corporation.

4.4 Number of votes and approvals required

Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a

meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

4.5 Revoking ballots

A written ballot may not be revoked.

4.6 Filing ballots

All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least six years.

5. Record Date

5.1 Record date for notice, voting, written ballots, and other board actions

For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for

(a) sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;

(b) voting at a meeting shall be no more than 60 days before the date of the meeting;

(c) voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and

(d) taking any other action shall be no more than 60 days before that action.

5.2 Record date for actions not set by board

If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of Sections 5.1 and 5.2 of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

6. Proxies

6.1 Member's proxy rights

Member may vote either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

6.2 Solicited proxies

In an election of directors, any form of proxy that member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

6.3 Subject matter of proxy to be stated

Any revocable proxy covering matters for which a vote of member is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include amendments to the articles of incorporation; amendments to the articles or bylaws changing proxy rights; removal of directors without cause; filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the corporation; contracts or transactions between the corporation and one or more directors or between the corporation and an entity in which a director has a material financial interest; or a plan of distribution of assets other than money to member when the corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

6.4 Revocability of Proxies

No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Corporations Code section 7613. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either

(a) it is revoked by the member executing it before the vote is cast under that proxy, (i) by a writing delivered to the corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by member and presented to the meeting, or (iii) as to any meeting, by the member's personal attendance and voting at the meeting, or

(b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted.

7. General Powers

7.1 General powers

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the member, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

7.2 Specific powers

Without prejudice to the general powers set forth in Section 7.1 of these bylaws, but subject to the same limitations, the board shall have the power to do the following:

1. Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

2. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any member meeting.

3. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

4. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

8. Number of and Qualifications for Directors

8.1 Fixes number of and qualifications for directors

The authorized number of directors shall be seven. The qualifications for directors are: if a physician, to be a MOASC member and if not a physician, to be employed by a MOASC member or be approved by MOASC.

8.2 Designated directors

The member shall designate the directors. Each director shall hold office for three (3) years and until a successor director has been designated and qualified; provided, however, that for the initial term, two directors shall serve a term of three years, two shall serve a term of two years and three shall serve a term of one year.

8.3 Nominations by committee

The chairman of the board or, if none, the president shall appoint a committee to nominate qualified candidates for election to the board at least ninety (90) days before the date of any election of directors. The nominating committee shall make its report at least thirty (30) days before the date of the election, or at such other time as the board may set, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

8.4 Floor nominations

When a meeting is held for the election of directors, the member, if present at the meeting in person or by proxy, may place names in nomination.

8.5 Nominee's right to solicit votes

The board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to member the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for member to choose among the nominees.

8.6 Use of corporate funds to support nominee

If more people have been nominated for director than can be elected, no corporate funds may be expended to support a nominee without the board's authorization.

8.7 Events causing vacancies on board

A vacancy or vacancies on the board of directors shall occur in the event of (a) the death, removal, or resignation of any director, (b) the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or, if the corporation holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under Corporations Code section 7238; (c) the vote of the member or, if the corporation has fewer than 50 members, the vote of a majority of all members, to remove any director(s); (d) an increase in the authorized number of directors; or (e) a failure of the member at any member meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

8.8 Resignation of directors

Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

8.9 Removal of directors

A director who was designated as a director rather than elected by the member may be removed without cause by the person or persons who designated that director, and may not be removed without the written consent of that person or persons. Any vacancy caused by the removal of a director shall be filled as provided in Section 8.10.

Any director who does not attend three successive board meetings will automatically be removed from the board without board resolution unless (a) the director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting (if such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present), (b) the director suffers from an illness or disability that prevents him or her from attending meetings and the board by resolution waives the automatic removal procedure of this subsection; or (c) the board by resolution of the majority of board members must agree before a director who has missed three meetings may be reinstated.

8.10 Vacancies filled by board

Except for a vacancy created by the removal of a director by the member, vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 7211, or (3) a sole remaining director.

8.11 Vacancies filled by member

The member may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

8.12 No vacancy on reduction of number of directors

Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

9. Meetings of Board of Directors

9.1 Place of board meetings

Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

9.2 Meetings by telephone or other telecommunications equipment

Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

9.3 Annual and other meetings

Immediately after each annual member meeting, the board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

9.4 Authority to call special meetings

Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, the secretary, or any two directors.

9.5 Notice of special meetings

Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

9.6 Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, the provisions on (a) approval of contracts or transactions between this corporation and one or more directors or between this

corporation and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the board, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

9.7 Waiver of notice

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

9.8 Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

9.9 Notice of adjourned meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

9.10 Action without a meeting

Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the board.

9.11 Compensation and reimbursement

Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

10. Committees of Board of Directors

10.1 Creation and powers of committees

The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a

director, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may do the following:

(a) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;

(b) Fill vacancies on the board or any committee of the board;

(c) Fix compensation of the directors for serving on the board or on any committee;

(d) Amend or repeal bylaws or adopt new bylaws;

(e) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable; or

(f) Create any other committees of the board or appoint the members of committees of the board.

10.2 Executive committee

Pursuant to Section 10.1 of these bylaws, the board may appoint two or more directors of the corporation to serve as the executive committee of the board. The executive committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the executive committee shall not have the authority of the board in reference to those matters enumerated in Section 10.1. All actions of the executive committee shall be reported to and ratified by the full board at the next duly scheduled board meeting.

10.3 Audit and Finance committee

Pursuant to Section 10.1 of these bylaws, the board may appoint two or more directors of the corporation to serve as the audit and finance committee. The audit and finance committee shall be responsible for the overall fiscal policies and operations of MPN, principally through the following activities:

a) Establish and review fiscal policies, guidelines, operations and procedures that will insure the financial integrity of MPN and foster its purpose and mission.
b) Recommend to the Board of Directors the selection of an independent auditing firm to conduct an audit of the financial statements of MPN. Review with the approved auditor the scope of the audit, the responsibilities of the firm and its fees for the audit. Review the audit report and management letter with the auditor and report findings to the Board of Directors.
c) Review financial reports of MPN with an emphasis on sound fiscal practice.
d) Review periodically the banking and other financial relationships of MPN.

e) Review the gift and contribution acceptance policies, as well as the grants and sponsorship policies of MPN and monitor conformance.
f) Report to the Board of Directors on all of the above charges and, when appropriate, recommend actions or changes that will enhance MPN's fiscal performance.

10.4 Provider Relations committee

Pursuant to Section 10.1 of these bylaws, the board may appoint two or more directors of the corporation to serve as the provider relations committee. The Provider Relations Committee is to provide guidance in implementing and maintaining programmatic/operational procedures. This Committee also serves as a liaison between MPN, contract member practices, and MPN approved distributor. All activity of the provider relations committee shall be reported to and ratified by the full board at the next duly scheduled board meeting.

10.5 Meetings and action of committees

Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

11. Officers of the Corporation

11.1 Offices held

The officers of this corporation shall be a president, a secretary, and a chief financial officer. The corporation, at the board's discretion, may also have a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Section 11.3 of these bylaws. Any number of offices may be held by the same person.

11.2 Election of officers

The officers of this corporation, except any appointed under Section 11.3 of these bylaws, shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract.

11.3 Appointment of other officers

The board may appoint and authorize the chairman of the board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

11.4 Removal of officers

Without prejudice to the rights of any officer under an employment contract, the board may remove any officer with or without cause. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.

11.5 Resignation of officers

Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

11.6 Vacancies in office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

12. Responsibilities of Officers

12.1 President

Subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all member meetings and, in the absence of the chairman of the board, or if none, at all board meetings. The president shall have such other powers and duties as the board or the bylaws may require.

12.2 Vice presidents

If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may require.

12.3 Secretary

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of member meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at member meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, and class of membership, if applicable.

The secretary shall give, or cause to be given, notice of all member meetings, of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

12.4 Chief financial officer

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the member and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The chief financial officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (ii) disburse the corporation's funds as the board may order; (iii) render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the board or the bylaws may require.

If required by the board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

12.5 Contracts with directors

No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (a) the material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon; or (b) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before consideration by the board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested director.

13. Loans, Indemnification and Insurance

13.1 Loans to directors and officers

This corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the corporation or of its parent, affiliate, or subsidiary unless (a) the board decides that the loan or guaranty may reasonably be expected to benefit the corporation, and (b) before consummating the transaction or any part of it, the loan or guaranty is approved by either the members, without counting the vote of the director or officer, if a member, or the vote of a majority of the directors then in office, without counting the vote of the director who is to receive the loan or guaranty.

13.2 Indemnification

To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees, and other persons described in Corporations Code section 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code section 7237(b) or section 7237(c), the board shall promptly decide under Corporations Code section 7237(e) whether the applicable standard of conduct set forth in Corporations Code section 7237(b) or section 7237(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a member meeting. At that meeting, the member shall determine under Corporations Code section 7237(e) whether the applicable standard of conduct has been met and, if so, the member, if present at the meeting in person or by proxy, shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

13.3 Insurance

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer,

director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

14. Corporate Records

14.1 Maintenance of corporate records

This corporation shall keep the following:

(a) Adequate and correct books and records of account;

(b) Minutes of the proceedings of its member, board, and committees of the board; and

(c) A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

14.2 Membership records

Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(a) Inspect and copy the records containing member's names, addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or

(b) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of member as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

14.3 Accounting records and minutes

On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the member, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

14.4 Maintenance and inspection of articles and bylaws

This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the member at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

14.5 Directors' right to inspect

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

15. Reports

15.1 Annual report

The board shall cause an annual report to be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;

(b) A statement of the place where the names and addresses of current members are located; and

(c) Any information required by Section 15.2 of these bylaws.

This corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this

bylaw, on written request by a member, the board shall promptly cause the most recent annual report to be sent to the requesting member. If the board approves, the corporation may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

This Section shall not apply if the corporation receives less than $10,000 in gross revenues or receipts during the fiscal year.

15.2 Annual statement of certain transactions and indemnifications

As part of the annual report to member, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail, deliver, or send by electronic transmission to member and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

(a) Unless approved by member under Corporations Code section 7233(a), any transaction (i) to which the corporation, its parent, or its subsidiary was a party, (ii) which involved more than $50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than $50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

(1) Any director or officer of the corporation, its parent, or its subsidiary;

(2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than $10,000 paid during the fiscal year to any officer or director of the corporation under Section 13.1 of these bylaws, unless the loan or guaranty is not subject to Corporations Code section 7235(a).

16. Miscellaneous

16.1 Amendment by board subject to limitation by member

Subject to the member's rights under Sections 16.2 and 16.4 of these bylaws, the board may adopt, amend, or repeal bylaws unless doing so would

1. materially and adversely affect the member's rights as to voting, dissolution, redemption, or transfer;

2. increase or decrease the number of members authorized in total or for any class;

3. effect an exchange, reclassification, or cancellation of all or part of the memberships; or

4. authorize a new class of membership.

16.2 Changes to number of directors

Once members have been admitted to the corporation, the board may not, without the members' approval, specify or change any bylaw that would

a. fix or change the authorized number of directors,

b. fix or change the minimum or maximum number of directors, or

c. change from a fixed number of directors to a variable number of directors or vice versa.

16.3 Greater vote requirement

If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

16.4 Member's approval required

Without the approval of the member, the board may not adopt, amend, or repeal any bylaw that would

(a) increase or extend the terms of directors;

(b) allow any director to hold office by designation or selection rather than by election by the member;

(c) increase the quorum for member meetings;

(d) repeal, restrict, create, expand, or otherwise change proxy rights; or

(e) authorize cumulative voting.

16.5 Designation of directors

Any provision of these bylaws providing for the designation or selection, rather than election, of any director or directors may be adopted, amended, or repealed only by approval of the member, subject to the consent of the person or persons entitled to designate or select any such directors.

16.6 Amendment by member

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the member. No amendment may extend a director's term beyond that for which the director was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of MOASC Purchasing Network, Inc., a California nonprofit mutual benefit corporation; that these bylaws, consisting of 22 pages, are the bylaws of this corporation as adopted by the board of directors on September 10, 2007; and that these bylaws have not been amended or modified since that date.

Executed on September 10, 2007, at Upland, California.

_____
_____ __, Secretary

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BYLAWS

OF

MOASC PURCHASING NETWORK, INC.

A California Nonprofit Mutual Benefit Corporation