

BYLAWS

Of

OEMR

A NORTH CAROLINA NON PROFIT

ARTICLE I - OFFICES

Section 1 - Registered Office. The corporation shall continuously maintain in the State of North Carolina a registered office that may be the same as its principal office, and a registered agent as required by the North Carolina Nonprofit Corporation Act. The address of the registered office may be changed from time to time by the board of directors.

Section 2 - Principal Office. The Board of Directors may designate a principal office, and have such other offices, either within or without the State of North Carolina, as the business of the corporation may require from time to time.

ARTICLE II - PURPOSE

OEMR was formed to ensure that all people, regardless of race, socioeconomic status or geographic location, have access to high-quality medical care through the donation of free, open source medical software and service relating to that software. OEMR was formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt under Sections 501(c)(3) and 170(c)(2) of the United States Internal Revenue Code of 1986 and any subsequent revisions of that code. The organization is a charitable corporation, as defined in NCGS§55A-1-40 (4).

ARTICLE III - MEMBERS

Section 1 - Election of Members. The corporation may admit any individual or legal entity as a member. An affirmative vote of a majority of the directors shall be required for admission. Other requirements for admission may be set forth in a resolution adopted by the directors. No person shall be admitted as a member without his or her consent. Except as provided in the articles of incorporation or by-laws, the corporation may admit members for no consideration or for such consideration as is determined by the board of directors.

Section 2 - Rights and Obligations of Members. Unless the articles of incorporation or by-laws provide otherwise, each member is entitled to one vote on each matter voted on by the members. All members shall have the same rights and obligations with respect to voting, dissolution, redemption and transfer, unless the articles of incorporation or these by-laws establish classes of membership with different rights or obligations. All members shall have the same rights and obligations with respect to any other matters, except as set forth and authorized by the articles of incorporation or these by-laws.

Section 3 - Transfer of Membership. Except as set forth or authorized by the articles of incorporation or these by-laws, no member of the corporation may transfer a membership or any right arising therefrom. Where transfer rights have been provided, no restriction on them shall be binding with respect to a member holding a membership issued prior to the adoption of the restriction unless the restriction is approved by the members and the affected member.

Section 4 - Resignation of Member. A member may resign at any time by filing a written resignation with any corporate officer. The resignation of a member does not relieve the member from any obligations the member may have to the corporation.

Section 5 - Termination of Membership. No member may be expelled or suspended, and no membership or memberships may be terminated or suspended except pursuant to the procedure provided herein carried out in good faith. The affected member must receive not less than 15 days prior written notice of the expulsion, suspension or termination and the reasons therefore and an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by the board or a person or persons authorized by the board to decide that the proposed expulsion, termination or suspension not take place. Any written notice given by mail must be given by first-class or certified mail sent to the last address of the member shown on the corporation's records. Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension or termination. A member who has been expelled or suspended may be liable to the corporation for dues, assessments or fees.

ARTICLE IV - CERTIFICATES OF MEMBERSHIP

Section 1 - Certificates of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board of directors. Such certificates shall be signed (either manually or in facsimile) by the Chairman of the Board of Directors, and may be sealed with the corporate seal. If the person who signed (either manually or in facsimile) a share certificate no longer holds office when the certificate is issued, the certificate is nevertheless valid.

All certificates evidencing membership shall be consecutively numbered or otherwise identified. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. In the case of a lost, destroyed, or mutilated certificate, a new one may be issued therefore upon such terms and conditions as the board of directors may prescribe.

Section 2 - Issuance of Certificates. When a member has been elected to membership a certificate of membership shall be issued in his name and delivered to him by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of Article IV.

ARTICLE V - MEETINGS OF MEMBERS

Section 1 - Annual Meeting. The Members shall meet at least once a year at a time designated by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. Annual meetings of the members must be preceded by at least two weeks' notice of the date, time and place of the meeting, pursuant to Article XIV of these by-laws. At

the annual meeting, the Executive Director shall report on the activities and financial condition of the corporation and the members shall consider and act upon such other matters as may be raised consistent with these by-laws.

If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 2 - Special Meetings. The corporation shall hold a special meeting of members (1) on call of its board of directors, (2) on call of the Executive Director, or (3) if the holders of at least twenty five percent (25%) of the voting power sign, date and deliver to the Executive Director or any member of the Board of Directors one or more written demands for the meeting describing the purpose or purposes for which it is to be held. The close of business on the 30th day before delivery of the demand for a special meeting to any corporate officer is the record date for the purpose of determining whether the five percent requirement of this section has been met. Special meetings of the members must be preceded by at least two weeks' notice of the date, time and place of the meeting, pursuant to Article XIV of these by-laws. If notice for a special meeting demanded under this section is not given pursuant to these by-laws within 30 days after the date the written demand is delivered to a corporate officer a person signing the demand may set the time and place of the meeting and give notice pursuant to Article XIV of these by-laws.

Section 3 - Place of Meeting. The board of directors may designate any place, either in or out of the State of North Carolina, for any annual meeting or for any special meeting of members. A valid waiver of notice signed by all members entitled to notice may designate any place, either in or out of the State of North Carolina, as the place for any annual meeting or for any special meeting of members.

Section 4 - Closing of Transfer Books or Fixing of Record Date. The board of directors of the corporation may fix a date as the record date for determining the members entitled to notice of a members' meeting, to vote at a members' meeting, or to exercise any rights in respect of any other lawful action. A record date may not be more than 70 days before the meeting or action requiring a determination of members occurs. If no such record date is fixed, members at the close of business on the business day preceding the day on which the meeting is held, are entitled to notice of the meeting; members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting; and members at the close of business on the day on which the board adopts the resolution to the exercise of any rights in respect of any other lawful action, or the 60th day prior to the date of such other action, whichever is later, are entitled to exercise such rights. A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the board of directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than 70 days after the record date for determining members entitled to notice of the original meeting.

Section 5 - Voting Lists. After fixing a record date for a notice of a meeting, the corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting. The list must show the address and number of votes each member is entitled to vote at the meeting.

The list of members must be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A member, a member's agent, or his attorney is entitled, on written demand, to

inspect and, subject to the requirements of applicable law, to copy the list at a reasonable time and at the member's expense, during the period it is available for inspection. The corporation shall make the list of members available at the meeting, and any member, a member's agent, or his attorney is entitled to inspect the list at any time during the meeting or any adjournment.

Section 6 - Quorum. A majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice except as may be required by Article V, Section 4, of these by-laws or by applicable law. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 7 - Proxies. Unless the articles of incorporation or these by-laws prohibit or limit proxy voting, a member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form; provided, that no proxy shall be valid for more than three years from its date of execution. An appointment of a proxy is revocable by the member.

The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. Appointment of a proxy is revoked by the person appointing the proxy (1) attending any meeting and voting in person; or (2) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

Subject to applicable law and any express limitation on the proxy's authority appearing on the face of the appointment form, the corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment.

Section 8 - Voting of Members. Except as provided below or unless the articles of incorporation or these by-laws provide otherwise, each member is entitled to one vote on each matter voted on by the members. Unless applicable law, the articles of incorporation or these by-laws require a greater vote, if a quorum is present, the affirmative vote of the votes represented and voting (which affirmative votes also constitute a majority of the required quorum) is the act of the members. Unless otherwise provided in the articles of incorporation or these by-laws, directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.

Section 9 - Voting by Certain Members. Memberships standing in the name of another corporation may be voted by such officer, agent or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Section 10 - Informal Action by Members; Ballots.

(a) Unless limited or prohibited by the articles of incorporation or these by-laws, action required or permitted by applicable law to be approved by the members may be approved without a meeting of members if the action is approved by members holding at least 80% of the voting power. The action must be evidenced by one or more consents describing the action taken, signed by those members

representing at least 80% of the voting power, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. If not otherwise determined under applicable law, the record date for determining members entitled to take action without a meeting is the date the first member signed such consent. A consent signed under this section has the effect of a meeting vote and may be described as such in any document filed with the Secretary of State. Written notice of member approval pursuant to this section shall be given to all members who have not signed the written consent. If written notice is required, member approval pursuant to this section shall be effective 10 days after such written notice is given.

(b) Except as provided below and unless prohibited or limited by the articles of incorporation or these by-laws, any action which may be taken at any annual or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; and (iii) specify the time by which a ballot must be received by the corporation in order to be counted. Except as otherwise provided in the articles of incorporation or these by-laws, a written ballot may not be revoked.

Section 11 - Corporation's Acceptance of Votes. If the name signed on a vote, consent, waiver or proxy appointment corresponds to the name of a member, the corporation, if acting in good faith, is entitled to accept the vote, consent, waiver or proxy appointment and give it effect as the act of the member.

If the name signed on a vote, consent, waiver or proxy appointment does not correspond to the name of a member, the corporation, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver or proxy appointment and give it effect as the act of the member if (1) the member is an entity and the name signed purports to be that of an officer or agent of the entity; (2) the name signed purports to be that of an administrator, executor, guardian or conservator representing the member, and, if the corporation requests, evidence of fiduciary status acceptable to the corporation has been presented with respect to the vote, consent, waiver or proxy appointment; (3) the name signed purports to be that of a receiver or trustee in bankruptcy of the member, and, if the corporation requests, evidence of this status acceptable to the corporation has been presented with respect to the vote, consent, waiver or proxy appointment; (4) the name signed purports to be that of a pledgee, beneficial owner or attorney-in fact of the member, and, if the corporation requests, evidence acceptable to the corporation of the signatory's authority to sign for the member has been presented with respect to the vote, consent, waiver or proxy appointment; or (5) two or more persons hold the membership as cotenants or fiduciaries, and the name signed purports to be the name of at least one of the co-holders and the person signing appears to be acting on behalf of the co-owners. Unless the articles of incorporation provide otherwise, if a membership stands of record in the names of two or more persons, their acts with respect to voting shall have the following effect: (i) if only one votes, such act binds all, and (ii) if more than one votes, the vote shall be divided on a pro-rata basis.

The corporation is entitled to reject a vote, consent, waiver or proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - General Powers. All organizational powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the organization shall be managed under the direction of the Board. The board is responsible for overall policy and direction of the organization. The board delegates responsibility for day-to-day operations to the organization's Executive Director; however, the Board must approve all budgets.

Section 2 - Number, Election, Tenure and Qualifications. The number of directors of the corporation shall be not less than three (3) nor more than fifteen (15). The Initial Board of Directors shall be appointed by the Incorporator at the Organizational Meeting. All the directors, except the initial directors, shall be elected at the first annual meeting of members, and at each annual meeting thereafter, unless the articles of incorporation or by-laws provide some other time or method of election or provide that some of the directors are appointed by some other person or designated.

The terms of the initial directors of the corporation expire at the first annual members' meeting at which directors are elected. All board members will serve one-year terms and are eligible for re-election. A decrease in the number of directors or term of offices does not shorten an incumbent director's term. Except as otherwise provided in the articles of incorporation or these by-laws, the term of a director filling a vacancy in the office of a director elected by members expires at the next election of directors by members, and the term of a director filling any other vacancy expires at the end of the unexpired term which such director is filling. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated or appointed and qualifies, or until there is a decrease in the number of directors. A director must be an individual.

Section 3 - Resignation, Termination and Removal of Directors. Resignation from the board must be made in writing and received by the secretary. Board members will be terminated after three unexcused absences during his or her term.

The members may remove one or more directors elected by them without cause. A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

The board of directors of a corporation may remove a director without cause who has been elected by the board by the vote of two-thirds of the directors then in office or such greater number as is set forth in the articles of incorporation or these by-laws.

Except as otherwise provided in the articles of incorporation or these by-laws, an appointed director may be removed without cause by the person appointing the director. The person removing the director shall do so by giving written notice of the removal to the director and either the presiding officer of the board or the corporation's president or secretary. A removal is effective when the notice is received unless the notice specifies a future effective date.

Section 4 - Regular Meeting. Regular meetings of the board of directors shall be held quarterly, at such date, time and place as set by the board of directors. Regular meetings of the board of directors must be preceded by at least two weeks' notice of the date, time and place of the meeting, pursuant to Article XIV of these by-laws. If no place for the meeting has been designated in the notice, the meeting shall be held

at the principal office of the corporation. The notice need not describe the purpose of the special meeting unless required by the articles of incorporation or these by-laws.

Section 5 - Special Meetings. Special meetings of the board of director may be called by or at the request of the Executive Director or any two directors. Special meetings of the board of directors must be preceded by at least two days' notice of the date, time and place of the meeting, pursuant to Article XIV of these by-laws. If no place for the meeting has been designated in the notice, the meeting shall be held at the principal office of the corporation. The notice need not describe the purpose of the special meeting unless required by the articles of incorporation or these by-laws.

Section 6 - Place of Meetings. The board of directors may hold regular or special meetings in or out of the state of North Carolina.

Section 7- Agendas. Agendas are set by the Board Chair and should contain a comments period at the end of each agenda where individual members can express concerns or make motions to add additional items to the agenda.

Section 8 - Quorum. Except as otherwise provided by applicable law, the articles of incorporation or these by-laws, a quorum of the board of directors consists of a majority of the directors in office immediately before the meeting begins. If less than such number necessary for a quorum is present at a meeting, the Board members may not take action, except to adjourn the meeting.

Section 9 - Voting. Votes are determined by a majority, unless the articles of incorporation or these by-law provide otherwise. Each member of the Board has one vote on any matter that comes before the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors unless applicable law, the articles of incorporation or these by-laws require the vote of a greater number of directors.

Section 10 - Action Without a Meeting. Unless the articles of incorporation or these by-laws provide otherwise, action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. Such a consent has the effect of a meeting vote and may be described as such in any document..

Section 11 - Nominations: Any member of the Board of Directors or Member of the corporation can nominate a person to sit on the board. Those nominated may decline their nomination and will then be removed from the ballot. Nominations and a letter stating why the person was nominated should be turned in to the secretary and distributed by the nominating member at least one week prior to the meeting when the vote will take place.

Section 12 - Vacancies: When a vacancy exists on the board, nominations will be taken according to the policy outlined in Section 11 and elected by the Board of Directors. If the directors remaining in office constitute fewer than a quorum of the Board, they shall fill the position by a three-fourths (3/4) majority vote of those remaining in office.

Section 13 - Compensation. The board will not be financially compensated, either directly or indirectly, other than reasonable expenses.

Section 14 - Officers and Duties: There shall be four officers of the Board of Directors. A single person may fulfill the duties of three or fewer officer positions. The board officers consist of a Chair, Vice-chair, Secretary and Treasurer. Officers should be elected by the board at the first meeting of the calendar year. Duties are as follows:

- (a) The Chair shall set the agenda for all meetings, convene all meetings of the board and shall preside over all meetings. If the Chair is unable to fulfill this duty, the Vice-chair shall take his or her place at the meeting.
- (b) The Vice-chair is also responsible for chairing all standing committees, with the exception of finance, which will be chaired by the Treasurer.
- (c) The Secretary is responsible for keeping records of Board actions, including overseeing the taking of minutes at all board and committee meetings. The Secretary is responsible for sending out proper meeting announcements and distributing copies of minutes and the agenda to each board member. The secretary also maintains corporate records, as needed.
- (d) The Treasurer shall make a report at each board meeting that summarizes the organization's financial health and any major financial changes that have occurred between meetings. The Treasurer will assist in the preparation of the budget for a vote and shall distribute budget materials, as needed. The Treasurer shall also help develop fund-raising plans and make financial information available to board members and the public. The Treasurer will chair the Finance Committee. If the Secretary is unable to perform his or her duties, the treasurer will fulfill those duties. If the Treasurer is unable to fill his or her duties, the Board Chair will be responsible for carrying out those duties.

Section 15 - Participation by Telephonic or Other Means. Unless the articles of incorporation or these by-laws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VII - COMMITTEES

Section 1 – Formation and Dissolution. The board may form committees for specific stated purposes that are defined at the time of formation. The board must determine how long the committees will be allowed to exist at the time of their creation. Committees dissolve when their stated time limit is reached or may dissolve beforehand if their purpose is no longer needed or appropriate. The Board may vote to extend or cut short a committee's existence period.

Section 2 – Standing Committees. Standing committees are the finance committee, personnel committee and executive committee. The Board may add additional standing committees with a majority vote. Standing committees may be dissolved with a majority vote.

- (a) **Executive Committee.** The Board's five officer positions make up the Executive Committee. The Executive Committee shall review the performance of the Executive Director.
- (b) **Finance Committee.** The Treasurer is the chair of the Finance Committee, which is responsible for developing and reviewing fiscal procedures, a fund raising plan, and an annual budget with staff and other board members. The full Board must approve the budget

and all expenditures must be in the budget. Any major change in the budget should be approved first by the Finance committee and then by the full Board of Directors. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board and must show income, expenditures and expected future income. The financial records of the organization are public information and shall be made available to Board members and to the public.

- (c) **Personnel Committee.** The Personnel Committee is in charge of bringing a nomination for Executive Director to the full Board of Directors for a two-thirds majority vote. The Personnel Committee shall function as a grievance committee and is also responsible for developing a personnel policy, which must be approved by the full Board.

Section 3 – Committee Chairs. All standing committees are chaired by the Vice-Chair of the Board, with the exception of the finance committee, which is chaired by the Treasurer. The Board Chair appoints all other committee chairs. Committee chairs must be members of the board.

ARTICLE VIII - EXECUTIVE DIRECTOR AND STAFF

Section 1 – General Powers. The Executive Director is in charge of day-to-day operations of the organization, including carrying out the organization's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the organization, answer Board members' questions and carry out other duties, as assigned by the Board.

Section 2 – Board Meetings. The executive director is expected to attend all board meetings, if possible, and is required to serve on the board.

Section 3 – Board Questions. The board should direct questions about the day-to-day operations of the organization to the Executive Director. He or she will then obtain a suitable answer and report back to the Board.

Section 4 – Staff. The Executive Director is in charge of hiring, supervising and firing staff, if needed.

Section 5 – Other Powers The Executive Director may sign, with approval of the Board, organization deeds, mortgages, bonds, contracts or other Board authorized instruments.

Section 6 – Fiscal Responsibilities. The Executive Director shall, in good faith, have the following fiscal responsibilities:

- (a) Custody of and be responsible for all funds and securities of the organization;
- (b) Receive and give receipts for monies due and payable to the corporation from any source, and deposit all monies in the corporation's name in banks, trust companies, or other depositories that the Board selects;
- (c) Submit the books and records to a Certified Public Accountant or other accountant for annual audit or review; and
- (d) In general, guard the safety of the organization's funds and avoid any misappropriation of the organization's funds, as well as perform other financial duties, as directed by the Board.

ARTICLE IX - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 – Contract. The Executive Director may enter into and execute contracts on behalf of the corporation with the approval of the Board of Directors. The Board may authorize other agents to enter into and execute contracts.

Section 2 – Loans and Lending. The organization will not lend money, either to individuals or to other organizations or corporations. The organization shall not allow anyone to borrow money on behalf of the organization, unless specifically authorized by the Board of Directors.

Section 3 – Checks, Drafts, etc. The Executive Director is authorized to sign and issue all corporation checks, drafts, or other orders for payment of money, and notes or other evidence of indebtedness. The Board may authorize other agents to sign and issue checks.

Section 4 – Deposits. The Executive Director and Treasurer should oversee the deposit of all corporation funds in banks or other depositories. The Board may authorize the exact banks and depositories.

ARTICLE X - BUDGETING

Section 1 – Approval. Final approval of the organization's budget will be made by the Board and will be based on a three-fourths majority vote.

Section 2 – Preparation. The budget will be prepared by the organization's Executive Director and staff, with the assistance of the Treasurer.

Section 3 – Distribution. Copies of the proposed budget must be distributed to Board members at least two weeks before the Board votes on the proposal.

Section 4 – Modifications. Major modifications to the budget must be made by the Executive Director with the approving vote of a majority of the board.

ARTICLE XI - RECORDS

Section 1 – Corporate Records. The organization shall keep a permanent record of the minutes of all of its Board of Directors meetings, with a record of all actions taken by the Board, with or without a meeting, and minutes of all committee meetings. Minutes and accounting records should be kept at the organization headquarters. The records should be maintained in either printed or electronic format and should be easily accessed for public review and copies.

Section 2 – Other Records The organization shall keep a copy of the following records at its principal headquarters:

- (a) Its Articles of Incorporation and any revisions to that document;
- (b) Its by-laws and any revisions to that document;
- (c) Resolutions adopted by the Board of Directors;

- (d) The financial statements given to the Board of Directors;
- (e) Agendas and informational materials for meetings of the Board of Directors;
- (f) A list of the current Board members and Executive Director, and their addresses available for public inspection; and
- (g) A copy of the organization's Annual Report.

ARTICLE XII - CORPORATE SEAL

The corporate seal, if any, shall be in the form as affixed hereto below.

ARTICLE XIII - INDEMNIFICATION

Section 1 – Directors and Officers. To the fullest extent allowed by the laws of the state of North Carolina, including future amendments of those laws, the organization shall indemnify and hold harmless each Director and officer of the organization against any and all claims, liabilities and expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred and arising from any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position, with the exception of the following:

- (a) Any breach of such person's duty of loyalty to the organization;
- (b) Any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful;
or
- (c) Any transaction from which such person derived any improper personal benefit.

Section 2 – Determination of Entitlement. The decision concerning whether a Director or officer seeking indemnification has satisfied the provisions of Section 1 shall be made by a majority vote of a quorum of the Board of Directors who are not part of the action, lawsuit or proceeding.

Section 3 – Employees and Agents. The Board of Directors may vote to indemnify and hold harmless employees and agents of the organization and former employees and agents, as the Board deems necessary.

ARTICLE XIV - NOTICE

Notice may be oral or written. Notice may be communicated in person, by telephone, telegraph, telefax, or other form of wire or wireless communication, or by mail or private carrier. If these forms of

personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication.

Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received;
- (b) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed;
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- (d) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first-class, registered or certified postage affixed.

Written notice is correctly addressed to a member of a domestic or foreign corporation if addressed to the member's address shown in the corporation's current list of members. Oral notice is effective when communicated if communicated in a comprehensible manner.

A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's address shown in the corporation's current list of members, or in the case of members who are residents of the same household and who have the same address in the corporation's current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

Written notice is correctly addressed to a domestic or foreign corporation (authorized to transact business in this state), other than in its capacity as a member, if addressed to its registered agent or to its secretary at its principal office shown in its most recent status report or, in the case of a foreign corporation that has not yet delivered a status report, in its application for a certificate of authority.

If applicable law prescribes notice requirements for particular circumstances, those requirements govern. If the articles of incorporation or these by-laws prescribe notice requirements not inconsistent with this section or other provisions of applicable law, those requirements govern.

ARTICLE XV – WAIVER OF NOTICE; ASSENT TO ACTIONS

Section 1 – Written Waiver. A member or director of the corporation may waive any notice required by applicable law, the articles of incorporation or these by-laws, before or after the date and time stated in the notice. Except as provided below, the waiver must be in writing, be signed by the member or director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

Section 2 – Waiver by Attendance. A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director objects, pursuant to Section 3, below, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. A member's attendance at a meeting (i) waives objection to lack of notice or

defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3 – Assent to Actions. A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless (1) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting business at the meeting; (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention shall not be available to a director who votes in favor of the action taken.

ARTICLE XVI – FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the thirty first day of December in each year.

ARTICLE XVII – PROHIBITED ACTIVITIES

Section 1- Prohibited Transactions. No one connected with the organization shall, at any time, receive any of the net earnings or profit from the operations of the organization; provided that this shall not interfere with the organization's payment of reasonable compensation for services rendered to or for the organization. Neither the organization nor its Board, officer, or staff have any power to cause the organization to do any of the following with related parties (any person who has made a substantial contribution to the organization, or with a brother, sister, spouse, ancestor, or descendant of the person giving, or with a corporation controlled by the person giving):

- (a) Make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;
- (b) Sell any substantial part of its assets or property, for less than an adequate consideration in money or money's worth.

Section 2- Prohibited Activities: Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3- Propaganda: No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not intervene in any political campaign, including publishing or distributing of statements either on behalf of or in opposition to any political candidate for public office.

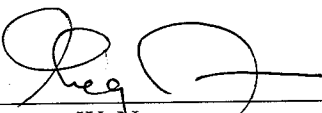
Article XVIII - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the domicile of the corporation is then located, exclusively for such purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIX - AMENDMENTS

These by-laws may be amended, when necessary, by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted in writing to the Secretary and sent out at least two weeks prior to the meeting when the vote will take place.

The foregoing By-Laws of OEMR, Articles I through XIX, were approved unanimously by the Board of Directors on October 25, 2010.



Gregory W. Neuman
Secretary

10-28-10
Date