

**AMENDED & RESTATED BYLAWS AND
INTERGOVERNMENTAL COOPERATION AGREEMENT
OF
COMCARE**

THESE AMENDED AND RESTATED BYLAWS AND INTERGOVERNMENTAL COOPERATION AGREEMENT, effective as of November 25, 2003, by and among the subscribing Counties of the Commonwealth of Pennsylvania (each a “Member” and collectively the “Members”),

WITNESSETH:

WHEREAS, the Pennsylvania Department of Public Welfare (the “DPW”) has implemented a waiver program known as “HealthChoices” under §1915(b) of Title XIX of the Social Security Act (49 Stat. 620, 42 U.S.C. §1396n(b)) to provide mandatory managed physical and behavioral health services to eligible recipients of Medicaid in the Commonwealth of Pennsylvania; and

WHEREAS, under HealthChoices counties have been provided with the first opportunity to contract with DPW to provide behavioral health services to their residents who are eligible Medicaid recipients; and

WHEREAS, the Members desire to form COMCARE, by intergovernmental cooperation agreement, for the purpose of assisting Member Counties in the provision of behavioral health services to their eligible Medicaid recipients and, where feasible, base service recipients, to further serve these needs of their respective citizens (the “Services”).

NOW THEREFORE, in consideration of the mutual covenants hereinafter set forth, and intending to be legally bound, the Members agree as follows:

**ARTICLE I
FORMATION**

Section 1. Intergovernmental Cooperation Agreement. By these Bylaws, and pursuant to 53 Pa.C.S. §§ 2301-2315 (commonly referred to as the Intergovernmental Cooperation Act), the Members hereby form a separate, independent and self-sustaining governmental and legal entity.

Section 2. Name. The name of the entity formed hereby shall be COMCARE.

Section 3. Offices. The Board of Directors shall designate an office as the principal office of COMCARE. The principal office shall be located in the Commonwealth of Pennsylvania. COMCARE shall have such other offices as the Board of Directors may determine. Such other offices need not be located in the Commonwealth of Pennsylvania.

Section 4. Nonstock Basis; Members. COMCARE is organized on a nonstock basis. COMCARE shall have Members, each of which shall be a County of the Commonwealth of Pennsylvania.

Section 5. Term of Existence. COMCARE shall exist perpetually.

Section 6. Purposes. COMCARE does not contemplate pecuniary gain or profit, incidental or otherwise. COMCARE is formed exclusively for, and the nature of the activities to be conducted and the purposes to be promoted by COMCARE exclusively shall be, for public purposes within the purview of the County Codes of the Commonwealth of Pennsylvania which govern the powers and activities of Members. COMCARE is organized and operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of its Members. Without limiting the generality of the foregoing, the purposes of COMCARE shall be:

(a) to assist Members (and intergovernmental cooperation agreements and nonprofit corporations to which Members are parties or of which Members are members, for the purpose of providing Services (each a “Joinder”)) in the implementation of HealthChoices and the provision of Services under HealthChoices. Such assistance shall include, but shall not be limited to, dissemination of information, group procurement, and provision of financial services and insurance to Members; and

(b) to do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by the Members individually under the County Codes of the Commonwealth of Pennsylvania, and which are not otherwise prohibited by these Bylaws.

Section 7. Restrictions. No part of the net earnings of COMCARE shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that COMCARE shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth herein. COMCARE shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. Any other provision of these Bylaws to the contrary notwithstanding, COMCARE shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 115(1) of the Internal Revenue Code of 1986, as amended. These Bylaws shall not be altered or amended in derogation of the provisions of this Section.

Section 8. Income and Assets. All income and assets of COMCARE shall be at all times dedicated to the exclusive benefit of its Members.

Section 9. Dissolution. Upon the dissolution of COMCARE, after payment or provision for the payment of all of its liabilities, its remaining assets shall be distributed to the Members, equitably in accordance with a schedule of distribution determined by the Board of Directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of COMCARE is then located, exclusively for such purposes. Upon the sale of substantially all of the assets or the dissolution of COMCARE, any surplus shall not be utilized for the private interest of any person.

Section 10. Applicability of the Pennsylvania Nonprofit Corporation Law. The internal governance of COMCARE shall be conducted in accordance with the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as the same may be amended from time to time, and to the extent the same are not inconsistent with these Bylaws (“PaNPCL”). For such purpose, the provisions of the PaNPCL which are not inconsistent with these Bylaws are incorporated herein by reference.

ARTICLE II MEMBERS

Section 1. Members. There shall be one class of members which shall consist solely of counties of the Commonwealth of Pennsylvania which meet the criteria for membership and pay the fees as hereinafter set forth.

Section 2. Application and Membership Requirements. The following requirements shall apply to all applicants for membership and Members of COMCARE:

(a) Each County of the Commonwealth of Pennsylvania listed in Exhibit “A” attached hereto, each of which is a Member of COMCARE on the effective date of these Bylaws, shall continue as a Member after the effective date of these Bylaws without further act or deed, and shall be subject to the provisions of these Bylaws from such effective date, provided the governing body of the Member has heretofore passed an ordinance and satisfied the other conditions for entering into intergovernmental cooperation under the Intergovernmental Cooperation Act.

(b) Any County of the Commonwealth of Pennsylvania which is not a Member of COMCARE on the effective date of these Bylaws may apply for membership in COMCARE and, upon satisfaction of the following conditions, shall become a Member:

i. the applicant shall have met the membership criteria established by the Board of Directors and shall have provided the Executive Director with information sufficient to show that it meets such membership criteria;

ii. the governing body of the applicant shall have passed an ordinance and satisfied the other conditions for entering into intergovernmental cooperation under the Intergovernmental Cooperation Act; and

iii. the applicant shall have executed these Bylaws in the manner required by law for it to incur binding contractual obligations.

(c) Each Member shall fulfill all obligations and duties set forth in these Bylaws. The withdrawal or expulsion of any Member shall not affect these Bylaws or the continued existence of COMCARE, or any obligation of the withdrawn or expelled Member arising prior to the effective date of its withdrawal or expulsion.

(d) COMCARE is authorized to levy contributions in the nature of dues (“Dues”) on the Members as established by the Board of Directors. Each Member shall pay such

Dues when due and shall use its best efforts to provide appropriations for the payment of such Dues.

(e) Each Member acknowledges and agrees that these Bylaws may be amended, altered or modified by the procedures set forth in these Bylaws.

(f) Each Member further agrees that if an adverse decision is rendered by the Delegates in any dispute, except expulsion from membership, and the dispute cannot be resolved by the parties, then the parties shall submit the dispute to the Court of Common Pleas of the county in which COMCARE's principal office is located. Each Member consents to the jurisdiction of and the laying of venue in such Court, and waives any claim that such Court is an inconvenient forum in which to litigate the dispute.

Section 3. Withdrawal.

(a) Any Member may withdraw from COMCARE at the end of a fiscal year, provided that the Member notifies the Executive Director in writing of its intent to withdraw at least ninety (90) days prior to the end of the fiscal year.

(b) Any Member may withdraw from COMCARE within ninety (90) days after notification that Dues have been increased or that any other cost or assessment of any nature that the Member will be expected to pay has been imposed or increased. No increase in Dues or other cost or assessment of any nature shall be binding on a Member unless that Member has received at least ninety (90) days prior notice as to such increase.

(c) Any Member may withdraw from COMCARE within thirty (30) days after the adoption of a substantive amendment to these Bylaws by giving notice in writing to the Executive Director.

(d) Members who withdraw from COMCARE must, at the effective date of withdrawal, repay any and all obligations to COMCARE and its subsidiaries, including, but not limited to, outstanding loans and advances, insurance premiums and Dues due and owing before the date of notice of withdrawal. No refunds, dividends, or returns of Dues in any form shall be paid to a Member that withdraws from COMCARE.

Section 4. Expulsion.

(a) A Member may be expelled upon recommendation of the Board of Directors and by a two-thirds (2/3) vote of the Delegates to expel, for one or more of the following causes:

- i. Failure to make timely payments to COMCARE.
- ii. Failure to carry out any obligation of a Member which impairs the ability of COMCARE to carry out its purpose or powers.
- iii. Knowing and willful failure to observe and perform any covenants, conditions or agreements on its part to be observed or performed in these Bylaws.

(b) The Board of Directors may recommend a Member for expulsion only if the Member has failed to cure within 30 days after receiving written notice from the Board of Directors of the cause for expulsion. The Member may request a hearing before the Delegates. A decision by the Delegates to expel a Member shall be final and unappealable, and shall take effect fifteen (15) days after the Delegates' vote to expel. The Board of Directors may establish criteria for expelled Members to apply to rejoin COMCARE.

(c) Members who are expelled from COMCARE must, at the effective date of expulsion, repay any and all obligations to COMCARE and its subsidiaries, including, but not limited to, outstanding loans and advances, insurance premiums, and Dues. No refunds, dividends, or returns of Dues in any form shall be paid to a Member that is expelled from COMCARE.

Section 5. Liability of Members.

(a) Members shall not be liable for monetary damages for any action taken, or any failure to take any action, in the capacity of a Member, unless:

- i. the Member has breached or failed to perform the duties of a Member; and
- ii. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This provision shall not apply to:

- i. the responsibility or liability of a Member pursuant to any criminal statute; or
- ii. the liability of a Member for the payment of taxes pursuant to local, state or federal law.

(c) If the PaNPCL hereafter is amended to authorize the further elimination or limitation of the liability of Members, then the liability of a Member, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended PaNPCL.

ARTICLE III DELEGATES

Section 1. Appointment, Term and Qualifications. Each Member may have a representative to serve as its Delegate at all meetings of Delegates. The Delegate shall be an elected official, appointed official or full time employee of the Member or of a Joinder to which the Member is a party or of which the Member is a member. If the Delegate is an appointed official or employee of the Member or a Joinder, the Delegate shall have experience with county human services, managed behavioral healthcare, finance or information technology. A Delegate may be designated by more than one Member. Delegates shall not be employed by or have any direct or indirect financial interest (other than passive investment in publicly-traded securities) in

any organization that provides services to COMCARE. The person who answers the call of the roll on behalf of a Member and briefly states his or her qualifications to serve as such Member's Delegate, shall be the Delegate for such member at any meeting of Delegates unless (a) more than one person answers on behalf of the Member, in which case (absent agreement of the persons answering the call that one of them will be the Delegate) the Member shall not be represented by a Delegate at the meeting, or (b) another Delegate challenges the qualifications of the person answering the call, in which case the Chair shall conclusively determine whether such person qualifies to serve as the Member's Delegate.

Section 2. Rights of Delegates. Each Delegate shall have the right to cast one vote for each Member for which he or she serves. Any notice to or agreement with a Member shall bind the Delegate serving for such Member (as to such Member only, and not as to any other Member for which the Delegate serves).

Section 3. Powers of Delegates. The Delegates shall have the following powers:

- (a) Elect five (5) Elected Directors.
- (b) Amend these Bylaws by a two-thirds (2/3) vote.
- (c) Receive the annual report from the Board of Directors, and such other reports as the Delegates may reasonably request from time to time.
- (d) Remove an Elected Director for cause.
- (e) Terminate and dissolve COMCARE as provided in these Bylaws.
- (f) Expel a Member by two-thirds (2/3) vote, for cause and in accordance with the procedures herein set forth.

Section 4. Effect on Delegate of Cessation of Membership. When all Members for which a Delegate serves cease to be Members, the Delegate shall cease to be a Delegate.

Section 5. Liability of Delegates.

(a) No person who is or was a Delegate of COMCARE shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Delegate unless:

- i. the Delegate has breached or failed to perform the duties of her or his office; and
- ii. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This provision shall not apply to:

- i. the responsibility or liability of a Delegate pursuant to any criminal statute; or
- ii. the liability of a Delegate for the payment of taxes pursuant to local, state or federal law.

(c) If the PaNPCL hereafter is amended to authorize the further elimination or limitation of the liability of Delegates, then the liability of a Delegate, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended PaNPCL.

ARTICLE IV MEETINGS OF DELEGATES

Section 1. Place of Meetings. Meetings of the Delegates shall be held at such place, either within or without the Commonwealth of Pennsylvania, as the Board of Directors may from time to time determine.

Section 2. Conduct of Meetings. The Chair of the Board of Directors shall serve as the Chair of the Delegates and shall preside at all meetings of the Delegates and the Secretary shall keep minutes and report to the Delegates at its next meeting or when required.

Section 3. Annual Meetings. A meeting of the Delegates shall be held for the election of the Directors and such other business as shall come before the meeting in each calendar year on such date and at such time and place as the Board of Directors shall determine. If the annual meeting shall not be called and held within a calendar year, a special meeting may be called at any time thereafter in accordance with Section 4 of this Article. The Secretary shall give written notice of the annual meeting, specifying the place, date and hour, to each Member at least ten (10) days prior to the meeting. The slate of nominees for Director shall be provided to all Members with the notice of the annual meeting.

Section 4. Special Meetings. Special meetings of the Delegates, for any purpose or purposes, may be called at any time by request of the Board of Directors or one-third (1/3) of the Members. Upon receipt of any such request, it shall be the duty of the Secretary to fix the date and time of the meeting, which shall be held not more than sixty (60) days thereafter. If the Secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so. Written notice of any special meeting of the Delegates, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each Member at least ten (10) days before such meeting, unless a greater period of notice is required by the PaNPCL in a particular case. Business transacted at all special meetings shall be confined to the business stated in the call.

Section 5. Quorum. The Delegates present in person, entitled to cast at least one-third (1/3) of the votes which all Delegates of COMCARE are entitled to cast on any particular matter to be acted upon at the meeting, shall constitute a quorum for the purposes of consideration of, and action on, such matter, except as otherwise provided by the PaNPCL or by these Bylaws. If, however, any meeting of Delegates cannot be organized because a quorum has not attended, the

Delegates entitled to vote thereat and present in person shall have power, except as otherwise provided by the PaNPCL, to adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of the Directors, such meeting may be adjourned only from day to day, or for such longer periods not exceeding fifteen days, each as the Delegates present in person shall direct, until such Directors shall have been elected. At any adjourned meeting at which a quorum shall be present and continuing, any business may be transacted which might have been transacted at the meeting as originally notified. When a quorum is present and continuing at any meeting, the vote of Delegates present in person, entitled to cast at least a majority of the votes that all Delegates present in person are entitled to cast, shall decide any question brought before such meeting, unless the question is one for which, by express provision of the PaNPCL or of these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Delegates may not participate in meetings by proxy.

Section 6. Delegate List. The Secretary of COMCARE shall make a complete list of the Delegates who have attended each meeting of Delegates, which list shall be kept on file at COMCARE'S principal office.

Section 7. Participation in Meeting by Telephone. Delegates may participate in meetings by conference call or other similar technology if they can hear all other members present at the meeting, and if all members present at the meeting can hear them. Such attendance shall count toward the provision of a quorum.

ARTICLE V DIRECTORS

Section 1. Number and Qualifications. The Board of Directors shall consist of ten (10) directors, none of whom shall be employed by or have any direct or indirect financial interest (other than passive investment in publicly-traded securities) in any organization providing services to COMCARE. Each director shall be a natural person of full age and shall be an elected official, appointed official or full time employee of a COMCARE Member or of a Joinder to which a COMCARE Member is a party or of which a COMCARE Member is a member. Directors shall be appointed and elected in the following manner:

(a) Five (5) Directors (the "Appointed Directors") shall be appointed by the President of County Commissioners Association of Pennsylvania ("CCAP") and shall meet the following qualifications:

- i. At least three of the Appointed Directors shall be members of CCAP;
- ii. One of the Appointed Directors shall be recommended by the Pennsylvania Association of County Drug and Alcohol Administrators; and
- iii. one of the Appointed Directors shall be recommended by the Mental Health and Mental Retardation Program Administrators' Association of Pennsylvania.

(b) Five (5) Directors (the “Elected Directors”) shall be elected by the Delegates, and shall meet the following qualifications:

i. Two Elected Directors shall be county commissioners from a county that is a COMCARE Member;

ii. One Elected Director shall be a county employee, an employee of a Joinder, or a county elected official, in any case having managed behavioral healthcare expertise; and

iii. Two Elected Directors shall be elected at large.

(c) In the selection of Appointed Directors, the President of CCAP shall make reasonable efforts to achieve geographic balance and diversity.

Section 2. Term. Each Director, whether Appointed or Elected, shall serve for a term of two years, and until his or her successor is elected or appointed and duly qualifies. Directors shall be eligible for reelection or reappointment without limitation. Terms shall be staggered so two of the terms of Elected Directors and three of the terms of Appointed Directors expire in one year, and the next year the terms of the remaining Directors expire.

Section 3. Powers of the Board of Directors. The Board of Directors shall exercise all such powers of COMCARE and do all such lawful acts and things as are not proscribed by the PaNPCL or by these Bylaws, including, but not limited to the foregoing:

(a) To elect during the Reorganizational Meeting a Vice Chair and Secretary.

(b) To develop eligibility criteria for new COMCARE Members, to be uniformly applied to all Members.

(c) To establish Dues to be paid by applicants and Members.

(d) To set the dates and places, and to provide an agenda for Delegates’ meetings.

(e) To exercise all powers of COMCARE except those reserved to the Delegates.

(f) To recommend amendments to these Bylaws to the Delegates.

(g) To prepare, adopt and report COMCARE's budget to the Delegates.

(h) To hire and discharge personnel or to delegate such authority.

(i) To make reports to the Delegates at their meetings.

(j) To create committees and subcommittees of the Board of Directors, and to vest in those committees any powers or duties which are powers and duties of the Board of Directors.

(k) To provide for the investment and disbursement of funds, in accordance with applicable Pennsylvania law.

(l) To establish rules governing its own conduct and procedure and the powers and duties of its officers, not inconsistent with these Bylaws.

(m) To sell, to exchange, to lease, and to make contracts concerning real and personal property for such consideration and upon such terms as to credit or otherwise as the Board of Directors may determine.

(n) To hold bonds, shares or other securities in bearer form, in the name of COMCARE.

(o) To give general or special proxies or powers of attorney for voting or acting in respect of shares or securities, which may be discretionary and with power of substitution; to deposit shares or securities with, or transfer them to, protective committees or similar bodies; to join in any reorganization and to pay assessments or subscriptions called for in connection with shares or securities held by them.

(p) To enter into an agreement with and establish from time to time reasonable compensation to CCAP for the administration of COMCARE.

(q) To employ or cause to be employed investment counsel, custodians of trust property, brokers, agents, accountants, attorneys and actuaries, employee benefit advisors and consultants.

(r) To employ one or more investments managers to manage, acquire and dispose of all investments of COMCARE as a fiduciary, provided that any investment manager employed by the Board of Directors shall be an investment advisor registered under the Investment Act of 1940, a bank as defined in such act, or any insurance company qualified to perform such services under the laws of more than one state of the United States, and provided, further, that such investment manager shall acknowledge in writing that it is a fiduciary with respect to these Bylaws.

(s) To incur and pay any other expenses reasonably incidental to the administration of COMCARE, including premiums and charges for fidelity bonds, and directors and officers liability insurance covering fiduciaries and others who are engaged in the administration of COMCARE.

(t) To pay any and all real or personal property taxes, income taxes, or other taxes or assessments of any kind levied or assessed upon or with respect to COMCARE.

(u) To compromise, settle or release claims or demands of others against COMCARE or of COMCARE against others on such terms and conditions as the Board of Directors determines.

(v) To do all acts necessary and proper for the operation of COMCARE and the implementation of these Bylaws, subject to the limitations of and not in conflict with these Bylaws or the PaNPCL.

(w) To recommend to the Delegates that COMCARE dissolve and disburse its assets, which action must be approved by a two-thirds (2/3) vote of the Delegates, provided that a notice of intent to dissolve COMCARE shall be given to CCAP's Board of Directors at least ninety (90) days prior to the effective date of the dissolution.

Section 4. Resignation. A Director may resign upon giving notice in writing to the Executive Director. A Director shall be deemed to have resigned when he or she no longer satisfies the qualifications of his or her seat on the Board of Directors.

Section 5. Removal. A Director may be removed from office at any time by the Delegates, for cause. The Delegates shall notify the Board of Directors of such removal in writing.

Section 6. Vacancies. Any vacancy among the Appointed Directors shall be filled by the President of CCAP, and the person elected shall have the same qualifications as the Appointed Director he or she replaces. Any vacancy among the Elected Directors shall be filled by the Board of Directors of COMCARE, and the person elected shall have the same qualifications as the Elected Director he or she replaces. Each Director who fills a vacancy shall serve for the remainder of the term of his or her predecessor, and until his or her successor is elected and qualified.

Section 7. Compensation. Directors shall be reimbursed for all reasonable and necessary expenses incurred by them in the performance of their duties, but otherwise shall receive no compensation.

Section 8. Liability of Directors.

(a) No person who is or was a Director of COMCARE shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director unless:

- i. the Director has breached or failed to perform the duties of her or his office; and
- ii. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This provision shall not apply to:

- i. the responsibility or liability of a Director pursuant to any criminal statute; or
- ii. the liability of a Director for the payment of taxes pursuant to local, state or federal law.

(c) If the PaNPCL hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended PaNPCL.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Conduct of Meetings. The Chair shall preside at all meetings of the Board of Directors and the Secretary shall keep minutes and report to the Board of Directors at its next regular meeting or when required.

Section 2. Reorganizational Meeting. The first meeting of each newly constituted Board of Directors (the “Reorganizational Meeting”) may be held at the same place and immediately after the meeting at which Elected Directors were elected and no notice need be given to the newly-elected Directors in order to legally constitute the meeting; or it may convene at such time and place as may be fixed by the consent or consents in writing of all the Directors.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined from time to time, by resolution of the Board of Directors. Notice of each regular meeting of the Board of Directors shall specify the date, place and hour of the meeting and shall be given to each Director at least 24 hours before the meeting.

Section 4. Special Meetings. Special meetings of the Board may be called by the Chair or two Directors on 24 hours notice to each Director. Notice of a special meeting of the Board of Directors shall specify the date, place and hour of the meeting. Unless required by statute or these Bylaws, the notice need not state the nature of the business to be conducted at the special meeting.

Section 5. Quorum. A majority of the persons entitled to vote at any meeting of the Board of Directors shall constitute a quorum for the transaction of business at that meeting, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 6. Majority Written Consent of Directors. Any action by the Board of Directors may be taken either at a meeting or in writing without a meeting. Concurrence of six (6) Directors shall be required in writing for action taken without a meeting. A proposal for action in writing without a meeting may be distributed by email and returned by Directors in counterparts by facsimile transmission.

Section 7. Participation in Meeting by Telephone. Directors may participate in meetings by conference call or other similar technology if they can hear all other members present at the meeting, and if all members present at the meeting can hear them. Such attendance shall count toward the provision of a quorum. All votes taken when one or more Directors are participating by telephone or other device shall be taken by a roll call, and minutes of the meeting shall be kept and distributed to all Directors.

Section 8. Right of Member Representatives to Attend Meetings; Executive Session.

One (but not more than one) representative of each COMCARE Member may attend any meeting of the Board of Directors, by giving the Executive Director advance written notice of his or her attendance at least ten (10) days prior to the meeting. Provided, however, that Chair may, and upon the affirmative vote of a majority of Directors in attendance at any meeting shall, convene an executive session during such meeting, for the purpose of discussing and acting upon (a) pending or threatened litigation, (b) the acquisition or disposition of real property, or (c) personnel matters. Attendance at an executive session shall limited to Directors and such counsel and guests as may be necessary for the purpose of the session, in the Chair's discretion. Actions taken at any executive session shall be reported by the Secretary in open session immediately following the executive session.

ARTICLE VII
COMMITTEES

Section 1. Nominating Committee. There shall be a Nominating Committee consisting of the Appointed Directors. The Nominating Committee shall implement policies and procedures pertaining to nominations and elections, and shall prepare a slate of candidates for election by the Delegates as Elected Directors. In the selection of candidates, the Nominating Committee shall make reasonable efforts to achieve geographic balance and diversity.

Section 2. Nomination Procedures. The Nominating Committee shall give written notice of the acceptance of nominations to the Members at least sixty (60) days prior to the Annual Meeting of Delegates for the election of Elected Directors, and shall hold nominations open for a minimum of twenty (20) days. After the close of nominations, the Nominating Committee shall review the nominations and compose a slate of candidates. The slate shall include at least one candidate for each seat of Elected Director to be filled at the Annual Meeting. The Nominating Committee shall, if the Members do not submit at least one nominee meeting the qualifications of each seat to be filled at the Annual Meeting, complete the slate with other qualified candidates. The Nominating Committee shall give written notice of the slate to each Member at least thirty (30) days prior to the Annual Meeting. Nominations for Elected Directors shall not be accepted from the floor of the Annual Meeting. Any person whose name was submitted to the Nominating Committee by a Member, but who was not included by the Nominating Committee on the slate, may add his or her name to the slate by submitting to the Executive Director, at least fifteen (15) days prior to the Annual Meeting, a written petition for addition to the slate signed by or on behalf of not less than two (2) Members. No specific form shall be required for the petition, except that it shall indicate the seat to which the candidate seeks election and shall state that the candidate meets the qualifications of the seat. Upon receipt and verification of the petition, the Executive Director shall add the candidate's name to the slate and shall report the addition to the Annual Meeting.

Section 3. Other Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the entire Board of Directors, establish and may abolish one or more other committees. Each committee shall consist of one or more Directors. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee to the extent provided in such resolution or in these Bylaws, shall have and exercise the authority of the

Board of Directors in the management of the business and affairs of COMCARE. In the absence or disqualification of any member of such committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member.

Section 4. Committee Meetings.

(a) The committees shall hold meetings as necessary or desirable for the purpose of transacting such business as may properly come before the meeting. A chair selected by the committee shall preside at meetings of each committee. A recorder selected by the committee shall keep minutes at the meetings of each committee and shall submit such minutes to the Secretary, who shall report to the Board of Directors at its next regular meeting or when required.

(b) Regular meetings of the committees shall be held at such time and place as shall be determined from time to time, by resolution of the committees. Notices of regular meetings of the committees shall specify the date, place and hour of the meetings and shall be given to each member at least 24 hours before the meetings.

(c) Special meetings of the committees may be called by the Chair on 24 hours notice to each member. Special meetings shall be called by the Chair or Secretary in like manner and on like notice on the written request of two (2) members. Notices of special meetings of the committees shall specify the date, place and hour of the meetings. Unless required by the PaNPCL or these Bylaws, the notices need not state the nature of the business to be conducted at the special meetings.

(d) At least a majority of the persons entitled to vote at meetings of a committee shall constitute a quorum for the transaction of business, and the acts of a majority of the members present at meetings at which a quorum is present shall be the acts of the committee.

ARTICLE VIII OFFICERS

Section 1. Qualification and Election. The officers of COMCARE shall include a Chair, a Vice Chair, a Secretary and a Treasurer. The Chair, Vice Chair and Secretary shall be natural persons of full age. The Treasurer may be a corporation or other entity, but if the Treasurer is a natural person he or she shall be of full age. The Chair shall be a Director and shall be appointed by the President of CCAP. The Vice Chair and Secretary shall be Directors and shall be elected by a majority of the Board of Directors at the Reorganizational Meeting. So long as CCAP provides administrative and management services for COMCARE, CCAP shall be the Treasurer. If CCAP ceases to provide administrative and management services for COMCARE, then the Treasurer shall be elected by a majority of the Board of Directors at the Reorganizational Meeting.

Section 2. Term, Removal and Vacancies. The officers of COMCARE shall hold office for a term of one (1) year and until their successors are chosen and qualified. Any officer elected

or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of COMCARE will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 3. Chair. The Chair shall have general management of COMCARE, shall preside as the Chair at all meetings of the Delegates and Board of Directors, shall see that all orders and resolutions of the Delegates, Board of Directors and Committees are carried into effect, and shall perform such other duties as the Board of Directors and Delegates may from time to time assign to her or him. The Chair shall have sufficiently broad authority to enable her or him to carry out her or his responsibilities and she or he shall act as the duly authorized representative of COMCARE whenever appropriate.

Section 4. Vice Chair. The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as the Board of Directors and Delegates may prescribe or the Chair may delegate.

Section 5. Secretary. The Secretary shall attend all sessions of the Board of Directors and the Delegates, and shall record all the votes and the minutes thereof in a book to be kept for that purpose. She or he shall give, or cause to be given, notice of all meetings of the Board of Directors and the Delegates, and shall perform such other duties as may be prescribed by the Board, the Committees or by the Chair, under whose supervision she or he shall be. The duties of Secretary may be delegated to CCAP or the Executive Director as authorized by a majority of the Board of Directors.

Section 6. Treasurer. The Treasurer shall have the custody of COMCARE's funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to COMCARE, and shall deposit all moneys and other valuable effects in the name and to the credit of COMCARE in such depositories as shall be designated by the Board of Directors

Section 7. Compensation. The officers of COMCARE shall serve without compensation, except that (a) CCAP shall be compensated for providing administrative and management services (including services as Treasurer) for COMCARE, and (b) if the Treasurer is another corporation or entity, the Treasurer may be compensated for services as Treasurer.

ARTICLE IX ADMINISTRATION

Section 1. Other Officers. The Board of Directors may provide for and designate such other officers and assistant officers, including vice chairs, assistant secretaries and assistant treasurers, as the needs of COMCARE may require. These officers shall hold their offices for such terms and shall have such authority and perform such duties as, from time to time, shall be specified by the Board of Directors.

Section 2. Employees. COMCARE may retain or employ and compensate such employees and independent contractors, professional or otherwise, as may be deemed necessary to carry out its purposes.

Section 3. Administrative Services. COMCARE shall contract with CCAP to provide administrative and management services for COMCARE, and this relationship shall be detailed in a written contract or memorandum of understanding. So long as CCAP provides administrative and management services for COMCARE, CCAP shall designate an employee of CCAP (the “Executive Director”) as the person directly responsible to the Board of Directors of COMCARE for the provision of such services.

ARTICLE X INDEMNIFICATION

Section 1. Mandatory Indemnification. COMCARE shall indemnify, to the extent permitted under the PaNPCL, any person who was or is a party (other than a party plaintiff suing on her or his own behalf or in the right of COMCARE), or who is threatened to be made such a party, to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of COMCARE) by reason of the fact that she or he is or was a Member, Delegate, Director, officer or employee of COMCARE, or is or was serving at the request of COMCARE as a shareholder, member, delegate, director, officer or employee of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise (such person being herein called an “Indemnified Person”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him in connection with such action or proceeding (herein called collectively the “Indemnified Liabilities”), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness of the Indemnified Person. In addition, COMCARE shall indemnify any Indemnified Person against the Indemnified Liabilities to the full extent otherwise authorized by Pennsylvania law, including, without limitation, the indemnification permitted by Section 5741 et seq. of the PaNPCL.

Section 2. Permissive Indemnification. COMCARE shall have the power to indemnify any person who is or was an agent of COMCARE, or is or was serving at the request of COMCARE as an agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him by reason of her or his services on behalf of COMCARE, except as prohibited by law.

Section 3. Ability to Advance Expenses. Expenses incurred by any person who is or may be entitled to indemnification under this Article, in defending a civil or criminal proceeding, may be paid by COMCARE in advance of the final disposition of such action or proceeding, as authorized in the manner provided in Section 4 of this Article, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that she or he is not entitled to be indemnified by COMCARE as authorized in this Article.

Section 4. Determination of Indemnification and Advancement of Expenses.

(a) Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by COMCARE unless a determination is reasonably and promptly made

that indemnification is not proper in the circumstances because the Indemnified Person has not satisfied the terms set forth in Section 1.

(b) Expenses shall be advanced by COMCARE to an Indemnified Person upon a determination that such person is an Indemnified Person as defined in Section 1 of this Article and has satisfied the terms set forth in Section 3 of this Article.

(c) Any indemnification under Section 2 of this Article or advancement of expenses to an agent under Section 3 of this Article (unless ordered by a court) may be made upon a determination that the agent has satisfied the terms of Section 2 or 3, as applicable, and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity or advancement of expenses.

(d) All determinations under this Section 4 shall be made:

i. By the Delegates by a majority vote of a quorum consisting of Delegates who are not, and do not serve for, parties to such action or proceeding; or

ii. If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested Delegates so directs, by independent legal counsel in written opinion; or

iii. By such other body as may be provided in these Bylaws.

Section 5. Other Rights of Indemnified Person. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested Delegates or otherwise, both as to action in her or his official capacity and as to action in another capacity while holding such office.

Section 6. Insurance. COMCARE shall have power to purchase and maintain insurance on behalf of any person who is or was a Member, Delegate, Director, officer, employee or agent of COMCARE, or is or was serving at the request of COMCARE as a shareholder, member, delegate, director, officer, employee or agent of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against her or him and incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not COMCARE would have the power to indemnify her or him against such liability under the provisions of this Article.

ARTICLE XI CONTRACTUAL OBLIGATION

These Bylaws shall constitute a binding and enforceable intergovernmental cooperation agreement among the Members of COMCARE. The terms of these Bylaws may be enforced by COMCARE or by any of its Members. The Members have not herein created, as between and among themselves, any relationship of partner, joint venturer, surety, indemnitor or insurer.

ARTICLE XII
MISCELLANEOUS

Section 1. Contracts. All bonds, mortgages and other contracts shall be executed by two (2) officers of COMCARE, unless otherwise designated by resolution of the Board of Directors.

Section 2. Depository for Corporate Funds. The funds of COMCARE shall be deposited in its name in a depository or depositories designated by the Board of Directors. All checks, demands for money and notes for COMCARE shall be signed by two (2) officers of COMCARE, unless otherwise designated by resolution of the Board of Directors.

Section 3. Fiscal Year. The fiscal year of COMCARE shall begin on January 1 and end on December 31.

Section 4. Gifts. COMCARE may accept any contribution, gift, bequest or devise for the general purposes or for any special purpose of the COMCARE.

Section 5. Waiver of Notice. Whenever any notice of any meeting is required as aforesaid, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6. Financial Statements. On or before March 15 of each fiscal year, the Board of Directors shall provide to the members, financial statements prepared in accordance with GAAP, as of the last day of the last preceding fiscal year, and for the fiscal year then ended, which financial statements shall be reviewed by a Certified Public Accountant.

Section 7. Annual Report. The Board of Directors shall provide an annual report of operations to the Delegates at each annual meeting for the election of directors.

Section 8. Amendment of Bylaws.

(a) The terms and provisions of these Bylaws may be amended at any time by a two-thirds (2/3) vote of the Board of Directors for the following purposes:

- i. To cure any ambiguity, defect or omission in these Bylaws.
- ii. To change or modify any provision of these Bylaws so as to comply with any applicable law, regulation or administrative ruling which may be in effect.

(b) All other amendments to these Bylaws must be recommended to the Delegates by the Board of Directors, and approved by a two-thirds (2/3) vote of the Delegates. Notice of potential amendments shall be sent to all Members at least 30 days prior to the meeting at which the vote on the amendments will take place.

(c) No amendment shall be adopted which alters the basic purpose of COMCARE or the disposition of assets of COMCARE upon termination.

Section 9. Dissolution. COMCARE shall continue unless and until terminated pursuant to law or by an instrument in writing signed by two-thirds (2/3) of the Delegates at a regular or special meeting thereof. In the event of termination of COMCARE, the Members covenant and agree to make any provision for the payment of any outstanding governmental indebtedness and for claims against COMCARE or its Members as may be required by the Board of Directors. Upon termination, the Board of Directors shall continue to serve as the Board of Directors to the conclusion of COMCARE's responsibilities, including provision for all outstanding obligations.

Section 10. Severability and Construction. In the event that any article, provision, clause or other part of these Bylaws be held invalid or unenforceable by a court of competent jurisdiction, such invalidity or unenforceability with respect to other articles, provisions, clauses, applications or occurrences, and these Bylaws are expressly declared to be severable. These Bylaws shall be governed by the laws of the Commonwealth of Pennsylvania.

Section 11. Notices.

(a) Contact person. Each Member shall, by written notice to the Executive Director, designate a contact person who shall be responsible for all contacts with COMCARE. Each contact person so designated shall serve until the Member designates another contact person. Receipt by the Executive Director of formal correspondence on behalf of a Member from a person who was not previously designated as the Member's contact person, may be treated by the Executive Director as a designation of such person as the Member's new contact person; provided that the Executive Director shall provide prompt written notice of such treatment to such new contact person and to the prior contract person who he or she replaced. If a Member fails to designate a contact person, the position of contact person for such Member shall be deemed vacant. If the Executive Director concludes that notice to the contact person previously designated by a Member is not reasonably likely to constitute actual notice to the Member, then the Executive Director may treat the position of contact person for such Member as vacant; provided that the Executive Director shall provide written notice of such treatment to the Board of County Commissioners of such Member. If the position of contact person for any Member is deemed or treated as vacant, then the Board of County Commissioners shall be the contact person for such Member. Any notice to a contact person for a Member shall be binding upon the Member for which he or she serves.

(b) General rule.

i. Any notice required to be given to any person under the provisions of the PaNPCL or by these Bylaws shall be given to the person either personally or by sending a copy thereof:

(A) By first class or express mail, postage prepaid, or courier service, charges prepaid, to his or her postal address appearing on the books of COMCARE or, in the case of a Director, supplied by him or her to COMCARE for the purpose of notice. Notice pursuant to this subparagraph shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person.

(B) By facsimile transmission, e-mail or other electronic communication to his or her facsimile number or address for e-mail or other electronic communications appearing on the books of COMCARE or, in the case of a Director, supplied by him or her to COMCARE for the purpose of notice. Notice pursuant to this subparagraph shall be deemed to have been given to the person entitled thereto when sent.

ii. A notice of meeting shall specify the day and hour and geographic location, if any, of the meeting and any other information required by any other provisions of these Bylaws.

(c) Adjourned meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at the adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, and any matter which may have been considered at such meeting may be considered at the adjourned meeting.

(d) Waiver of Notice. Whenever any notice is required to be given by the PaNPCL or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of the meeting. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where any person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened, and the person so objects at the beginning of the meeting.

EXECUTION ON SEPARATE PAGES

EXECUTION PAGES FOR EACH PRE-EXISTING MEMBER,
ORIGINALLY ATTACHED TO THE PRIOR BYLAWS,
SHALL BE ATTACHED
TO THESE AMENDED AND RESTATED BYLAWS

EXECUTION PAGES FOR EACH NEW MEMBER JOINING AFTER THE ADOPTION
OF THESE AMENDED AND RESTATED BYLAWS
SHALL BE PREPARED AND EXECUTED IN ACCORDANCE WITH
THE COUNTY CODE AND HOME RULE CHARTER (IF ANY)
APPLICABLE TO SUCH COUNTY,
AND SHALL BE ATTACHED
TO THESE AMENDED AND RESTATED BYLAWS

DOCUMENT AMENDMENT HISTORY

<i>Changes</i>	<i>Date of Change</i>	<i>Approval</i>
Original Bylaws and Intergovernmental Cooperation Agreement	December 1999	Acceptance by members
Amendments to definition of member, clarification of Board of Directors designation, clarification of designation of delegates, change of financial audit to financial review	October 2002	Presentation to members October 2002 Approval November 26, 2002
Amended & restated in its entirety	November 2003	Presentation to members October 2003 Approval November 25, 2003
Technical Amendment to provide for Delegates' participation in meetings by Telephone	November 2003	Approval by the Directors, November 25, 2003, immediately following Delegates Meeting at which the Bylaws were amended and restated in their entirety.
Technical amendments to provide for a contact person to receive communications from COMCARE to the Member	November 2004	Approval by the Directors, November 23, 2004.
Correction of typographical error on Page 3, Article II, Section 2(b)(i)	June 2006	Approval by motion of Susan McCartney and Oliva Lazor, March 28, 2006.
Change quorum for meeting of delegates to 1/3 of votes which all delegates may cast. Article IV, Section 5.	November 2009	Presentation to members October 2009 Approval November 24, 2009

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**AMENDED & RESTATED BYLAWS
AND
INTERGOVERNMENTAL
COOPERATION AGREEMENT
OF
COMCARE**