

BYLAWS OF THE NASSAU HEALTH CARE CORPORATION

ARTICLE I

The Corporation

1.1 Name of the Corporation. The name of the Corporation shall be the “Nassau Health Care Corporation.”

1.2 Seal of the Corporation. The seal of the Corporation shall be circular in form and shall bear the name of the Nassau Health Care Corporation, State of New York and 1997.

1.3 Office of the Corporation. The office of the Corporation shall be located at such place or places within Nassau County, State of New York, as it may from time to time designate by resolution.

1.4 Fiscal Year. The fiscal year of the Corporation shall be from the first day of January to December 31st inclusive, each year, or such other twelve (12) consecutive months as the Board of Directors may from time to time designate.

ARTICLE II

Directors of the Corporation

2.1 Term of Office. The appointment and term of office for directors, either voting or non-voting, shall be as fixed by Section 3402 of the Public Authorities Law of the State of New York, and they shall have the duties and powers as set forth therein.

2.2 Rules and Regulations of the Corporation. The directors of the Corporation shall have the control and management of the affairs of the Corporation and may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, so long as such rules and regulations are not inconsistent with the laws of the State of New York of these By-laws.

2.3 Committees of the Board. The Chairperson may, from time to time, and at his option, appoint standing committees for general or specific purposes, each consisting of at least two voting directors of the Corporation. The Chairperson shall be a member of each such committee by virtue of his office. Such standing committees will be charged with duties and responsibilities described by the Chairperson and shall report to the Corporation at its regular meetings.

2.4 Delegation of Authority. The directors may, by resolution, authorize any officer or officers, agents or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authorization may be general or confined to specific instances; but, unless so authorized by the directors, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose, except for the payment of a debt or obligation not in excess of \$50,000.00.

ARTICLE III

Meetings

3.1 Annual Meeting. The annual meeting of the Board for the election of officers and the transaction of such other business as may properly come before it shall be held at the principal offices of the Corporation at such time and on such date during the month of April in each year as shall be established by resolutions of the Corporation from time to time.

3.2 Regular Meetings. Regular meetings of the Board shall be held at least six (6) times per year at a date, time and place to be fixed by resolution of the Corporation from time to time and each director (both voting and non-voting) shall be given at least five (5) days written notice of each such meeting. The Board may set regular meeting dates for an upcoming year, or such other period of time as it deems necessary, pursuant to one, single resolution which shall be delivered in writing to the directors, and individual notice of each meeting set in such resolution shall not be required.

3.3 Special Meetings. All special meetings may be held at any time or place within the County of Nassau on twenty-four (24) hours notice to each director of the Corporation, or within the State of New York on seventy-two (72) hours notice to each director of the Corporation. Such notice may be oral, telegraphic or written, shall be given, sent or mailed not less than twenty-four (24) hours before the meeting, if to be held in the County of Nassau, and not less than seventy-two (72) hours before the meeting, if to be held in the State of New York, and shall state, in addition to the purposes, the date, place and hour of such meeting. Oral notice shall be immediately confirmed in writing.

Special meetings may be called by the Chairperson, or in his absence, by any four voting directors.

3.4 Regular and Special Meetings. Any regular meeting shall be open for the consideration of any matter which may be properly brought to the attention of the Corporation. Notice of special meetings must state the purpose for which said special meeting is called.

3.5 Waiver. Notice of a meeting need not be given to any director who submits a signed waiver whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

3.6 Quorum; Voting. As provided pursuant to Section 3402 (2)(c) the Public Authorities Law of the State of New York, sixty percent (60%) of the voting directors then in office shall constitute a quorum at any meeting duly called and held. No action shall be taken by the Board of Directors except pursuant to the favorable vote of a majority of the Board at a meeting at which a quorum is present. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

3.7 Resolutions to Be in Writing. All resolutions presented to the Corporation shall be in writing and, upon the same becoming effective, shall be copied in or attached to a journal of the proceedings of the Corporation.

3.8 Telephone Participation. If the Chairperson determines that there is a need for the directors to act before such time as it is possible or practicable to bring a quorum of the directors together at the same location, the Chairperson, or the Chief Executive Officer, upon direction of the Chairperson, may give notice that directors may participate

in a meeting of the Corporation by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, and persons present at the designated place of the meeting can hear all of the persons participating in the meeting, and such participation in a meeting shall constitute presence in person at such meeting. Any required notice of the place of a meeting at which participation is by means of conference telephone or similar communications equipment shall be sufficient if it designates as the place of the meeting the place at which one or more of the participants in the meeting are located at the time the meeting is held.

3.9 Notice to Media. The Secretary shall give notice of every meeting of the Corporation to the media as required by the New York Open Meetings Law.

ARTICLE IV

Powers and Duties of the Board of Directors

General Powers. The business, property, and affairs of the Corporation shall be governed by the directors.

ARTICLE V

Officers

5.1 Officers. The officers of the Corporation shall include a Chairperson, who shall, from time to time, have been designated from among the voting Directors by the County Executive of the County of Nassau, a Chief Executive Officer and a Chief Financial Officer who shall also be Treasurer.

5.2 Chairperson. The Chairperson of the Corporation shall preside at all meetings of the Directors and shall have all the duties and authority customarily associated with the position of chairperson of the board of directors of a corporation. The Chairperson shall also have such other duties as the Directors of the Corporation may direct. At each meeting of the Directors, the Chairperson shall submit such recommendations and information as the Chairperson may consider proper concerning the business, duties and affairs of the Corporation. The Chairperson shall appoint all committees and designate a member of the board to Chair each committee. The Chairperson shall be an *ex-officio* member of all committees of the Board. If the Chairperson is male he shall be known as the Chairman. If the Chairperson is female she shall be known as the Chairwoman.

In the event of a vacancy in the office of the Chief Executive Officer and during the period of such vacancy, the duties and responsibilities of said office shall be exercised by the Chairperson who may delegate to officers and employees of the Corporation any such duties and responsibilities as the Chairperson shall deem appropriate.

5.3 First Vice Chairperson.

5.4 Second Vice Chairperson.

5.5 Chief Executive Officer. The Chief Executive Officer shall also have the title of President and shall be the chief administrative officer of the Corporation and, under the direction of the Chairperson, shall have general supervision over, and be in administrative charge of all of the activities of the Corporation, shall direct the corporate activities of the Corporation and coordinate the functions of the Board of Directors and, in addition, perform all the duties incident to such position and office or as directed by any resolution adopted by the Board of Directors of the Corporation.

5.6 Chief Financial Officer. The Chief Financial Officer shall assist the Chairperson and the Chief Executive Officer and, subject to the general guidance and direction of the Chief Executive Officer shall supervise and have charge of the financial affairs of the Corporation. The Chief Financial Officer of the Corporation shall also be the Treasurer of the Corporation. In addition, the Chief Financial Officer shall perform all the other duties as may be, from time to time, assigned by the Chairperson or the Chief Executive Officer, incident to such position and office or as directed by any resolution adopted by the Board of Directors of the Corporation.

5.7 Secretary.

ARTICLE VI

Committees

6.1 Executive Committee. The Executive Committee shall consist of not fewer than three (3) directors. All action of the Executive Committee shall be reported to the Board at its next meeting.

6.2 The Board may create such other committees as it deems appropriate.

ARTICLE VII

Indemnification and Insurance

7.1 Indemnification. The Corporation shall defend, indemnify and save harmless its employees (as “employee” is defined in Section 18(1)(b) of the Public Officers Law) to the full extent authorized or permitted by Section 18 of the Public Officers Law (being Chapter 277 of the Laws of 1981) or by any other applicable law. Said Section 18 of the Public Officers Law, as amended from time to time, is incorporated by reference herein as if fully set forth. The Corporation makes the agreements required by Section 2(b) of said Section 18 of the Public Officers Law and is authorized to provide insurance as permitted by Section 8 of said Section 18 of the Public Officers Law.

7.2 Insurance. The Corporation will insure or otherwise provide for the insurance of the Corporation’s property or operations and also contract against such other risks as the Corporation may deem advisable.

ARTICLE VIII

Amendments

These By-Laws may be repealed or amended by the Corporation at any duly called regular or special meeting of the Corporation, provided, however, that any motion to repeal or amend these By-Laws shall not be adopted until the same has laid on the table until the next succeeding regular meeting.

As amended:

September 8, 1999
September 24, 2001