

**Second Amendment to
AMENDED AND RESTATED BY-LAWS OF
HARRISONBURG-ROCKINGHAM FREE CLINIC, INC.**

The Amended and Restated By-laws of Harrisonburg-Rockingham Free Clinic, Inc., adopted by the Board of Directors at its regular meeting on May 13, 2010, and amended on November 11, 2010, are hereby further amended as follows:

ARTICLE I – PURPOSE is replaced in its entirety with the following:

The purpose of Harrisonburg-Rockingham Free Clinic, Inc. is to provide affordable, sustainable health care services for low income and uninsured adults, primarily through volunteer resources and community support.

ARTICLE III – DIRECTORS

Section 2. Election of Board of Directors

The fourth (4th) sentence is replaced in its entirety with the following:

The number of Directors shall be a maximum of twenty-one (21).

All other provisions of Section 2 remain unchanged.

Section 7. Attendance Requirements

In the two instances where the phrase “Board Development & Nominating Committee” appears, it is hereby replaced by “Board Governance & Nominating Committee”.

ARTICLE IV – ASSOCIATE BOARD MEMBERS is removed in its entirety and is not replaced.

ARTICLE V – DIRECTORS EMERITUS is removed in its entirety and is not replaced.

ARTICLE VIII – BOARD COMMITTEES

Section 2. Standing Committees is replaced in its entirety with the following:

Section 2. Standing Committees of the Board of Directors shall be: Board Governance and Nominating Committee, Communications and Marketing Committee, Clinical Services Committee, Finance Committee, Human Resources Committee, Resource Development Committee and Community Engagement Sub-committee.

Section 4. Board Committee Meetings and Quorum

The first paragraph of this section is replaced in its entirety with the following:

Board Committee meetings are scheduled by the Committee Chair, giving reasonable oral or written notice of such meetings to all members of the Board Committee. Decisions are made by simple majority of members present and the Board of Directors has authority to accept, revise or reject any action(s) of Board Committees.

ARTICLE IX – FISCAL YEAR is replaced in its entirety with the following:

The fiscal year of the Corporation shall begin on the 1st day of July each year and shall end on the 30th day of June the following year, unless hereafter changed by appropriate resolution of the Board of Directors.

**CERTIFICATE OF SECRETARY OF
HARRISONBURG-ROCKINGHAM FREE CLINIC, INC.**

The undersigned certifies:

1. That the undersigned is the duly elected and acting Secretary of Harrisonburg-Rockingham Free Clinic, Inc. (Corporation); and
2. That the foregoing constitutes the second amendment to the Amended and Restated By-laws of the Corporation. This amendment was duly adopted by the Board of Directors of the Corporation at their regular meeting on the _____ day of _____, 2015

In witness whereof I have hereunto subscribed my name this _____ day of _____, 2015.

Sally Smith – Secretary