

Massachusetts Association of Durable Medical Equipment Companies

M.A.D.M.E.C.

EXHIBIT C

BYLAWS OF THE MASSACHUSETTS ASSOCIATION
OF DURABLE MEDICAL EQUIPMENT COMPANIES

Massachusetts Association of Durable Medical Equipment Companies

M.A.D.M.E.C.

6 BEACON STREET, SUITE 914 • BOSTON, MA 02108 • (617) 367-6510

BY-LAWS OF MASSACHUSETTS ASSOCIATION OF DURABLE MEDICAL EQUIPMENT COMPANIES

ARTICLE ONE

Purposes and Powers

1.01 This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law.

1.02 The purpose for which this non-profit corporation is organized is to pursue the best interests of the membership through an interchange of ideas by seminars, conventions, regular meetings of the members and an active liaison with government, both on a state and federal level, concerning durable medical equipment and supplies and/or respiratory and for other purposes.

ARTICLE TWO

OFFICES AND AGENCY

Principal and Branch Offices

2.01 The principal place of business of this Corporation will have a mailing address of P.O. Box 73, Worcester, Mass. 01603.

Location of Registered Office

2.02 The location of the initial registered office of this Corporation is in the Commonwealth of Massachusetts. The Board of Directors may, from time to time, change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Commonwealth of Massachusetts.

ARTICLE THREE

MEMBERSHIP

Definition of Membership

3.01 The Members of this Corporation are those persons, firms, partnerships, corporations, or associations made up of members who engage in the commercial manufacture, sale, rental or distribution of any type of durable medical equipment and/or supplies in the United States having membership rights in accordance with the provisions of these By-Laws.

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Classes of Members

3.02 This Corporation will have three classes of Members which are designated as:

(a) Regular Membership. Regular Membership shall be open to individuals, partnerships, corporations and other business entities who are actively engaged as a durable medical equipment dealer maintaining a principal office within the Commonwealth of Massachusetts and selling, renting or otherwise distributing directly to users durable medical equipment and/or supplies. Each Regular Member shall be entitled to one vote notwithstanding the fact that the Regular Member may share common ownership and/or management with another Regular or Associate Member.

(b) Associate Membership. Associate Membership shall be open to all individuals, partnerships, corporations and other business entities who are or have been in any way related to the durable medical equipment dealers industry. An associate member shall not be entitled to vote as a member on any action required to be taken or before any meeting of members, but associate members may participate in any discussion or debate by and among the regular members at any meeting.

(c) Honorary Membership. An Honorary Member shall be one who is a non-profit corporation, association or legal entity and is ineligible for regular membership. An Honorary Member shall not be entitled to vote as a member, but may participate in any discussions by and among the regular and associate members at any meeting.

3.03 Certificates evidencing membership in the above classes will be issued by the Corporation.

Election of Members

3.04 Persons, firms, partnerships, corporations or associations as qualified heretofore may be elected a member by the Board of Directors upon filing a written application with the Membership Chairman or directly with the Board of Directors.

Members' Dues

3.05 The annual dues payable to the Corporation by Regular Members, Associate Members, Manufacturer's Representatives and Member State Association will be in such amount(s) as may be determined from time to time by resolution of the Board of Directors. The first annual dues will be payable and submitted in full with the application for membership. Future annual dues will be payable in advance on the first day of each calendar year. Annual dues of new members will be prorated from the first day of the month in which such Member is entering.

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Assessments

3.06 (a) Special Assessments. The Board of Directors may determine to levy a special assessment upon Regular and Associate Members. If the assessment is in the amount of \$100.00 or less per member, then all members shall become liable for payment of said special assessment upon written notice stating a period of thirty (30) days within which the assessment may be paid. If the assessment is in an amount greater than \$100.00 per member, then all members shall become liable for payment of said assessment only if a majority of the members do not forward written objections to the assessment within a period of thirty(30) days from the date upon which written notice of said assessment was mailed. In the event a majority of the members forward written objections to said assessment within a period of thirty (30) days, from the date upon which written notice of said special notice was mailed, a special meeting of members of the corporation shall be called in accordance with Article II.

(b) Failure to Pay Dues and Special Assessments. Upon recommendation of the Board of Directors or Membership Committee, a member may be either expelled from membership or denied all voting privilege by a majority vote of any meeting of the corporation's members for failure to pay dues and assessments within thirty (30) days after its due date.

Place of Members' Meetings

3.07 Meetings of Members will be held at such places that the Board of Directors designates.

Annual Members' Meetings

3.08 The annual meeting of the Members will be held in June at a time and place that the Board of Directors designates.

Special Members' Meetings

3.09 Special meetings of the Members may be called by either of the following:

1. The majority of the Board of Directors
2. The President
3. Members having at least fifteen (15%) percent of the votes which all members are entitled to cast at such meeting.

Quarterly meetings of the Membership will be held at a time and place as designated by the Board of Directors. The annual meeting will constitute one of these meetings.

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Notice of Members' Meetings

3.10 Written or printed notice, stating the place, day, and hour of the meeting must be delivered not less than thirty (30) nor more than ninety (90) days before the date of the members' meeting, by first class mail, or by telegram by or at the direction of the President, the Secretary, or the officers or other persons or Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation with postage prepaid. In the case of a Special meeting, verbal or written notice stating place, day, hour and purpose for which meeting is being called must be delivered not less than ten (10) days before the date of the meeting.

Voting Rights of Members

3.11 Each Member of the Regular class of membership will be entitled to one vote on each matter submitted to a vote of Members and the Members of any other class of membership will be entitled to no voting rights.

Members' Proxy Voting

3.12 A Member may vote either in person or by proxy executed in writing by the Member. No proxy will be recognized as valid after ninety (90) days from the date of its execution unless expressly provided otherwise in the proxy.

Quorum of Members

3.13 The number of Members entitled to vote represented in person or by proxy which constitutes a quorum at a meeting of Members will be one-half (1/2) of the votes entitled to be cast in such manner. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by law, the Articles of Incorporation of this Corporation, or any provision of these By-Laws.

Termination of Membership

3.14 Membership will terminate in this Corporation on either of the following events:

1. Receipt by the Board of Directors of the written resignation of a Member, executed by such Member.

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2. The failure of a member to pay dues, fines, or assessments within ninety (90) days of their due date. Notice will be sent after sixty (60) days by regular mail and automatic termination will occur thirty (30) days thereafter if still unpaid.
3. For cause, inconsistent with the By-Laws and Code of Ethics of the Corporation, after notice, trial, and conviction.
4. The death of an individual proprietor, dissolution of a corporate member or the merger or acquisition of a member by or with another member.

Before a membership terminates for any reason other than the resignation or death of the Member, the Member will be given an opportunity to be heard before the Board of Directors, unless he is absent from the country in which the Corporation is located. A Member terminating membership status for reasons other than death may be completely and automatically reinstated if correcting the cause of termination before formal adoption by the Board of Directors of a resolution acknowledging such termination. After formal termination a former member must follow application procedures for new members and pay any unpaid dues before being accepted for membership.

ARTICLE FOUR

DIRECTORS

Definition of Board of Directors

4.01 The Board of Directors is that group of Regular Members vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these By-Laws. The Directors are elected by the membership at the annual meeting based upon recommendations from the nominating Committee. Nominations may be made from the floor by any Regular Member in goodstanding. The nominees receiving the majority of votes shall be elected.

4.02 The Board of Directors will consist of the officers and the other directors. The President of the corporation will chair meetings of the Board of Directors.

Number of Directors

4.03 The number of Directors of this Corporation shall be no more than 11 or less than 7, including the officers of the corporation. The number of Directors may be changed by amendment to these By-Laws..

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Terms of Directors

4.04 (a) Term. Each Director shall hold office for one (1) year or until either (1) his or her successor is elected and qualified or (2) his or her earlier resignation, removal from office, or death, or (3) his or her removal by the unanimous vote of the remaining Directors in their absolute discretion. No Director may be elected to more than three (3) consecutive terms.

(b) Any Director who misses two unexcused meetings per year may be removed as a Director as determined by the President.

4.05 Resignation of Directors will become effective immediately or on the date specified therein and vacancies may be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors may be filled by appointment by the Board of Directors and the appointee will serve for the unexpired term of the predecessor in office.

Time and Place of Directors' Meetings

4.06 Meetings of the Board of Directors will be held at a time and place designated by the President or by written request of a majority of the Board, or the Executive Committee.

Quorum of Directors

4.07 A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation, or any provision of these By-Laws.

Notice of Meetings

4.08 Not less than ten (10) days and not more than ninety (90) days written notice will be given of every regular or special meeting of the Board. Notice of a Board meeting may be waived when a Board member attends a meeting without objection and absent members sign a written consent thereto.

Action with Meeting

4.09 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by vote of the directors, either upon ratification by the Board or authorized written consent.

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4.10 No company may have more than one representative on the Board of Directors.

ARTICLE V

OFFICERS

Executive Officers

5.01 The Executive Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board from time to time considers necessary for the proper conduct of the business of the Association. The Executive officers shall be elected at the annual meeting by the Membership. The Executive Officers shall hold office for a term of one year, and thereafter until a successor is elected and qualified or until death, resignation or removal. However, with reference to the offices of President and Vice President, no person shall hold either of these offices for a period longer than two (2) consecutive years.

5.02 President. The President shall preside at all meetings of members and Directors and perform generally all duties usually incident to such office, and such other and further duties as may be from time to time required of him or her by the members or Directors. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. He or she shall preside at all meetings of the members and, when required, of the Board of Directors, and in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall have the authority to sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments only upon the specific authorization of the Board of Directors by resolution duly adopted, and all such deeds, mortgages, bonds, contracts or other instruments in the name of the Corporation shall be countersigned by one other officer of the Corporation. The President and/or the Treasurer shall annually prepare a full and true statement of the affairs of the Corporation including a Balance Sheet and Operating Statement which shall be available at the annual meeting of the members.

5.03 The Vice President shall perform all the duties of the President in case of the latter's absence or disability. In case both the President and Vice President are absent or unable to perform their duties, the members of Directors, as the case may be, may appoint a President pro tempore. At the end of each fiscal year, the Vice President shall review and inspect the financial records of the Association and after approval, present them to the Board of Directors.

5.04 Secretary. The Secretary shall keep an accurate record of all transactions of the members and Directors. The Secretary

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shall give all notices required by law and all notices provided by the By-Laws of the Corporation. The Secretary shall keep a proper secretary's book and shall properly record therein all minutes of members' and Directors' meetings, and such other matters as shall be proper and necessary. The Secretary shall also perform such duties as may be required of him or her by the members or Directors. At the expiration of the term of office, the Secretary shall deliver all books, papers and property of the Corporation to the President, or to the successor Secretary.

5.05 Treasurer. The Treasurer shall receive and safely keep all moneys, rights and choses in action belonging to the Corporation and the same shall be disbursed under the direction of and to the satisfaction of the Board of Directors. The Treasurer may make deposits to savings, checkings and other accounts held in the Corporation's name, but all withdrawals, either by way of withdrawal slip, check or otherwise, must bear the signatures of both the President and Treasurer and shall be made only upon specific authorization of the Board of Directors by resolution duly adopted. Proper vouchers shall be taken for all such disbursements. It shall be the duty of the Treasurer to keep an accurate account of the finances of the Corporation on the books of the Corporation prepared and furnished for that purpose, and all books shall be open for inspection and examination by the Board of Directors or any committee appointed for that purpose. The Treasurer shall render an account of the standing of the Corporation at the annual meeting of the members and at such times as the Board of Directors may require. The Treasurer shall perform all such other and further duties as may be required by the President or Board of Directors. At the expiration of the term of office the Treasurer shall deliver all moneys, property and rights of the Corporation in his or her hands to the President or to the successor Treasurer.

Removal of Officers

5.06 Any officer elected or appointed to office may be removed by the persons authorized under these By-Laws to elect or appoint such Officer whenever in their judgment the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE SIX

COMMITTEES

Standing Committees

6.01 The Board of Directors shall appoint members to serve on the following standing committees:

- (a) Membership Committee
- (b) Ethics and Standards Committee
- (c) Professional Liaison Committee

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- (d) Legislation Committee
- (e) Third-Party Liaison Committee
- (f) Program Committee

The Committee chairmen shall be selected from the Board and conduct the affairs of their committee under the supervision of the President and Board of Directors. Each chairman will prepare a report of the progress of the Committee for presentation at each Board meeting. Committee members may be appointed by the respective committee chairman.

ARTICLE SEVEN

OPERATIONS

Fiscal Year

7.01 The fiscal year of this corporation shall begin on July 1 and end on June 30.

Books and Records

7.02 This Corporation will keep correct and complete books and records of accounts based on the corporation's fiscal year, and will keep minutes of the proceedings of its Members, Board of Directors, and Directoral Committees. The Secretary will keep a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its By-Laws including amendments to date certified by the Secretary of the Corporation.

Inspection of Books and Records

7.03 All books and records of this Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Nonprofit Operations-Compensation

7.04 This Corporation will not have or issue share of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors or Officers.

Loans to Management

7.05 This Corporation will make no loans to any of its Directors or Officers.

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7.06 (1) No member or Incorporator of this Corporation may have a vested right, interest or privilege of, in or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if his membership ceases, or while he is not in good standing.

(2) Expelled Members shall have no property rights to assests of the Corporation.

(3) On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation will be returned to the Regular Members on record of the date of the dissolution in the same ratio that the dues were last paid.

(4) The Directors of this Corporation may authorize secured transactions or other dispositions of corporate assets without approval by the Members.

ARTICLE EIGHT

GOVERNING OF BUSINESS

8.01 Unless otherwise directed by a majority vote of the members present, the governing of all business at all regular and special meetings of the membership and Board of Directors shall be according to Roberts Rules of Order.

ARTICLE NINE

AMENDMENTS

9.01 The power to alter, amend or repeal the Articles of Incorporation of this Corporation is vested in the Members. Such action must be taken pursuant to a resolution approved by a majority of the Directors and by two-thirds of the Members present at a general membership meeting.

9.02 The power to alter, amend or repeal these By-Laws, or to adopt ne By-Laws, insofar as is allowed by law, shall be by majority vote of the membership.

ARTICLE TEN

INDEMNIFICATION

Indemnification

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10.01 Every director, officer or employee of the association shall be indemnified by the association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer or employee of the associatio, or any settlement thereof, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all ~~other~~ rights to which such director, officer or employee may be entitled, as enumerated in

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AMENDMENTS TO THE BYLAWS OF MADMEC

Approved by a majority of the membership at an Annual Meeting
February 3, 1988, Framingham, MA

ARTICLE TWO

Offices and Agency

Principal and Branch Offices

- 2.01 The Board of Directors and/or the Executive Director shall have the responsibility of notifying the members at the annual meeting of the Corporation's principal place of business for the forthcoming year. Members shall be notified of any change in the location throughout the year.

ARTICLE THREE

Annual Members' Meetings

- 3.08 The annual meeting of the members will be held at a time and place that the Board of Directors designates.

ARTICLE FOUR

Directors

- 4.10 There may be more than one individual from one company serving simultaneously on the Board of Directors with approval from the Board of Directors.

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AMENDMENT TO THE BYLAWS OF MADMEC

Presented to and approved by the membership of MADMEC
at a membership meeting, October 19, 1988, Sturbridge, MA

ARTICLE SEVEN

7.06 Section Three

On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation will be donated to the New England Medical Equipment Dealers, Inc. ("NEMED"), a nonprofit organization, with the stipulation that the contribution be used specifically for Massachusetts members, if possible.