ARTICLE I

SOLE VOTING MEMBER

Kennewick Public Hospital District, a Washington municipal corporation, is the sole voting member of the corporation. The sole voting member shall have such rights and powers as are specified in Washington Nonprofit Corporation Act, the Articles of Incorporation of this corporation, and these Bylaws.

ARTICLE II

MEETING OF THE SOLE VOTING MEMBER

Section 1. Annual Meeting of the Sole Voting Member. The annual meeting of the sole voting member of Benton Franklin Elder Services shall be held each year immediately following the annual meeting of the Board of Directors of this corporation.

Section 2. Special Meeting of the Sole Voting Member. Special meetings of the sole voting member of this corporation may be called at any time by the President or Board of Directors of this corporation, or by the Chair or Board of Commissioners of the sole voting member.

Section 3. Notice of Meetings. Written notice stating the date, time and place of the meeting, and in the case of a special meeting of the sole voting member, also stating the purpose for which the meeting is called, shall be delivered to the sole voting member not less than three (3) nor more than thirty (30) days before the date of the meeting, either personally, by mail or by email, by or at the direction of the person or entity calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the sole voting member at the address as it appears in the records of the corporation, with postage prepaid. Any notice by email must be consistent with RCW 24.03.009.

Section 4. Quorum. Kennewick Public Hospital District, appearing through a majority of its Board of Commissioners, shall constitute a quorum for any meeting. The sole voting member may delegate or appoint an officer of Kennewick Public Hospital District to exercise any of the rights or powers of the sole voting member hereunder.

ARTICLE III

RESERVE POWERS OF THE SOLE VOTING MEMBER

The Board of Directors shall govern the affairs of this corporation, subject to the following reserve powers of the sole voting member:

Section 1. Appointment of Directors. The sole voting member shall appoint each member of the Board of Directors.

Section 2. Removal of Directors. The sole voting member shall have the right to remove any Director, with or without cause, and shall have the right to ratify the removal of a Director by the Board of Directors.

Section 3. Appointment and Removal of the Executive Director and Consultants. The sole voting member shall have the right to appoint and remove the Executive Director and any independent auditor or corporate counsel needed by this corporation.

Section 4. Merger, Consolidation or Dissolution. The sole voting member shall approve any merger, consolidation, or dissolution.

Section 5. Bylaws and Articles. The sole voting member shall approve any amendments to or restatements of the Articles of Incorporation or Bylaws of this corporation.

Section 6. Approval of Budget. The sole voting member shall approve the operating and capital budgets, and any purchase, sale, loan, lease, disposition, exchange, gift, pledge or encumbrance of any asset, except real property, not previously included in the capital budget.

Section 7. Indebtedness. The sole voting member shall approve aggregate borrowing in excess of $15,000 for periods of one year or less and all borrowing for periods of more than one year. For purposes of this Section, the term “aggregate borrowing” includes but is not limited to lease agreements and contracts of sale.

Section 8. Real Property and Other Transactions. The sole voting member shall approve the purchase or disposition of real property and all other transactions outside the ordinary course of business.

Section 9. Enumerated Rights in Addition to Other Rights. The foregoing rights shall be in addition to the rights granted to the sole voting member under the provisions of the laws of the State of Washington or Articles of Incorporation or Bylaws of this corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number. The number of Directors of the corporation shall be not less than five (5) and not more than nine (9). The Board of Directors by amendment of these Bylaws, and subject to approval of the sole voting member, may increase or decrease the number of Directors. The sole voting member shall appoint the Directors and no less than one Director shall be a member of the Board of Commissioners of the Kennewick Public Hospital District. Each Director shall hold office until removed by the sole voting member or by the Director's resignation.

Section 3. Officers. At its annual meeting, the Board of Directors shall elect its officers for the positions of President, Vice President, Secretary, and Treasurer, each for a term of one year.

Section 4. Other Committees. Other committees, both standing and special purpose shall be appointed by the President at the will of the majority of Directors present at any regular meeting wherein a quorum has been established. Such standing committees shall serve from annual meeting to annual meeting.

Section 5. Vacancies. The sole voting member shall have power to fill any vacancy on the Board of Directors. The Board of Directors shall make nominations to the sole voting member for any vacancy, except for a position required to be filled by a member of the Board of Commissioners of the Kennewick Public Hospital District.

Section 6. Attendance. Any member of the Board of Directors absent from four (4) consecutive meetings without prior notice to the Board shall be given notice by letter from the President of the Board of the Board's intention to remove said Director from the Board at the next regular meeting of the Board. Any Board member so notified may reinstate himself if, within thirty (30) days after the notice is mailed, he requests and receives reinstatement from the Board.

ARTICLE V

MEETINGS OF BOARD OF DIRECTORS

Section 1. Meeting. The annual meeting of the Board of Directors shall be held within the first quarter of the calendar year at which time the Board of

Directors is elected. Said meeting shall be held at the same place as regular meetings unless some other place shall be specified by resolution of the Board at such meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held at any place, at any time, whenever called by the President or Secretary, or any four (4) or more Directors.

Section 3. Notice of Meetings. No notice of the annual meeting of the Board of Directors shall be required. Notice of the time and place of any special meetings of the Board of Directors shall be given by the Secretary, or by the person or persons calling the meeting, by mail, email or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meting is to be held. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors needs to be specified in the notice or any waiver of notice of such meeting. Any notice by email must be consistent with RCW 24.03.009.

Section 4. Quorum. A quorum shall be constituted by the presence of one-third or more members of the Board of Directors, but not less than three members, at any regular meeting held after proper notice is given. The action of majority of Directors present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

ARTICLE VI

ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or directors of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE VII

WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, 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 equivalent to the giving of such notice.

CERTIFICATE OF ADOPTION

The undersigned hereby certifies that the foregoing Amended and Restated Bylaws of Benton Franklin Elder Services were adopted by resolution of the Board of Directors of Benton Franklin Elder Services on May 27, 2008.

Dated this 27th day of May, 2008.

BENTON FRANKLIN ELDER SERVICES

By: ______________________________

Its: President

BENTON FRANKLIN ELDER SERVICES

RESOLUTION OF THE BOARD OF DIRECTORS

The undersigned, constituting all the members of the Board of Directors of Benton Franklin Elder Services (the "Corporation") do hereby unanimously adopt the following resolutions:

WHEREAS, the Board of Directors of the Corporation, upon due consideration, find it to be in the best interests of the Corporation to amend the Corporation's Articles of Incorporation and Bylaws;

NOW, THEREFORE, IT IS RESOLVED, that the proposed Articles of Amendment to the Articles of Incorporation attached hereto as Exhibit A and the proposed Amended and Restated Articles of Incorporation attached hereto as Exhibit B are hereby approved and adopted by the Board;

RESOLVED FURTHER, that the proposed Amended and Restated Bylaws attached hereto as Exhibit C are hereby approved and adopted by the Board;

RESOLVED FURTHER, THAT THE OFFICERS OF THE Corporation are herby authorized and directed to take such action as appropriate to have such Articles of Amendment to the Articles of Incorporation and Amended and Restated Articles of Incorporation filed with the Secretary of State of Washington and such other actions as are necessary or helpful to effectuate and carry out the amendment to and restatement of such articles;

DATED this 27th day of May, 2008.

______________________________	______________________________
Name:	Name:
______________________________	______________________________
Name:	Name:
______________________________	______________________________
Name:	Name:
______________________________	______________________________
Name:	Name:

Board of Commissioners of the Kennewick Public Hospital District adopted Resolution 2006-9 to effect amendments to the bylaws on April 27, 2006