

## **AMENDED AND RESTATED BYLAWS**

### **OF**

### **VIZIENT INC.**

### **OFFICES**

Section 1. Registered Office. Vizient (the “Corporation”) shall have and continuously maintain in the State of Delaware a registered office (which need not be a place of business of the Corporation) and a registered agent having a business office identical with such registered office.

Section 2. Other Offices. The Corporation may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors of the Corporation (“Board”) may from time to time determine or the business of the Corporation may require.

## **ARTICLE II**

### **STOCKHOLDERS**

Section 1. Common Stock Ownership. The Board may, from time to time, authorize the issuance of shares of Common Stock, par value \$1.00 per share, of the Corporation (“Common Stock”) to such persons and for such consideration as is determined by the Board. The Board may, from time to time, set such requirements for Common Stock ownership as the Board determines are necessary or desirable to accomplish the purposes of the Corporation.

## **ARTICLE III**

### **MEETINGS OF STOCKHOLDERS**

Section 1. Annual Meetings. An annual meeting of the stockholders shall be held for the purposes of electing directors and conducting such other business as may properly come before the meeting. The date, hour and place, either within or without the State of Delaware, of each annual meeting shall be determined by resolution of the Board; provided, that, in the absence of any such determination with respect to the place for any annual meeting, such meeting shall be held at the principal office of the Corporation.

Section 2. Special Meetings. Special meetings of the stockholders may be called by the Chair of the Board, by the Chief Executive Officer and President, by the Board or by the holders of not less than one-fifth of all the outstanding shares of Common Stock. The date, hour and place, whether within or without the State of Delaware, of any special meeting shall be determined by the officer or persons calling such meeting; provided, that, in the absence of any such determination with respect to the place for any special meeting, such meeting shall be held at the principal office of the Corporation.

Section 3. Notice. Written notice of every annual or special meeting of the stockholders, stating the place, date, hour and, in the case of a special meeting, the purpose or purposes of such meeting, shall be given to each stockholder of record entitled to vote at such meeting, unless otherwise required by applicable law, not less than ten (10) nor more than sixty (60) days before the date of the meeting, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of all or substantially all the property and assets not less than twenty (20) nor more than sixty (60) days before the date of the

meeting. All such notices shall be given, either personally or by mail, by or at the direction of the Chair of the Board, the Chief Executive Officer and President, the secretary or the officer or persons calling the meeting, and if mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the stockholder at such stockholder's address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 4. Stockholder List. The officer having charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before any meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of at least ten (10) days prior to the meeting, either (i) on a reasonably accessible electronic network, *provided that* the information required to gain access to such list is provided with the notice of such meeting, or (ii) during ordinary business hours at the principal place of business of the Corporation. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any stockholder, during the whole time of the meeting, and may be inspected by any stockholder present. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by this Section 4 or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

Section 5. Inspectors. At any meeting of the stockholders, the chair of the meeting may, or upon the request of any stockholder shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of holders of Common Stock represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the stockholders. Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of holders of Common Stock represented at the meeting and the results of the voting shall be prima facie evidence thereof.

Section 6. Quorum. The holders of a majority of the outstanding shares entitled to vote on a matter, present in person or represented by proxy, shall constitute a quorum for consideration of such matter at any meeting of the stockholders except as otherwise provided by applicable statute or by the Amended and Restated Certificate of Incorporation. If a quorum is not present, the stockholders present in person or represented by proxy at the meeting, and entitled to vote thereat, shall have the power by the affirmative vote of a majority of such shares, to adjourn the meeting to another time and/or place. Unless the adjournment is for more than thirty (30) days or unless a new record date is fixed for the adjourned meeting after the adjournment, no notice of the adjourned meeting need be given to any stockholder provided that the date, time and place of the adjourned meeting were announced at the meeting at which the adjournment was taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

Section 7. Vote Required. Subject to the provisions of Section 11 of this Article III, when a quorum is present at any meeting, the vote of the holders of a majority of the outstanding shares of Common Stock entitled to vote on a matter (and, in any case in which any class of shares is entitled by applicable statute to vote as a class on a matter, the vote of the holders of a majority of the outstanding shares of such class), present in person or represented by proxy, shall be the act of the stockholders, unless by express provision of any applicable statute or of the Amended and Restated Certificate of Incorporation a different vote is required, in which case such express provision shall govern and control such vote.

Section 8. Proxies. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy. No proxy shall be voted or acted upon after three (3) years from the date thereof unless the proxy provides for a longer period. Every proxy shall continue in full force and effect until revoked by the person executing it prior to the vote or action pursuant thereto, except as provided in this Section 8. Such revocation may be effected by a writing delivered to the Chief Executive Officer and President stating that the proxy is revoked or by a subsequent proxy executed by, or by attendance at the meeting and voting in person by, the person executing the proxy. The dates contained on the forms of proxy shall presumptively determine the order of execution, regardless of the postmark dates on the envelopes in which they are mailed. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only so long as, it is coupled with an interest in the stock or in the Corporation generally. The death or incapacity of a stockholder appointing a proxy does not revoke the proxy's authority unless notice of the death or incapacity is received by the officer who maintains the Corporation's stock ledger before the proxy exercises his or her authority under the appointment. Unless the appointment of a proxy contains an express limitation on the proxy's authority, the Corporation may accept the proxy's vote or other action as that of the stockholder making the appointment.

Section 9. Voting of Shares. Subject to the provisions of Section 11 of this Article III, each outstanding share of Common Stock shall be entitled to one vote upon each matter submitted to a vote at a meeting of stockholders.

Section 10. Voting of Shares by Certain Stockholders. Any share of Common Stock registered in the name of another corporation, domestic or foreign, may be voted by any officer, agent, proxy or other legal representative authorized to vote such share under the law of incorporation of such corporation. The Corporation may treat the president or other person holding the position of chief executive officer of such other corporation as authorized to vote such share, together with any other person indicated and any other holder of an office indicated by the corporate stockholder to the Corporation as a person or an office authorized to vote such share.

Section 11. Informal Action. Any action required to be taken at any annual or special meeting of the stockholders of the Corporation, or any other action which may be taken at a meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing-setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting-at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given in writing to those stockholders who have not consented in writing.

## **ARTICLE IV**

### **DIRECTORS**

Section 1. Number. The number of directors shall be set by resolution of the Board and may be changed from time to time by the Board; provided that the number of directors shall not be less than fifteen (15) nor more than twenty-one (23), including any *ex-officio* members, and the directors shall reside throughout the United States. The Chief Executive Officer and President shall serve as an *ex-officio* voting member of the Board. Immediately following the closing of the transactions contemplated by that certain Stock Purchase Agreement, dated as of January , 2015, between the Corporation and University HealthSystem Consortium, an Illinois not-for-profit corporation (the "Purchase Agreement"), the Board shall consist of twenty (20) directors, including the Chief Executive Officer and President. A

person that is not affiliated with a health care institution that is a stockholder (an “Independent Director”) shall not be qualified for election or appointment to the Board if, following such person’s election or appointment, more than four (4) of the persons serving on the Board would be Independent Directors.

Section 2. Nomination. Except as otherwise provided in these Bylaws, the Nominating Committee, at or prior to any meeting of stockholders of the Corporation at which an election of directors shall be held, shall nominate and recommend persons for election at such meeting as directors. A stockholder holding Common Stock may nominate any person for election as a director at any meeting of stockholders of the Corporation only if such stockholder has delivered to the Chair of the Board written notice thereof (including the name of the nominee) not later than the earlier of (i) five (5) days prior to such meeting of stockholders or (ii) in the case such meeting of stockholders is an annual meeting, sixty (60) days prior to the date in the year of such annual meeting of stockholders which corresponds to the date on which the annual meeting of stockholders of the Corporation (or any of its predecessors) was held in the preceding year.

Section 3. Term of Office. Except as otherwise set forth in these Bylaws or unless a vacancy occurs as provided in Section 5 of this Article IV, directors shall be elected for an initial term of three (3) years and may be elected for up to two (2) consecutive terms of three (3) years each and, in the sole discretion of the Board and in circumstances it deems appropriate, the Board may nominate a director to serve additional one (1) year terms for three (3) consecutive years such that a director may serve for a maximum total term of nine (9) consecutive years. Notwithstanding anything in these Bylaws to the contrary, the directors serving on the Board immediately following the closing of the transactions contemplated by the Purchase Agreement shall serve for the terms set forth in that certain Amended and Restated Stockholders Agreement of the Corporation, dated as of \_\_\_\_\_, 2015, as amended from time to time (the “Stockholders Agreement”); provided, however, that the Board, in its discretion and in circumstances the Board deems appropriate, may nominate one or more of such directors to serve additional one (1) year terms for up to three (3) consecutive years. A director elected at the annual meeting of stockholders shall hold office commencing upon his election at such annual meeting and until such director’s successor has been elected, or until such director’s earlier death, resignation or removal.

Section 4. Resignation. Any director may resign at any time by giving written notice to the Board, to the chair of the Board, to the Chief Executive Officer and President or to the Secretary of the Corporation. A resignation shall be effective when the notice is given unless the notice specifies a future date, in which case such future date shall be the effective date of resignation, and such resignation shall serve as a resignation from any committee of the Board on which such individual serves. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. If a director who was elected by reason of being affiliated with a health care institution that is a stockholder is no longer affiliated with such health care institution for a period of three (3) months, then the director shall be considered to have tendered his resignation to the Board, and the Board shall have the power to accept or reject such resignation.

Section 5. Vacancies. Any vacancy occurring in the Board and any newly created directorship resulting from an increase in the number of directors shall be filled by the Board. Any director so elected to fill a vacancy or newly created directorship shall hold office until the annual meeting at which such directorship would expire under Section 3 of this Article IV, and until his successor is elected and qualified or until his earlier death, resignation or removal.

Section 6. Quorum. At all meetings of the Board, a majority of the occupied seats on the Board, but not less than one third of the number of directors fixed pursuant to Section 1 of this Article IV, shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a

meeting at which a quorum is present shall be the act of the Board. If a quorum shall not be present at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 7. Annual Meetings. The second meeting of the Board each year, which usually occurs in June, shall constitute the annual meeting of the Board. The meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board, or as shall be specified in a written waiver signed by all of the directors.

Section 8. Regular and Special Meetings and Notice. Regular meetings, other than the annual meeting of the Board, may be held without notice at such time and at such place, within or without the State of Delaware, as shall from time to time be determined by the Board. Special meetings of the Board may be called by the Chair of the Board, by the Chief Executive Officer and President or by the Secretary on at least twenty-four (24) hours' notice thereof to each director, either personally, by telephone, by mail or by electronic transmission (including electronic mail, with reply request); in like manner and on like notice, the Chair of the Board must call a special meeting on the written request of three (3) directors. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice of such meeting. In the event a reply is not given in response to a notice of a special meeting by electronic mail, the Board shall give a second notice of the special meeting to such director by one of the other means provided in this Section 8 of this Article IV.

Section 9. Telephonic Meetings. Members of the Board or of any committee of the Board may participate in and act at any meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

Section 10. Board Committees. The following committees shall be standing committees of the Board ("Board Committees"): the Executive Committee, the Compensation Committee, the Finance and Audit Committee, the Compliance Committee, the Nominating Committee, the Data Vizient Committee, the Innovation Committee, and such other standing or other committees as may be or have been established by the Board from time to time. Each Board Committee shall develop a charter for review and approval by the Board, with such charter to include the number of members on the committee. The Chair of the Board and the Nominating Committee shall appoint the chairs of the committees of the Board subject to the requirements set forth below.

(a) Executive Committee. The Executive Committee shall consist of the following individuals: the Chair of the Board, the chairs of all Board Committees, the chair of the AMC Affinity Vizient board of directors, and the Chief Executive Officer and President. At all times when the Board is not in session, the Executive Committee shall have and exercise the powers of the Board, except that such committee shall have no authority as to the matters set out in Section 10(i).

(b) Compensation Committee. Each director serving on the Compensation Committee shall serve at the pleasure of the Board. The Compensation Committee shall assist the Board in carrying out its responsibilities with respect to executive compensation and qualified and non-qualified benefit plans.

(c) Finance and Audit Committee. Each director serving on the Finance and Audit Committee shall serve at the pleasure of the Board. The Finance and Audit Committee shall provide assistance to the Board in fulfilling its oversight responsibility to stockholders and stakeholders relating to the Corporation's financial responsibilities.

(d) Compliance Committee. Each director serving on the Executive Committee shall serve at the pleasure of the Board. The Compliance Committee shall oversee corporate compliance processes on behalf of the Board.

(e) Nominating Committee. The Chief Executive Officer and President shall be a member of the Nominating Committee. Of the directors serving on the Nominating Committee other than the Chief Executive Officer and President, no less than fifty percent (50%) of such directors shall be concurrently serving as officers of Academic Medical Centers or health systems that include Academic Medical Centers. The initial chair of the Nominating Committee of the Board shall be concurrently serving as the chief executive officer or similar position of an Academic Medical Center that holds, directly or indirectly, Common Stock. So long as the initial chair of the Nominating Committee of the Board satisfies the qualifications set forth in the previous sentence, such initial chair shall serve as chair of the Nominating Committee of the Board for the same period of time as the initial Chair of the Board serves as the Chair of the Board. The Nominating Committee shall be responsible for nominating individuals for election by the stockholders of the Corporation to the Board. Each director serving on the Nominating Committee shall serve at the pleasure of the Board. For purposes of these Bylaws, "Academic Medical Center" shall mean a teaching hospital or health system that: (i) has a documented affiliation agreement with a medical school accredited by the Liaison Committee on Medical Education; and (ii) satisfies one or more of the following criteria: (A) is under common ownership with the medical school, (B) the majority of the department chairs of the medical school either serve as the chiefs of service of the teaching hospital or have the responsibility as department chairs for appointing the chiefs of service of the teaching hospital, or (C) has a reputation for excellence in service, teaching and research as determined in the discretion of the Board, based on the following considerations: clinical support of undergraduate medical education, an employed clinical faculty with a centralized practice plan, ten or more graduate medical education programs, support of clinical research, or designation by the medical dean or university president as the primary clinical site of the medical school.

(f) Data Vizient Committee. Data Vizient Committee shall consist of such individuals as may be determined by management of the Corporation; provided, however, that (i) the Chair of the Data Vizient Committee must at all times be a director and a member of the Executive Committee, (ii) during the first three (3) years following the Closing Date (as such term is defined in the Purchase Agreement), the Chair of the Data Vizient Committee shall at all times be concurrently serving as the chief executive officer or similar position whose primary responsibility is to manage the day to day operations of an Academic Medical Center that holds, directly or indirectly, Common Stock, and (iii) at all times no less than fifty percent (50%) of the individuals serving on the Data Vizient Committee shall concurrently be serving as the chief executive officer or similar position whose primary responsibility is to manage the day to day operations of an Academic Medical Center that holds, directly or indirectly, Common Stock. Each director and individual serving on the Data Vizient Committee shall serve at the pleasure of the Board. The Data Vizient Committee shall have and exercise the powers of the Board with respect to the oversight of the operations of Data Vizient, except that such committee shall have no authority as to the matters set out in Section 10(i).

(g) Innovation Committee. Each director serving on the Innovation Committee shall serve at the pleasure of the Board. The Innovation Committee shall assist the Board in developing processes and strategic plans for innovation and research with respect to the business of the Corporation.

(h) Additional Committees. The Board may designate one or more additional committees, each committee to consist of one or more directors of the Corporation, which to the extent provided in the resolution and within the limitations prescribed by law, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it, except that such committee shall have no authority as to the matters set out in Section 10(i). Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board. The Board or any committee thereof may, by resolution adopted by a majority of the Board or committee, as applicable, designate one or more committees or subcommittees consisting of one or more directors and/or persons who are not directors to advise the Board or such committee on matters relating to the management of the Corporation. The Board may, by resolution adopted by a majority of the Board, designate one or more persons that are not directors to attend some or all meetings of the Board or any committee thereof in an advisory capacity.

(i) Procedure; Meetings; Quorum. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting for the absent or disqualified member. Meetings of a particular committee of the Board shall be called by any member of the same, on three days' mailed notice, or one day's telegraphed, telecopied or emailed notice to each of the other members, stating therein the purpose for which such meeting is to be held. Notice of meeting may be waived, in writing, by any member of such committee. All action by a committee of the Board shall be recorded in the committee's minutes and reported from time to time to the Board. The presence of a majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of a committee. The affirmative vote of a majority of the members of the committee present at a meeting of a committee at which a quorum is present shall be the act of such committee. Any action required or permitted to be taken by a committee may be taken without a meeting if all of the members of the committee consent in writing to the adoption of a resolution authorizing the action, and in such event the resolution and the written consent of all members of the committee thereto shall be filed with the minutes of the proceedings of the committee.

(j) Limitations on Committee Authority. In addition to such other limitations as may be set forth in a charter of a committee, these Bylaws, and the Delaware General Corporation Law, no committee of the Board shall have the power or authority in reference to the following matters: (i) amending the Amended and Restated Certificate of Incorporation (except that a committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the Board as provided in § 151(a) of the Delaware General Corporation Law, fix the designations and any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the Corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation or fix the number of shares of any series of stock or authorize the increase or decrease of the shares of any series); (ii) adopting an agreement of merger or consolidation under § 251, § 252, § 254, § 255, § 256, § 257, § 258, § 263 or § 264 of the Delaware General Corporation Law; (iii) recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets; (iv) recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution; (v) amending bylaws; (vi) declaring a dividend; (vii) authorizing the issuance of stock; (viii) adopting a certificate of ownership and merger

pursuant to § 253 of the Delaware General Corporation Law; or (ix) amending or repealing a resolution of the Board.

Section 11. Terms and Rules. Members of each committee shall serve until their successor is elected or until their earlier deaths, resignations or removal. A member of any committee shall become disqualified to continue to serve in such capacity and shall be deemed to be removed as a member of such committee if and when such person ceases to be the person who is the voting representative of the stockholder of the Corporation with which the person was associated at the time such person was elected to the committee, unless the Board determines otherwise. A majority of the occupied seats on the committee, but not less than one-third of the entire size of the committee membership, shall constitute a quorum and a majority of a quorum shall be necessary for committee action. Each committee shall determine how it shall conduct its business, to include the time and place of meetings and the notice required therefor.

Section 12. Informal Action. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee, as the case may be.

Section 13. Compensation. The Board shall have authority to fix the compensation of the Independent Directors, and the stockholders shall have the authority to fix the compensation of the other directors. Without limiting the generality of the foregoing, directors may be reimbursed for expenses of attending meetings of the Board and may be paid a fixed sum for attending each meeting or a stated salary as directors, and members of committees of the Board may be allowed like compensation for attending committee meetings. Such compensation shall not preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

## **ARTICLE V**

### **OFFICERS**

Section 1. Number. The officers of the Corporation shall consist of a Chair of the Board, a Vice Chair of the Board, a Chief Executive Officer and President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers (including, without limitation, assistant officers) as may be deemed necessary by the Board or the Chief Executive Officer (in consultation with the Board) from time to time. Any number of offices may be held by the same person. Notwithstanding the foregoing, any offices, except the offices of Chair of the Board, Vice Chair of the Board, Chief Executive Officer and President, Secretary, and Treasurer, may remain unfilled. All officers elected by the Board shall each have such powers and duties as generally pertain to their respective offices, subject to the specific provisions of this Article V and any applicable resolution of the Board. Such officers shall also have such powers and duties as from time to time may be conferred by the Board. All officers appointed by the Chief Executive Officer and President shall have such powers and duties as generally pertain to their respective offices, subject to the specific provisions of this Article V and as may be prescribed by the Chief Executive Officer and President from time to time.

Section 2. Election and Term of Office. The Chair of the Board shall be nominated by the Executive Committee and elected annually by the Board from among the directors and shall hold office for a term of one (1) year until his or her successor is elected and qualified or until his or her earlier death, resignation or removal; provided, however, that in the sole discretion of the Board, the Chair of the Board may be elected for up to three (3) consecutive one (1) year terms. The Vice Chair of the Board, Chief Executive Officer and President, Secretary, and Treasurer shall be elected by the Board and



shall hold office until their respective successors are elected and qualified or until their earlier death, resignation or removal. Any Vice President or other officer shall be appointed by the Chief Executive Officer (in consultation with the Board) and shall hold office until their respective successors are elected and qualified or until their earlier death, resignation or removal. Any vacancy occurring in any office of the Corporation may be filled by the Chief Executive Officer and President (in consultation with the Board); provided, however, that any vacancy occurring in the offices of Chair of the Board, Vice Chair of the Board, Chief Executive Officer and President, Secretary or Treasurer shall be filled by election by the Board.

Section 3. Compensation. Compensation of all officers shall be fixed by the Chief Executive Officer and President, except that the compensation of the Chair of the Board, Vice Chair of the Board, Chief Executive Officer and President, Secretary and Treasurer shall be fixed by the Board or by the Executive Committee, in each case by a majority vote of the disinterested directors (even though the disinterested directors be less than a quorum), and no officer shall be prevented from receiving such compensation by virtue of the fact that he is or was a director of the Corporation at the time such compensation is or was authorized.

Section 4. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board and of the stockholders. He or she shall perform all duties incident to the office of Chair of the Board and shall also perform such other duties and have such other powers as may be prescribed from time to time by the Board. In the absence or disability of the Chair of the Board, the Board shall have the power to elect an acting chair to serve until the absence or disability is cured or until a new chair is elected by the directors. After completing a term as Chair of the Board, the director serving as Chair of the Board may be designated as the “former chair” or “chair emeritus” by the directors for any or all of the remaining portion of such director’s term, and in such role shall have such duties and powers as may be prescribed from time to time by the Board.

Section 5. Vice Chair of the Board. The Vice Chair of the Board shall preside at all meetings of the Board and of the stockholders in the absence or disability of the Chair of the Board. He or she shall perform all duties incident to the office of Vice Chair of the Board, including the duties of the Chair of the Board in the absence or disability of the Chair of the Board, and shall also perform such other duties and have such other powers as may be prescribed from time to time by the Board. In the absence or disability of the Vice Chair of the Board, the Board shall have the power to elect an acting Vice Chair to serve until the absence or disability is cured or until a new Vice Chair is elected by the Board. After completing a term as Vice Chair of the Board, the director serving as Vice Chair of the Board may be designated as the “former vice chair” or “vice chair emeritus” by the directors for any or all of the remaining portion of such director’s term, and in such role shall have such duties and powers as may be prescribed from time to time by the Board.<sup>1</sup>

Section 6. Chief Executive Officer and President. The Chief Executive Officer and President shall be responsible for the management of the operations of the Corporation and shall see that all orders and resolutions of the Board and of the Executive Committee are carried into effect. He shall have power to execute bonds, mortgages and other contracts and documents, whether or not under the seal of the Corporation, except where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. He shall have all powers incident to the office of Chief Executive Officer and to the office of President, including, without limitation, designating the management structure of the Corporation and (to the extent not inconsistent with these Bylaws) assigning the duties and responsibilities of its various officers, including one or more Vice Presidents.

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<sup>1</sup> The initial Vice Chair to be from an Academic Medical Center for 3 years following the closing.

He shall also perform such other duties and have such other powers as may be prescribed from time to time by the Board.

Section 7. Secretary and Assistant Secretaries. The Secretary shall have the authority to certify the bylaws, resolutions of the stockholders and the Board and committees of the Board and other documents of the Corporation as true and correct copies thereof. The Secretary shall attend all meetings of the Board and all meetings of the stockholders and shall record all proceedings of such meetings and of meetings of the committees of the Board in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board, and shall perform such other duties and have such other powers as may be prescribed from time to time by the Board or committees of the Board. He shall have custody of the corporate seal of the Corporation and shall have authority to affix the same to any instrument requiring it and when so affixed it may be attested by his signature. The Board or any committee of the Board may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing thereof by his signature. The assistant secretary, or if there shall be more than one, the Assistant Secretaries, in the order determined by the Board (or, in the absence of such a determination, in the order of seniority in office), shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries, also shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 8. Treasurer and Assistant Treasurers. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chair of the Board and the Board, at regular meetings, or when the Board so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board, he shall give the Corporation a bond (which shall be renewed every six (6) years) in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation. He shall also perform such other duties and have such other powers as may be prescribed from time to time by the Board. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers, in the order determined by the Board (or, in the absence of such a determination, in the order of seniority in office), shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer. The assistant treasurer, or if there shall be more than one, the assistant treasurers, also shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 9. Removal of Officers. Any officer or all of the officers of the Corporation may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights. Without limiting the generality of the foregoing, any person serving as the Chair of the Board shall become disqualified to continue to serve in such capacity and shall be deemed to be removed from such office without any action of the Board if and when such person ceases to be a director of the Corporation.

Section 10. Resignation. Any officer may resign at any time by giving written notice to the Board, to the Chair of the Board, to the Chief Executive Officer and President or to the Secretary of the

Corporation. A resignation shall be effective when the notice is given unless the notice specifies a future date, in which case such future date shall be the effective date of resignation. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

## **ARTICLE VI**

### **CERTIFICATES OF STOCK**

Section 1. Form. The shares of the Corporation may be issued with or without certificates as determined by the Board in accordance with the Delaware General Corporation Law. Stock certificates shall be signed by the Chair of the Board or the President or a Vice President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary and may be sealed with the seal or a facsimile of the seal of the Corporation. In case the seal of the Corporation is changed after the certificate is sealed with the seal or a facsimile of the seal of the Corporation, but before it is issued, the certificate may be issued by the Corporation with the same effect as if the seal had not been changed. Any or all of the signatures on the certificate may be facsimiles. In case any officer of the Corporation, any transfer agent or registrar or any officer or employee of any transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate ceases to be an officer of the Corporation, a transfer agent or registrar or an officer or employee of a transfer agent or registrar before such certificate is issued, the certificate may be issued by the Corporation with the same effect as if the officer of the Corporation, or the transfer agent or registrar or the officer or employee of the transfer agent or registrar, had not ceased to be such at the date of its issue.

Section 2. Lost Certificate. The Chair of the Board, the Chief Executive Officer and President, or the Secretary may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation or by any corporation of which it is the lawful successor alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate or certificates of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Chair of the Board, the Chief Executive Officer and President, or the Secretary in his discretion and as a condition precedent to the issuance thereof, may require the owner of such lost, stolen or destroyed certificate or certificates, or such person's legal representative, to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of any such certificate or certificates or the issuance of such new certificate or certificates.

## **ARTICLE VII**

### **GENERAL PROVISIONS**

Section 1. Fixing a Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend (including, without limitation, "Regular Dividends" as defined in the Amended and Restated Certificate of Incorporation) or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. If no record date is fixed, (i) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (ii) the record date for determining stockholders entitled to express consent to

corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is expressed; and (iii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

Section 2. Registered Stockholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of any share to receive any Regular Dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of any share, and shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof.

Section 3. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 5. Seal. The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 6. Gender and Number. Except when otherwise specifically indicated by the context, words in the masculine gender shall also include the feminine gender, and the plural shall include the singular and the singular shall include the plural.

Section 7. Securities Owned by Corporation. Each voting security or voting membership in any other corporation, partnership or other organization held by the Corporation shall be voted by the Chair of the Board, the Chief Executive Officer and President, or any Vice President, unless the Board confers authority to vote with respect thereto, which may be general or confined to specific instances, upon some other person or officer. Any person authorized to vote any security or membership shall have the power to appoint proxies, with general power of substitution.

Section 8. Waiver of Notice. Whenever notice is required to be given by law or under the provisions of the Amended and Restated Certificate of Incorporation or these Bylaws, a written waiver, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the Delaware Court of Chancery shall, to the fullest extent permitted by law, be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Corporation; (ii) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders; (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, the Amended and Restated Certificate of Incorporation or these Bylaws; or (iv) any action asserting a claim governed by the internal affairs doctrine, in each case subject to the Delaware Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

## **ARTICLE VIII**

### **ACTIONS REQUIRING SPECIAL BOARD APPROVAL**

Section 1. Actions Requiring Special Board Approval. Notwithstanding anything in these Bylaws or the Stockholders Agreement to the contrary, the following actions shall require the affirmative vote of sixty-five percent (65%) of all of the members of the Board:

- (a) Sale of all or substantially all of the assets of the Corporation;
- (b) Merger, reorganization, dissolution, or bankruptcy of the Corporation;
- (c) The dissolution, reorganization, merger, sale of substantially all of the assets, sale of any equity interests, or substantial change to the purpose of Data Vizient;
- (d) The dissolution, reorganization, merger, sale of substantially all of the assets, sale of any equity interests, or substantial change to the purpose of AMC Affinity Vizient; or
- (e) Any amendment to the Stockholders Agreement.

## **ARTICLE IX**

### **AMENDMENTS**

Section 1. Amendments to Bylaws. These Bylaws may be amended or repealed and new Bylaws adopted, by a vote of the stockholders holding seventy-five percent (75%) of the issued and outstanding shares of Common Stock, present and voting, in person or by proxy, at a meeting of the stockholders entitled to vote. The Board may amend or repeal these Bylaws, or adopt new Bylaws, by the affirmative vote of sixty-five percent (65%) of all of the members of the Board. Bylaw provisions adopted, amended or repealed by the Board may be amended or repealed by the stockholders.

Section 2. Amendments to Amended and Restated Certificate of Incorporation. The Amended and Restated Certificate of Incorporation may only be altered, amended, or repealed upon the affirmative vote of sixty-five percent (65%) of all of the members of the Board, and upon the affirmative vote of the stockholders holding a majority of the issued and outstanding shares of Common Stock, present and voting, in person or by proxy, at a meeting of the stockholders entitled to vote.

### **CERTIFICATE OF SECRETARY**

The foregoing is a true and complete copy of the Amended and Restated Bylaws of Vizient, Inc. as amended and restated as of , 2015.

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Secretary