

BYLAWS



BOARD OF TRUSTEES

Approved by the Board of Trustees on December 13, 2010

(A Non-Profit Corporation)

The Mission of [REDACTED], Inc. (the "Corporation") is to **deliver quality, compassionate primary healthcare – every patient, every time – in response to the needs of our communities.** The Corporation provides services to all residents of [REDACTED] and [REDACTED] Counties, regardless of insurance status or ability to pay.

ARTICLE I. OFFICES

The Corporation may have such offices as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II. BOARD OF TRUSTEES

Section 1. General Powers. The Corporation is organized pursuant to North Carolina General Statutes, Chapter 55A (Non-Profit Corporation Act), and the affairs of the Corporation shall be managed by the Board of Trustees. The Board of Trustees shall, at all times, insure that the Corporation operates in compliance with the laws of the State of North Carolina and with the federal rules and regulations that govern the funding and operation of community health centers.

Section 2. Number and Qualifications. The Corporation shall have two categories of Trustees, "consumers" and "non-consumers". A consumer shall be defined as a recipient of services offered by the Corporation or the parent or legal guardian of a dependent child or adult consumer. A consumer board member must utilize the Corporation as their principal source of primary care, and must have used the services within the last two years. A non-consumer shall be defined as a representative of the community in the Corporation's service area.

The Board of Trustees shall be a self-perpetuating body with vacancies being filled by a majority vote of the members present at a duly constituted meeting of the Board of Trustees. At least fifty-one percent (51%) of board members shall be consumers who shall be representative of the Corporation's patient demographics in terms of age, race, ethnicity and gender. The consumer board members shall also be representative of the various practice locations and shall be selected in keeping with federal rules and regulations that govern the funding and administration of health care centers. The Corporation receives special population funding, and at a minimum there shall be at least one active healthcare for the homeless consumer representative on the Board.

The remaining members of the Board of Trustees shall be non-consumers who, generally selected for their expertise, shall also be selected in keeping with the federal rules and regulations that govern the funding and administration of healthcare centers. The Corporation shall, at all times, strive to maintain balance between consumer and non-consumer Trustees, making every effort to achieve a 49% non-consumer representation on the board. No more than fifty percent (50%) of the non-consumer Trustees may be individuals who are employed in healthcare and, therefore, derive greater than 10% of their annual income from the healthcare industry. Non-consumer board members shall live or work in the Corporation's service area.

The number of Trustees shall be seventeen (17) except when it becomes necessary or desirable to increase the size of the Board to accommodate additional practice sites. In such case, the Corporation shall increase the size of the Board by no greater than two (2) additional members, one seat being designated for a consumer and one for a non-consumer. At no time shall the number of Trustees be greater than nineteen (19).

No member of the Board of Trustees shall be an employee of the Corporation, or be related by blood, marriage, or adoption to an employee of the Corporation. Board members shall not use their position for preferential treatment for themselves, family members or close associates.

In no event shall more than three (3) members of the Board of Trustees serve at the same time who are employed by the same organization or entity, including affiliated or related entities. Additionally, in no event shall more than three (3) members of the Board of Trustees serve at the same time who represent the same advisory or community board.

Section 3. Term and Replacements. Members of the Board of Trustees shall serve one (1) three (3) year term and shall be eligible to serve one additional three (3) year term upon the formal nomination by the Membership/Bylaws Committee and vote by the Board of Trustees. Consideration for Board membership after six (6) years of service may occur after a twelve (12) month board service sabbatical by the Trustee. At such time, the Trustee may be eligible for nomination by the Membership/Bylaws Committee to the full Board for vote.

Members of the Board of Trustees shall serve staggered terms so that the term of office of one-third of the members will expire at the end of each calendar year.

Trustees filling unexpired terms shall have the same term of service as the Trustee serving before him or her. Depending upon the size of an incoming class or the configuration of the board, at any given time, Trustees may be asked, at the beginning of his or her term, to serve an "extension" of up to twelve (12) months. The need for such extension shall be determined by the Board to insure the stability of the organization such that no greater than one third of the Board of Trustees shall rotate off at any given time. A lottery process shall be used to determine which board members within a class shall serve extension terms.

Section 4. Election of Members. Election of new members of the Board of Trustees shall be held at the last Board meeting of the calendar year or at such other time as the Board shall determine

Section 5. Vacancies. Any vacancy occurring in the Board of Trustees shall be filled according to the procedures outlined in Section 3. A Trustee elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. In the event of a vacancy due to resignation, death or removal, the Board shall fill such vacancy at a duly constituted meeting of the Board of Trustees.

Section 6. Removal. Any member of the Board of Trustees may be removed, with or without cause, by two-thirds vote of the other members of the Board of Trustees at a duly constituted meeting of the Board of Trustees. The reasons for possible removal from the Board include, but are not limited to:

- Non compliance with attendance requirements
- Conduct detrimental to the interests of the Corporation
- Conviction of a heinous or violent crime
- The board member is suspended or debarred from participation in federal programs.

A board member may voluntarily resign by submitting a written notice to the Chairperson of the Board or their designee.

Section 7. Compensation. The Board of Trustees shall serve without compensation except that they may, at their discretion and by a majority vote of their members, reimburse any or all members for expenses actually incurred by them in attending meetings or otherwise carrying out their duties to the Corporation.

Section 8. Standards of Conduct. Each member of the Board of Trustees has a fiduciary duty and duty of loyalty to the Corporation and his or her actions must be in the best interests of the Corporation. As such, each member of the Board of Trustees shall, upon installation, be required to review and accept the Corporation's Standards of Conduct, as it exists and is amended from time to time, (the "Standards of Conduct") and sign a document agreeing to the terms of the Standards of Conduct and disclosing conflicts of interest. Specifically, no member of the Board of Trustees shall be involved in the deliberations or vote upon any question which may directly or indirectly result in financial gain to such member or a relative of such member as outlined in the Standards of Conduct. No member shall be involved in the deliberations or vote upon any question before the Board when the obligations of such member to the Corporation may, directly or indirectly, conflict with the obligations of such member imposed by reason of serving on the Governing Board of any other organization. Additionally, no member of the Board of Trustees shall accept gifts or other remuneration from certain parties except as provided in the Standards of Conduct.

Section 9. Collective Action. The Board shall act in a collective manner pursuant to the provisions of the Board Bylaws. Board members may not attempt to exercise individual authority except as explicitly set forth in the Board Bylaws. Board members may not speak or act individually for the organization unless authorized by the full Board or the CEO. An individual board member may not obligate the organization financially unless authorized by a vote of the full Board.

ARTICLE III. MEETINGS

Section 1. Regular Meetings. The Board of Trustees shall hold monthly meetings for which minutes shall be kept. The regular meetings of the Board of Trustees shall be held at times and places designated by the Board, and shall be so fixed as to ensure that it will be reasonably convenient for all representatives to attend. Regular monthly meetings shall be held at the office of the Chief Executive Officer unless otherwise directed by the Board. In the event that the Board of Trustees shall fail to designate the time and place of the regular meetings, they shall be held on the fourth Monday of each month at 5:30 p.m.

Participation by telephone or videoconference shall qualify as "attendance" for purposes of these Bylaws. Trustees desiring to participate by telephone or videoconference shall seek approval, in advance of the meeting, by the Board Chairperson and shall also notify the CEO. The Board of Trustees shall set forth any guidelines for Trustee participation by telephone and videoconference in the Board Governance Policy Manual.

Section 2. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chairperson or by any four (4) Trustees. The person or persons authorized to call meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them, and such place shall be fixed so as to ensure that it will be reasonably convenient for all representatives to attend.

Section 3. Notice of Meeting. Notice of any meeting of the Board of Trustees shall be in writing, delivered personally, sent by mail to the last known address of each Trustee, or sent by electronic mail. Such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, or sent by electronic mail, at least five (5) working days prior to the meeting. An agenda shall be sent to each member at least five (5) working days prior to the meeting.

Section 4. Quorum. A simple majority of the members currently serving as Board of Trustees shall constitute a quorum for the transaction of business of any meeting of the Board.

Section 5. Voting Rights. Proxy voting is prohibited. Trustees shall vote by written ballot on any issue when requested by six (6) members of the Board of Trustees. Electronic voting is allowable in all cases where voting is required.

Section 6. Adjourned Meeting. Any meeting of the Board of Trustees or any Committee of the Board of Trustees may, by majority vote, be adjourned to a time and place specific; provided, however, when a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than fifteen (15) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement of the meeting to which the adjournment is taken.

Section 7. Executive Sessions. Executive Sessions may be called at any time during a duly constituted Board of Trustees meeting by the Chairperson or by any four (4) Trustees. All persons who are not board members shall leave the meeting during the Executive Session unless requested by the Board to remain in attendance. The deliberations and discussions during the Executive Session will not be recorded in the official board minutes. The Board must reconvene in regular session for

votes to be taken. Executive Sessions will be called to discuss plans to purchase property, personnel matters and litigation issues involving the Corporation.

Section 8. Minutes. Minutes are taken at all board meetings. Meeting minutes are approved by the full Board at the next duly called meeting and signed by the Board Chairperson and Secretary. Board meeting minutes from the most recent three years will be stored at the organization's corporate offices.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer and such other officers as may be elected by the Board. The officers shall have the authority and responsibility ordinarily given them by custom and usage, or as assigned by the Board of Trustees. Officers shall be elected from the membership of the Board of Trustees.

Section 2. Election and Term of Office.

- a. **Election.** The officers of the Corporation shall be elected annually by the Board of Trustees at the last meeting of the calendar year or at such other time as the Board shall determine. Nominations shall be submitted to the Board by the Membership/Bylaws Committee.
- b. **Term of Office.** Officers shall be elected to serve for a term of one (1) year or until their successors have been duly elected and qualified, whichever shall last occur. Officers may serve no more than three (3) consecutive terms of office.
- c. **Officer Vacancy.** An officer may resign their office through written notification to the Chairperson of the Board or the CEO. In the event of a vacancy due to resignation, death or removal, the Board shall fill such vacancy at a duly constituted meeting of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 3. Removal. Any officer elected by the Board of Trustees may be removed, with or without cause, by a two-thirds vote of the members of the Board of Trustees present at any duly called meeting of the Board when, in the judgment of the Board, the best interest of the Corporation would be served thereby. Notice of any such proposed removal shall be given in the agenda for the meeting at which the removal vote shall take place.

Section 4. Chairperson. The Chairperson shall be the principal executive officer of the Corporation and shall preside at all meetings of the Board of Trustees. The Chairperson shall appoint the Chairpersons and members of standing and ad-hoc committees other than the Executive Committee. The Chairperson may sign, with any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed. The Chairperson shall perform such other duties as from time to time may be assigned by the Board of Trustees.

Section 5. Vice-Chairperson. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or by the Board of Trustees.

Section 6. Secretary. The Secretary shall be responsible for overseeing, or carrying out, the secretarial functions of the Board. The Secretary shall: (a) keep the minutes of the meetings of the Board of Trustees and of the Executive Committee; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; (c) be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairperson or by the Board of Trustees.

Section 7. Treasurer. The Treasurer shall be responsible for overseeing, or carrying out, the financial functions of the Board. The Treasurer shall: (a) be responsible for all funds and securities of the Corporation; (b) review the financial condition of the Corporation on a monthly basis and report on said condition at the monthly Board of Trustees meetings; (c) prepare, or cause to be prepared, a true statement of the Corporation's assets and liabilities as of the close of each fiscal year, (d) chair the Budget and Finance Committee of the Board of Trustees; and (e) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairperson or by the Board of Trustees, or by these Bylaws.

ARTICLE V. STANDING COMMITTEES

Section 1. Creation. The Board of Trustees shall, at the last meeting of the calendar year or at such other time as the Board shall determine, designate the following committees with responsibilities as hereinafter designated. Board committees will be augmented with Advisory Board members who participate in committee deliberations but cannot chair a committee:

- a. **Executive Committee:** The minimum number of Trustees constituting the Executive Committee shall be five (5). The Trustees constituting the Executive Committee shall be the officers of the Corporation and the Chairpersons of the other Standing Committees. The immediate past Chairperson of the Corporation shall be a member of the Executive Committee; or has the option to serve on the Executive Committee, but only in an advisory role if they no longer are a member of the Board of Trustees. The officers of the Corporation shall serve in those capacities on the Executive Committee. The Executive Committee shall have and may exercise all of the authority of the Board of Trustees in the management of the Corporation except as otherwise provided by law or by resolution of the Board of Trustees. When the Executive Committee takes any action on behalf of the Board between regular Board meetings, that business shall be reported and ratified at the next Board meeting. The Executive Committee shall also have the responsibility for:
 - o working with the CEO in providing leadership in the development of the organization's long and short range plans
 - o leading the Board in an annual review of mission and vision
 - o conducting the annual review of the CEO's performance

- b. **Budget and Finance Committee:** The minimum number of Trustees and Advisory Board members constituting the Budget and Finance Committee shall be three (3). The Committee shall have the responsibility for:
- overseeing the financial operations of the Corporation
 - overseeing the preparation of the annual budget
 - reviewing the annual report prepared by the Corporation's external auditors
 - reviewing the Corporation's monthly financial statements
 - reviewing and recommending the financial and investment policies of the Corporation

The Committee shall make recommendations to the Executive Committee or the Board of Trustees.

- c. **Healthcare Operations Committee:** The minimum number of Trustees and Advisory Board members constituting the Healthcare Operations Committee shall be three (3). The Committee shall have the responsibility for:
- reviewing the operations of the Corporation related to the delivery of healthcare services
 - reviewing and recommending clinical and operational policies
 - reviewing the healthcare and quality plans for the annual grant
 - reviewing the quality and scope of services provided to patients
 - reviewing the credentials of the licensed clinical staff
 - review the Corporation's corporate compliance adherence
 - evaluating the success of programs in relation to the healthcare plan and community needs

The Committee shall make recommendations to the Executive Committee or the Board of Trustees.

- d. **Marketing & Development Committee:** The minimum number of Trustees and Advisory Board members constituting the Marketing & Development Committee shall be three (3). The Committee shall have the responsibility for:
- overseeing the activities of the Corporation relative to informing the general public about services offered by the Corporation
 - overseeing the activities of the Corporation relative to fundraising and grant development
 - reviewing and recommending the marketing and PR plans
 - reviewing and recommending annual and long-term fundraising plans

The Committee shall make recommendations to the Executive Committee or the Board of Trustees.

- e. **Membership/Bylaws Committee:** The minimum number of Trustees and Advisory Board members constituting the Membership/Bylaws Committee shall be three (3). The Committee shall have the responsibility for:

- making recommendations to the Board throughout the year for Board members and officers to fill expiring terms and seats vacated by resignations or otherwise
- monitoring the Board's compliance with the Bylaws and Board Governance Policies of the Corporation
- making recommendations, as appropriate, for revisions to the Bylaws and Board Governance Policies
- overseeing the annual board self-evaluation process and board training needs

The Committee shall make recommendations to the Executive Committee or the Board of Trustees.

f. **Human Resources Committee:** The minimum number of Trustees and Advisory Board members constituting the Human Resources Committee shall be three (3). The Committee shall have the responsibility for:

- reviewing and recommending personnel policies
- evaluating and providing oversight with compensation and benefit plans
- reviewing and advising the board on employee relations issues.

The Committee shall make recommendations to the Executive Committee or the Board of Trustees.

Section 2. Additional Committees. The Board of Trustees may, at any regular or special meeting, appoint additional ad-hoc committees to carry on tasks designated by the Board of Trustees.

Section 3. Appointments. The Chairperson of the Board of Trustees shall appoint the Chairpersons and members of the Budget and Finance, Healthcare Operations, Human Resources, Marketing & Development, and Membership/Bylaws Committees at the beginning of each calendar year or at such other times as the Chairperson shall determine. The Chairperson of the Board of Trustees shall appoint the Chairpersons and members of any and all ad-hoc committees created by the Chairperson or the Board of Trustees.

Membership in all committees, with the exception of the Executive Committee, may include community leaders and professionals who are asked to join the Committee for their area of expertise. Committee members who are not on the current Board of Trustees have full voting rights as a Committee member, but cannot serve as the Chairpersons of the Committees.

Section 4. Removal. Any members of the Budget and Finance, Healthcare Operations, Human Resources, Marketing & Development, or Membership/Bylaws Committees may be removed at any time with or without cause by a majority vote of the members of the Board of Trustees or Executive Committee voting at a regular or special meeting. Any member of the Executive Committee may be removed at any time with or without cause, by a majority vote of the members of the Board of Trustees voting at a regular or special meeting.

Section 5. Meeting. Meetings of committees shall be held periodically as designated by Chairpersons of the Committees. Special meetings of the Executive Committee or any other committee may be called at any time by the Chairperson of the Board of Trustees, the Chairperson of the Committee or any two (2) members of the Committee.

ARTICLE VI. REQUIRED ATTENDANCE AND SERVICE ON COMMITTEES

In order to ensure continuity in the management of the affairs of the Corporation, it shall be the responsibility of each member of the Board of Trustees to regularly attend meetings of the Board of Trustees and committee meetings and to serve on at least one (1) committee.

Section 1. Board of Trustees Meetings. Failure of any member of the Board of Trustee to attend three (3) consecutive duly called and convened meetings of the Board of Trustees, or failure to attend at least 50% of the duly called and convened meetings of the Board of Trustees during any calendar year, shall immediately cause removal of said Trustee and cause a vacancy on the Board of Trustees to be filled as herein provided.

Section 2. Reinstatement. A member of the Board of Trustees who has been removed due to absences may petition the Board of Trustees for reinstatement within 30 days of their removal, which reinstatement shall not be retroactive. A letter of petition will be submitted to the Membership/Bylaws Committee for their consideration.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agencies of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Trustees may select.

ARTICLE VIII. DUTIES OF THE BOARD OF TRUSTEES

Section 1. Responsibility of Board of Trustees. The Board of Trustee shall have the authority to manage the business and affairs of the Corporation pursuant to the Board Bylaws. Specifically, the Board of Trustees shall:

- a. Approve the selection and dismissal of the Chief Executive Officer (CEO).
- b. Review annually the performance of the Chief Executive Officer.
- c. Establish, adopt, and periodically update the following written policies:
 - Personnel policies including hiring practices; salary and benefit scales; employee grievance procedures and equal opportunity practices.
 - Financial management policies and practices including a system to assure accountability for corporate resources, a process for long range financial planning, and set eligibility criteria for discount fee plans.
 - Healthcare policies including scope and availability of services, location and hours of services, patient confidentiality and bill of rights, patient grievance, and quality of care audit practices.
 - Annual federal grant application including the project budget, business plan and healthcare plan.
 - Confidentiality policies to ensure the protection of proprietary and other corporate information received by members of the Board of Trustees and employees, independent contractors, consultants, and other individuals who are in a position to receive such information.
 - Other policies as determined necessary by the Board of Trustees from time to time.
- d. Oversee of the selection of independent auditor and adoption of annual audit.
- e. Ensure the Corporation is operating in compliance with Federal, State, and local laws and regulations.
- f. Evaluate the operational activities of the Corporation including service utilization patterns, productivity, patient satisfaction, and achievement of project objectives.
- g. Evaluate the health center's achievements annually and use the knowledge gained to revise the mission, goals, objectives, plans and budgets, as appropriate and necessary.
- h. Annually review its own Board performance in terms of efficiency, effectiveness, and compliance with all federal rules and regulations that govern the funding and administration of Section 330 community health centers.

- i. Attend to any matters that it determines are in the best interest of the Corporation and are within the purposes and objectives of the Corporation.
- j. Take all necessary steps to achieve the purposes of the Corporation.

Section 2. Appointment of CEO. The Board of Trustees shall appoint the Chief Executive Officer of the Corporation and shall expressly name the CEO as an agent of the Corporation, accountable to the Board of Trustees. In this capacity the CEO may sign, upon resolution of the Board, deeds, mortgages, bonds, contracts, and other instruments which the Board of Trustees has authorized to be executed.

ARTICLE IX. GENERAL PROVISIONS

Section 1. Seal. The Seal of the Corporation shall consist of two (2) concentric circles between which is the name of the Corporation and in the center of which is inscribed SEAL: and such Seal, as impressed on the margin hereof, is hereby adopted as the Seal of the Corporation.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any Trustee by law, by the Articles of Incorporation or by these Bylaws, 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.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Trustees.

Section 4. Amendments. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Trustees then holding office at any regular or special meeting of the Board of Trustees. Members of the Board of Trustees must be given thirty (30) days written notice of the proposed revisions.

Section 5. Amendments to the Articles of Incorporation. Except as otherwise provided herein, the Corporation's Articles of Incorporation may be amended or repealed, or new Articles may be adopted, by the affirmative vote of a majority of the Trustees then holding office at any regular or special meeting of the Board of Trustees. Members of the Board of Trustees must be given thirty (30) days written notice of the proposed revisions.

Section 6. Parliamentary Procedures. The conduct of all meetings of the Corporation shall be in accord with ROBERT'S RULES OF ORDER, Newly Revised.

Section 7. Board Governance Policies. The Board of Trustees may adopt a Board Governance Policy Manual, which defines the governance role of the Board and how this role is to be carried out.

Section 8. Dissolution of the Corporation. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1954 as amended or to the federal, state or local government to be used exclusively for public purposes.

Know all men by these presents, that the undersigned Chairperson and Secretary of the Corporation known as [REDACTED], Inc., do hereby certify that the above and foregoing Bylaws were duly adopted by the members of the Board of Trustees of said Corporation, as the Bylaws of said Corporation, on the 13th day of December, 2010, and as amended from time to time, and that they do now constitute the Bylaws of said Corporation.

ATTEST:

[REDACTED], Chairperson

[REDACTED] Secretary