

**AMENDED AND RESTATED BYLAWS OF  
THE REACH HEALTHCARE FOUNDATION  
a Kansas not-for-profit corporation**

(Effective June 1, 2022)

**ARTICLE I  
Corporation Purposes**

**Section 1. Purposes of the Corporation.** The purposes of The Reach Healthcare Foundation, a Kansas not-for-profit corporation (the “**Corporation**”) shall be as set forth in, and as limited by, the Articles of Incorporation of the Corporation (the “**Articles**”).

**Section 2. Prohibited Activities.**

(a) Prohibitions. The Corporation shall not make any loans to any of its Directors, Officers, or employees, nor to any other person or entity employed by or having a contract with the Corporation; provided, however, that the Corporation shall not be prohibited from making “program related investments” permitted under § 4944 of the Internal Revenue Code of 1986 (the “**Code**”). The Corporation shall not engage in any self-dealing for the benefit of any Director, Officer, employee, or other person or entity having a contract with the Corporation. Neither the Corporation nor any of its Directors, Officers or employees, acting in their capacity as Directors, Officers or employees shall directly or indirectly advocate for the nomination, election, or defeat of any candidate for public office. No assets of the Corporation shall be used by the Corporation in connection with any activity that is prohibited by this Section, and no grant of the Corporation shall be made for the specific purpose of pursuing any such activity; provided, however, that the prohibitions of this Section (other than the prohibition of advocacy for a candidate for public office) do not apply to any recipient of grants from the Corporation.

(b) Limitations. Nothing contained herein shall be construed to prohibit the Corporation or any of its Directors, Officers, employees, or grant recipients from publicizing the services provided by the Corporation or its grant recipients, or from publicizing the decisions and actions of the Corporation. Nothing contained herein shall be construed to prohibit individual Directors, Officers, employees, or grant recipients from expressing their opinions on any issue as long as such opinions are not expressed as being held by the Corporation.

(c) Lobbying. The Corporation may engage in lobbying or otherwise attempt to influence legislation or attempt to influence the outcome of any ballot initiative or issue to the extent allowed under the Code and, in particular, to the extent such activities will not affect the status of the Corporation as an organization described in Code §§ 501(c)(3) and 509(a)(3).

**Section 3. Educational Processes.** The Board of Directors shall have the affirmative obligation to design and maintain an educational process for all Directors concerning their responsibilities to the Corporation and its purposes, the identified needs of the Service Area (as defined in Article III, Section 5(a) below), and the necessity of continually re-assessing those needs and their responsibilities to the Corporation and its purposes.

**ARTICLE II**  
**Offices**

**Section 1. Offices.**

(a) Registered Office and Resident Agent. The location of the Corporation's registered office and the name of the Corporation's resident agent in the State of Kansas shall be determined from time to time by the Board of Directors and shall be filed in the appropriate office of the State of Kansas pursuant to applicable law. Unless otherwise permitted by law, the address of the Corporation's registered office and the address of the business office of the Corporation's resident agent shall be identical.

(b) Corporate Offices. The Corporation may have such corporate offices at such locations as from time to time the business of the Corporation may require or the Board of Directors may determine, provided such corporate offices are located within the service area traditionally served by Health Midwest in the State of Kansas, namely Allen, Johnson, and Wyandotte Counties. Notwithstanding the foregoing, the Board of Directors shall ensure that the principal office of the Corporation is and will remain fixed in Johnson County, Kansas, which shall for all purposes be deemed the location and residence of the Corporation.

**ARTICLE III**  
**Board of Directors**

**Section 1. Membership.** The Corporation shall not have stockholders or separate members but, in lieu thereof, shall have a Board of Directors that will serve as the membership of the Corporation. The meetings and actions of the Board of Directors shall constitute the meetings and actions of the members. All rights, powers, duties, and obligations concerning the management of the Corporation shall be vested in the Board of Directors.

**Section 2. Composition of the Board of Directors.** The Board of Directors shall consist of seventeen (17) Directors, comprised of:

(a) Nine (9) individuals (the "**Appointed Directors**") to be appointed as follows:

- (1) The Kansas Governor shall appoint one (1) Director.
- (2) The Kansas Attorney General shall appoint one (1) Director.
- (3) The Johnson County (KS) Commission shall appoint four (4) Directors.
- (4) The Unified Government of Wyandotte County (KS) shall appoint two (2) Directors.
- (5) The Allen County (KS) Commission shall appoint one (1) Director.

(b) Eight (8) individuals (the “At-Large Directors”) to be elected by the At-Large Directors as set forth in Section 4 of this Article.

**Section 3. Tenure of Directors.**

(a) The Board of Directors shall be divided among three membership classes of approximately equal size (e.g., six (6) Directors in the first membership class and consisting of three Appointed Directors and Three At-Large Directors, six (6) Directors in the second membership class and consisting of three Appointed Directors and Three At-Large Directors, and five (5) Directors in the third membership class, and consisting of three Appointed Directors and Two At-Large Directors). The Directors shall serve, along with the other Directors in their respective membership classes, in staggered terms of three (3) years each, subject, however, to the permitted extension of the term of any Director who is also serving as an Officer and the corresponding reduction of the term of such Director’s immediate successor, as set forth in Article IV, Section 1(d) below. The names, classes and terms of each Director as of the Effective Date of these Bylaws are as set forth on Exhibit A.

(b) Each Director shall hold office for the term set forth in this Section 3 and thereafter until his or her successor shall have been elected or appointed and qualified, or until such Director’s earlier death, resignation, or removal. In the event any such vacancy is caused by any reason other than the expiration of a term (e.g., due to a Director’s resignation, death, disability, or other inability to serve), the replacement Director shall serve only for the shortened, unexpired portion of the term to which such vacancy relates, whereupon such position shall again become vacant and shall thereafter be filled for a full three (3) year term in the manner set forth in this Article III, Section 4.

(c) Unless otherwise entitled to continue serving as a voting director on the Board of Directors, the outgoing Chair of the Board of Directors shall serve as an ex officio, non-voting member of the Board of Directors for a period of one (1) year following the conclusion of his/her term as Chair.

**Section 4. Appointment and Election of Directors.**

(a) In the event of any vacancy of an Appointed Director at any time, whether due to the expiration of a term, the resignation, death, or disability of the Appointed Director, or any other reason, the vacancy shall be filled by the applicable appointing authority as set forth in Article III, Section 2(a) above.

(b) At each annual meeting of the Board of Directors shall, by a vote of 2/3 of the At-Large Directors then in office, elect successor Directors to replace each At-Large Director whose term in office then expires. The Board of Directors may, at any time, by a vote of 2/3 of the At-Large Directors then in office, fill any vacancy of an At-Large Director, whether due to the resignation, death, or disability of the At-Large Director, or any other reason. All replacement At-Large Directors will be elected from a pool of nominees to be selected by the Nominating Committee.

**Section 5. Term Limits.** Subject to any extension authorized under Article IV, Section 1(d) below, no person may serve more than two (2) full terms on the Board of Directors,

regardless of whether such terms are served consecutively or with a break in service. For purposes of the foregoing term limit, a Director's service on the Board for any reduced or unexpired term shall not be considered service for a full term unless the duration of such reduced or unexpired term is two (2) years or longer, as may occur in either of the following instances: (a) service of a reduced term by the immediate successor to any Director whose term was extended under Article IV, Section 1(d) below; or (b) service of an unexpired term by any replacement Director who is elected to fill a vacancy in accordance with Section 3 of this Article.

**Section 6. Requirements and Qualifications.**

(a) Residency Requirements. Each Director must be a resident of the service area traditionally served by Health Midwest, namely Allen, Johnson, and Wyandotte Counties in Kansas; Cass, Lafayette, and Jackson Counties in Missouri; and the City of Kansas City, Missouri (including portions of Clay and Platte Counties within the city limits) (the "Service Area").

(b) Diversity and Other Qualifications. As a whole, the Board of Directors shall (i) reflect the geographic, ethnic, gender, age, socio-economic, and professional diversity of the Service Area and (ii) have demonstrated education, expertise, and experience in the provision of health care, asset management, investment strategies, philanthropic administration, community health care, community development or outreach, and other related areas of education, expertise, and/or experience, so that the Board can more effectively fulfill its obligations to the communities served.

(c) Persons Not Eligible to Serve as Directors. Any person who holds an elected or appointed position (unless the position is without compensation or is only nominally compensated) with any federal, state, or local governmental entity (hereinafter referred to as a "Public Official") or who holds a position of employment with the Corporation (except as specifically provided or permitted under these Bylaws) (hereinafter referred to as an "Employee") shall be ineligible to serve on the Board of Directors for so long as such person remains a Public Official or an Employee of the Corporation. Any Director elected to public office shall be deemed to have resigned from the Board of Directors upon the certification of such person's election to the office. Any Director who wishes to seek employment with the Corporation must resign his or her position on the Board of Directors before applying for any such position of employment.

**Section 7. Powers of the Board.**

(a) In General. Except as otherwise provided by law, the Articles, or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the supervision of, the Board of Directors. Subject to the provisions of the Articles, such corporate powers include the power to do all things necessary or convenient to carry out the Corporation's affairs.

(b) Expenditure of Funds. The Board of Directors shall be vested with the responsibility of expending the Corporation's resources for the purposes set forth in the Articles. Subject to the provisions of the Articles, the Board is free to: (i) appropriate for expenditure or

accumulate so much of the Corporation's endowment funds as the Board determines is prudent for the uses, benefits, purposes, and duration for which the endowment funds are established, provided that the Board acts in good faith and with the standard of care required under the Uniform Prudent Management of Institutional Funds Act (K.S.A. §§ 58-3611, et seq.) and only after giving due consideration to the factors identified therein; and (ii) make any expenditures that may be required from time to time by the Code (including, without limitation, the minimum distribution requirements of Code § 4942), regardless of whether the Corporation is a "private foundation" within the meaning of § 509 of the Code or a "public charity," and any other distribution required by federal, state, or local law.

**Section 8. Meetings and Notice.**

(a) Annual Meeting. The annual meeting of the Board of Directors shall be held each year on such date as shall be fixed by the Chair of the Board or the President. At the annual meeting, the Board shall (i) provide for a vote of the At-Large Directors to fill any vacancies in the At-Large Directors of the Board, (ii) elect Officers, and (iii) transact such other business as may properly be brought before the meeting. The place of the annual meeting may be within or outside the State of Kansas.

(b) Regular Meetings. Regular meetings of the Board of Directors may be held at regular intervals and at such times and places either within or outside the State of Kansas as may from time to time be fixed by the Chair of the Board or the President, or by resolution adopted by the Board of Directors. Any business may be transacted at a regular meeting.

(c) Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair of the Board, by the President, or at the request of any five (5) or more Directors. The place of any special meeting may be within or outside the State of Kansas as designated in the notice thereof.

(d) Notice. Except as otherwise provided in paragraph (b) of this Section, written or printed notice of each meeting of the Board of Directors, stating the date, time, and place of such meeting, shall be delivered personally, by mail, by e-mail, or by telefacsimile to each Director at least twenty-four (24) hours in advance of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the Director's residence or usual place of business, provided such deposit occurs at least four (4) days prior to the date of the meeting. If notice is given by telefacsimile or e-mail, such notice shall be deemed to be delivered when the same is transmitted to the recipient. Notice of a meeting may be given by any person or persons having authority to call a meeting. Except as otherwise required by law, the Articles, or these Bylaws, neither the purpose(s) of the meeting nor the business to be transacted at the meeting needs to be stated in the notice.

(e) Waiver of Notice. A Director may at any time waive any notice required by law, the Articles, or these Bylaws. Such waiver must be in writing, signed by the Director entitled to notice, and filed with the minutes or corporate records of the Corporation. A Director's attendance at or participation in a meeting shall be deemed a waiver of any required notice of the meeting unless the Director, upon arriving at the meeting or prior to any vote at

such meeting, objects to the lack of notice and does not otherwise vote for or assent to any action to which the Director objects being taken without proper notice.

(f) Action of Board Without a Meeting. Any action which is required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents, describing and approving the action so taken, are signed by all of the Directors in writing or by electronic transmission and included in the minutes or corporate records of the Corporation. Any action taken by the Board of Directors pursuant to this paragraph shall be deemed effective when the last Director signs the written consent describing and approving the action so taken, unless the consent specifies a different effective date. Any written consent approved by the Board of Directors pursuant to this paragraph shall have the same force and effect as an affirmative vote of the Board at a duly called, noticed, and held meeting thereof and may be described as such in any document relating thereto.

(g) Conference Telephone or Similar Communications Equipment. The Directors may participate in any meeting of the Board of Directors by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in any such manner shall constitute presence in person at such meeting.

**Section 9. Quorum and Voting.** Except as otherwise provided by law, the Articles, or these Bylaws, a majority of the Directors holding positions on the Board immediately before a meeting begins, present at the meeting in person or by proxy, shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present at the meeting in person or by proxy is the act of the Board unless a greater number is required by law, the Articles, or these Bylaws.

**Section 10. Proxies.** Any proxy must be executed in writing or established by means of electronic submission, including telephonic transmission, provided the electronic transmission contains the information necessary to determine that the proxy was duly authorized by the Director granting such proxy and shall comply with such other rules as may be established by the Board of Directors from time to time. Unless otherwise provided in the proxy, the duration of any proxy shall be limited to the Board meeting specified in such proxy or, if no meeting is specified, to the first Board meeting that occurs after execution of the proxy.

**Section 11. Adjournment.** If there are less than a quorum of Directors present in person or by proxy at any meeting of the Board of Directors, then a majority of the Directors who are present may adjourn the meeting to another time without notice.

**Section 12. Removal.** Any Appointed Director may be removed with or without cause by the governmental authority who appointed such Director. Any At-Large Director may be removed with or without cause by the affirmative vote of at least two-thirds (2/3) (rounding up) of the At-Large Directors then serving on the Board. Any Director may be removed by the affirmative vote of a majority of the Directors then serving on the Board if such Director has failed to attend at least half of the meetings of the Board, or at least half of the meetings of each committee on which such Director serves, during any prior twelve (12) month period.

**Section 13. Compensation of Directors.** Directors shall receive no compensation for the performance of their duties as Directors; provided, however, that Directors may be entitled to reimbursement of expenses as authorized by the Board from time to time, provided that any requests for such reimbursement are submitted in compliance with such policies or procedures as may be established by the Board from time to time. Notwithstanding the foregoing, Directors may, except as otherwise set forth herein, serve the Corporation in other capacities and receive reasonable compensation in connection with such service.

**Section 14. Attorney General Enforcement.** If any appointing authority fails for any reason to appoint a member to the Board of Directors as required by Article III, Section 2(a) above, and if such position vacant more than seventy-five (75) days after the date such vacancy was created, then the Kansas Attorney General may act in place of the appointing authority to make such appointment; provided, however, that if the Kansas Attorney General fails to make any appointment required or permitted by this Article III, and if such remains vacant more than sixty (60) days after the date such vacancy was created, then any three (3) or more Directors may institute an action in the District Court of Johnson County (KS) to request that the appropriate appointing authority be required to make an appointment as required by this Article III. The Corporation shall pay the costs of any such action unless the Court, in a final action, judgment, or determination, concludes that the institution of the action was frivolous.

#### **ARTICLE IV** **Officers**

##### **Section 1. Generally.**

(a) **Officers.** The Officers of the Corporation shall include a Chair of the Board, Vice Chair of the Board, President, Secretary, Treasurer, and Chief Financial Officer. The Board of Directors shall elect all such Officers and may, if the Board desires, elect additional Officers, such as one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, at each annual meeting of the Board. Except for the President, the Chief Financial Officer, and the Vice President of Finance and Operations, if any, all of the Officers shall be Directors.

(b) **Qualification.** An Officer shall be deemed qualified when the Officer enters upon the duties of the office to which he or she has been elected or appointed and furnishes any bond required by the Board of Directors; provided, however, that the Board may also require of any such person so elected or appointed a written acceptance and/or oath faithfully to discharge the duties of such office.

(c) **Term of Office.** Unless otherwise provided by the Board of Directors upon election, all elected Officers of the Corporation shall serve until the earlier of (i) the second annual meeting of the Board of Directors following the Officer's election, (ii) the expiration of the final year of such Officer's final term on the Board of Directors pursuant to the term limits established under Article III, Section 4 above, or (iii) such Officer's death, resignation, or removal from office or from the Board of Directors. Notwithstanding the foregoing, each Officer shall continue in office despite the expiration of such Officer's term until his or her successor has been elected and qualified, or unless otherwise provided by the Board of Directors.

(d) Extension of Term. Notwithstanding anything contained herein to the contrary, the Board of Directors shall have the authority to extend the term of any Officer of the Corporation for a period of one (1) year at any time before a successor has been elected to replace such Officer, and, in such event, the corresponding term of such person's position on the Board shall also be extended for an equivalent period if such person's term as a Director would have otherwise expired before the end of the extended term of office. In the event that any such Officer's term as a Director is extended by the Board as set forth in this paragraph, the term of the immediate successor to such person's position as a Director shall automatically be reduced by an equivalent period of time in order to maintain the structure of the staggered terms of the Board of Directors, as established herein.

(e) Other Agents. The Board of Directors may from time to time appoint such other agents for the Corporation as it deems necessary or advisable, each of whom shall serve at the pleasure of the Board or for such periods as the Board may specify and shall, under the direct supervision of the President, exercise such powers, have such titles, and perform such duties as may be determined from time to time by the Board or by an Officer empowered by the Board to make such determinations. Notwithstanding anything contained herein to the contrary, agents appointed under this Section shall not be considered Officers of the Corporation.

(f) Removal. Any Officer or agent elected or appointed by the Board of Directors, and any employee of the Corporation, may be removed or discharged by the Board at any time with or without cause, but such removal or discharge shall be without prejudice to the contractual rights, if any, of the person so removed.

(g) Delegation of Authority to Hire, Discharge, and Designate Duties. The Board of Directors may from time to time delegate to the Chair of the Board, the President, or any other Officer or executive employee of the Corporation, the authority to hire, discharge, or fix and modify the duties, salary, or other compensation of employees of the Corporation under their jurisdiction, and the Board may delegate to such Officer or executive employee similar authority with respect to obtaining and retaining for the Corporation the services of attorneys, accountants, and other professionals or experts.

(h) Duties of Officers May Be Delegated. If any Officer of the Corporation is absent or unable to act, or if the Board of Directors deems it necessary or appropriate for any other reason, the Board may temporarily delegate some or all of the functions, duties, powers, and responsibilities of any Officer to any other Officer, or to any other agent or employee of the Corporation, or to any other responsible person.

**Section 2. Chair of the Board.** The Chair of the Board shall, except as otherwise provided in these Bylaws, preside at all meetings of the Board of Directors at which the Chair of the Board may be present, and shall have such other duties, powers, and authority as may be prescribed elsewhere in these Bylaws. Other than those duties which are conferred by law exclusively upon the President, the Board of Directors may delegate and assign to the Chair of the Board such additional authority and such additional duties as the Board may from time to time determine.

**Section 3. Vice Chair of the Board.** In the absence, disability, or inability to act of the Chair of the Board at any time, the Vice Chair of the Board shall perform the duties and exercise the powers of the Chair of the Board. The Vice Chair of the Board shall also perform such other duties as the Board of Directors may from time to time prescribe.

**Section 4. President.**

(a) Unless otherwise provided by the Board of Directors, the President shall be the chief executive officer of the Corporation and shall have such general executive powers and such duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation. The President shall carry into effect all directions and resolutions of the Board of Directors.

(b) The President may execute all bonds, notes, debentures, mortgages, and other contracts, and all other instruments for and in the name of the Corporation, as are consistent with the policies and resolutions of the Board of Directors.

(c) Unless otherwise provided by the Board of Directors, the President, or any person designated in writing by the President, may:

(1) represent the Corporation by attending meetings of any other corporation and voting or taking other action, in such manner as the President or the President's designee may determine, with respect to any shares of such other corporation that are owned by the Corporation; and

(2) execute and deliver waivers of notice and proxies for and in the name of the Corporation with respect to any such shares of another corporation as are owned by the Corporation.

(d) Unless otherwise provided by the Board of Directors or elsewhere in these Bylaws, the President shall be an ex officio, non-voting member of the Executive Committee and all other standing committees.

(e) Subject to the authority and supervision of the Board of Directors and the Executive Committee, as set forth herein, the President shall have the authority to make and implement personnel decisions for the Corporation, including decisions concerning the hiring and firing of employees, contractors, and other agents of the Corporation.

(f) The President shall have such other and further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

**Section 5. Vice Presidents.** In the President's absence, disability, or inability to act at any time, the Vice President(s) shall perform the duties and exercise the powers of the President. The Vice President(s) shall also perform such other duties as the Board of Directors may from time to time prescribe.

**Section 6. Secretary; Assistant Secretaries.**

(a) The Secretary shall attend all meetings of the Board of Directors and, except as otherwise provided in these Bylaws, shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the Corporation to be kept for that purpose. The Secretary shall perform like duties for the Executive Committee and other standing committees when requested by the Board of Directors or any such committee to do so.

(b) The Secretary shall see that all books, records, lists, and information, or duplicates thereof, required to be maintained at any office of the Corporation in the State of Kansas, or elsewhere, are so maintained.

(c) The Secretary shall perform such other duties and shall have such other responsibilities and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors or the President.

(d) The Secretary shall have such general duties, powers, and responsibilities as are usually vested in the office of a secretary of a corporation.

(e) Any Assistant Secretary, in the absence, disability, or inability to act of the Secretary, may perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other authority as the Board of Directors may from time to time prescribe.

**Section 7. Treasurer; Assistant Treasurers.**

(a) The Treasurer shall have responsibility for the safekeeping of the funds and securities of the Corporation, shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep, or cause to be kept, all other books of account and accounting records of the Corporation. The Treasurer shall deposit or cause to be deposited all moneys and other valuable effects in the name of, and to the credit of, the Corporation in such depositories as may be designated from time to time by the Board of Directors or by any Officer of the Corporation to whom such authority has been granted by the Board of Directors.

(b) The Treasurer shall disburse, or permit to be disbursed, the funds of the Corporation as may be ordered, or authorized generally, by the Board of Directors, and shall render to the President and the Board of Directors, whenever they may require it, an account of all of the Treasurer's transactions, and of those under the Treasurer's jurisdiction, and of the financial condition of the Corporation.

(c) The Treasurer shall perform such other duties and shall have such other responsibilities and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors or the President.

(d) The Treasurer shall have such general duties, powers, and responsibilities as are usually vested in the office of a treasurer of a corporation.

(e) If required by the Board of Directors, the Treasurer shall give the Corporation a bond, in a sum and with one or more sureties satisfactory to the Board, to ensure

the faithful performance of the duties of the office, and for the restoration to the Corporation, in the case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control which belong to the Corporation.

(f) Any Assistant Treasurer, in the absence, disability, or inability to act of the Treasurer, may perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other authority as the Board of Directors may from time to time prescribe.

**Section 8. Chief Financial Officer.** The Corporation shall employ a Chief Financial Officer, who shall supervise and manage all of the financial and accounting functions of the Corporation, subject to such policies and directions as may from time to time be adopted by the Board of Directors. The Chief Financial Officer, if so authorized by the Board, may negotiate with financial institutions on behalf of the Corporation. The Chief Financial Officer shall have such duties and authority as are conferred by law exclusively upon a chief financial officer of a corporation, as well as such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors. The Chief Financial Officer shall report to the President.

## **ARTICLE V** **Board Committees**

**Section 1. Generally.** The Board of Directors may create such standing or special committees of two (2) or more Directors as it deems desirable and may, by resolution, delegate to each such committee all such powers, duties, and responsibilities of the Board as may be consistent with applicable law, the Articles, and these Bylaws. Except as otherwise set forth in these Bylaws, the creation of a committee and the appointment of committee members shall be approved by a majority of all of the Directors holding positions on the Board at the time such action is taken. All provisions of these Bylaws relating to meetings, actions without meetings, notice, waiver of notice, and quorum and voting requirements shall apply to such committees and committee members; provided, however, that with respect to any committees to which one or more other non-Directors are appointed in accordance with Section 3 of this Article, only Directors may be counted for purposes of determining whether a quorum is present. All committees shall keep regular minutes of their proceedings, which shall be recorded in the minute book of the Corporation.

**Section 2. Standing Committees.** Notwithstanding the provisions of Section 1 of this Article, the Board of Directors shall have the following standing committees:

(a) Executive Committee. Unless otherwise limited by these Bylaws, the Executive Committee shall have and may exercise such authority of the Board of Directors in the management of the Corporation as may be authorized or delegated by the Board from time to time. Without limiting the generality of the foregoing, the Executive Committee shall be authorized to undertake and perform all of the following functions:

(1) Plan the agenda for any upcoming meeting of the Board of Directors;

(2) Make decisions that are time-sensitive in nature on behalf of the Board of Directors whenever such matters occur between meetings of the Board;

(3) Act as the Personnel Committee, including directing and being responsible for the selection, supervision, and evaluation of the President; and

(4) Perform such other acts, duties, and functions as may be determined by the Board of Directors from time to time and set forth in any charter, resolution, or statement of policies or procedures adopted by the Board and made applicable to the Executive Committee in accordance with these Bylaws.

The Executive Committee shall be composed of the President (ex officio, non-voting), the Chair of the Board, the Vice Chair of the Board, the Secretary, the Treasurer, the Chair of the Program & Policy Committee, and at least one (1) other at-large member of the Board of Directors. The term of service on the Executive Committee for such named Officers of the Corporation shall coincide with the term of the office so held. Each appointment to the Executive Committee for any non-Officer shall be for a term of one (1) year, and any non-Officer member of the Executive Committee may be reappointed for additional terms. The Chair of the Board shall also be and act as the Chair of the Executive Committee.

(b) Finance & Audit Committee. The Finance & Audit Committee shall be authorized to undertake and perform all of the following functions:

(1) Review and oversee the investment and financial status of the Corporation;

(2) Examine, evaluate, and make recommendations regarding the adequacy and effectiveness of the internal control systems provided by management in conducting operations of the Corporation;

(3) Provide oversight of the Corporation's financial audits and independent auditors, assess financial risks and exposures, and monitor compliance with legal and regulatory filing requirements;

(4) Report matters discussed at the Finance & Audit Committee meetings to the Board of Directors at any annual or regular meeting thereof, and make such recommendations for Board action as the Finance & Audit Committee deems appropriate; and

(5) Perform such other acts, duties, and functions as may be determined by the Board of Directors from time to time and set forth in any charter, resolution, or statement of policies or procedures adopted by the Board and made applicable to the Finance & Audit Committee in accordance with these Bylaws.

The Finance & Audit Committee shall be composed of the President (ex officio, non-voting), the Treasurer, at least four (4) other Directors, and such other non-Directors, if any, as may be appointed by the Chair of the Board pursuant to Section 3 of this Article. With the exception of the Treasurer, each appointment to the Finance & Audit Committee shall be for a term of one (1) year, and any member of the Finance & Audit Committee may be reappointed for additional terms. The Treasurer shall be and act as the Chair of the Finance & Audit Committee, and the Treasurer's term of service on the Finance & Audit Committee shall coincide with his or her term as the Treasurer.

(c) Program & Policy Committee. The Program & Policy Committee shall be authorized to undertake and perform all of the following functions:

- (1) Identify and recommend to the Board of Directors organizations that, pursuant to and consistent with the Corporation's purposes, should receive funds from the Corporation;
- (2) Monitor the use by all such recipients of any funds received from the Corporation; and
- (3) Perform such other acts, duties, and functions as may be determined by the Board of Directors from time to time and set forth in any charter, resolution, or statement of policies or procedures adopted by the Board and made applicable to the Program & Policy Committee in accordance with these Bylaws.

Except as otherwise set forth in any charter, resolution, or statement of policies or procedures adopted by the Board of Directors, all grant recommendations shall be subject to approval by the Board of Directors. The Program & Policy Committee shall be composed of at least five (5) Directors, in addition to such non-Directors, if any, as may be appointed by the Chair of the Board pursuant to Section 3 of this Article. Each appointment to the Program & Policy Committee shall be for a term of one (1) year, and any member of the Program & Policy Committee may be reappointed for additional terms. The Chair of the Program & Policy Committee shall be elected by the Board of Directors and shall serve in such capacity for two (2) years.

(d) Nominating Committee. The Nominating Committee shall be authorized to undertake and perform all of the following functions:

- (1) Identify and implement the nomination process for At-Large Director positions on the Board of Directors, with input from the Board.
- (2) Create criteria and qualification requirements for prospective nominees based upon skills, areas of expertise, and/or community representation needed on the Board of Directors in compliance with Section 5(b) above.
- (3) In advance of each annual meeting of the Board of Directors, present to the Board of Directors the slate of nominees for vacant At-Large Director positions on the Board, along with the credentials of each nominee, to be elected pursuant to Article III, Section 4.

(4) Maintain a pool of nominees in the event of an off-cycle vacancy for At-Large Directors on the Board of Directors.

The Nominating Committee shall be composed of the Chair of the Board, two (2) Appointed Directors and two (2) At-Large Directors, appointed by the Chair of the Board. With the exception of the Chair of the Board, each appointment to the Nominating Committee shall be for a term of one (1) year, and any member of the Nominating Committee may be reappointed for additional terms.

**Section 3. Appointments by Chair.** Notwithstanding anything contained herein to the contrary, the Chair of the Board shall have the authority, subject to the approval of the Board, as set forth in Section 1 of this Article, to appoint one or more non-Directors to serve, along with the Directors appointed in accordance with these Bylaws, on any standing or special committee of the Board; provided, however, that no such appointments may be made to the Executive Committee or the Nominating Committee. The Chair of the Board shall also have the authority, subject to the approval of the Board, as set forth in Section 1 of this Article, to remove any non-Director from any standing or special committee at any time, with or without cause, and to determine whether any non-Director so appointed to serve on any standing or special committee will be a voting or non-voting member of such committee; provided, however, that the voting membership of every standing and special committee of the Board shall at all times consist of a majority of Directors, and no committee shall be permitted to have non-Directors constitute a majority of its voting membership. Any such appointment of a non-Director to any standing or special committee shall be for a term of one (1) year, and any such appointee may be reappointed for additional terms at the discretion of the Chair of the Board.

## **ARTICLE VI** **Indemnification**

**Section 1. General Indemnity.** The Corporation shall indemnify any person who was or is a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in right of the Corporation, by reason of the fact that he/she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

**Section 2. Indemnity for Derivative Actions.** The Corporation shall indemnify any person who was or is a party, or who is threatened to be made a party, to any threatened,

pending, or completed action or suit by or in right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court deems proper.

**Section 3. Mandatory Indemnification of Expenses.** To the extent that a present or former Director, Officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding.

**Section 4. Board Determination.** Any indemnification under Sections 1 or 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former Director, Officer, employee, or agent of the Corporation is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this Article. Such determination shall be made, with respect to a person who is a Director or Officer at the time of such determination: (a) by a majority vote of a quorum of the Directors who were not parties to the action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable if the quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

**Section 5. Advancement of Expenses.** Expenses, including attorneys' fees, incurred by a Director, Officer, employee, or agent of the Corporation in defending a civil, criminal, administrative, or investigative action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount if it is ultimately determined that he/she is not entitled to be indemnified by the Corporation as authorized in this Article. Such expenses, including attorneys' fees, incurred by any former Director, Officer, employee, or agent of the Corporation may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate in the circumstances.

**Section 6. Nonexclusive Right.** The indemnification and advancement of expenses provided by, or granted pursuant to, this Article (a) shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any provision of law, the Articles, the Bylaws, any agreement, a vote of disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity

while holding such office, and (b) shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The Corporation may give any further indemnification to any person who is or was a Director, Officer, employee, or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, except that no such indemnification shall indemnify any person from or on account of such person's conduct which is finally adjudged to constitute willful misconduct or to have been knowingly fraudulent or deliberately dishonest. A right to indemnification or advancement of expenses arising under a provision of the Articles or these Bylaw shall not be eliminated or impaired by an amendment to such provision after the occurrence of the act or omission that is the subject of the civil, criminal, administrative, or investigative action, suit, or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

**Section 7. Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

**Section 8. Definitions.**

(a) Corporation. For purposes of this Article, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees, or agents, so that any person who is or was a director, officer, employee, or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(b) Other Terms. For purposes of this Article, the term "other enterprise" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a Director, Officer, employee, or agent of the Corporation which imposes duties on, or involves services by, such Director, Officer, employee, or agent with respect to an employee benefit plan, its participants, or its beneficiaries; and a person who acted in good faith and in a manner he/she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

**ARTICLE VII**  
**Policies**

**Section 1. Conflicts of Interest and Confidentiality.** The Corporation shall adopt and maintain, and may amend from time to time, a Conflicts of Interest and Confidentiality Policy. In accordance with, or in addition to, the provisions of the Conflicts of Interest and Confidentiality Policy, the following provisions shall apply:

(a) No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because any such Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because the vote of any such Director or Officer is counted for such purpose, if:

(1) The material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or otherwise known to the Board of Directors or the committee, and the Board or committee in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even if the disinterested Directors accounted for less than a quorum; or

(2) The contract or transaction is fair to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors or a committee thereof.

(b) Common or interested Directors may be counted in determining whether a quorum is present at the meeting of the Board of Directors or committee thereof in which a vote is held on whether or not to authorize the contract or transaction in question.

**Section 2. Other Policies.** The Corporation may adopt, and may amend from time to time, such other policies as the Board of Directors may determine, including, without limitation, a Nepotism Policy.

**ARTICLE VIII**  
**General**

**Section 1. Financial Transactions.** All checks or other financial transfers and similar instruments for the payment of money shall be signed or approved by such Officer(s), or by such other person(s), as the Board of Directors may designate from time to time by resolution or policy.

**Section 2. Fiscal Year.** The Board of Directors shall have power to fix and from time to time change the fiscal year of the Corporation. In the absence of action by the Board of Directors, however, the fiscal year of the Corporation shall end each year on the date which the Corporation treated as the close of its first fiscal year until such time, if any, as the fiscal year is changed by the Board of Directors.

**Section 3. Amendments.** These Bylaws may be amended only upon the affirmative vote of at least two-thirds (2/3) (rounding up) of the Directors present when the action is taken and after compliance by the Corporation with any requirements imposed by law. The Corporation shall provide notice of any meeting of the Board of Directors at which a proposed amendment is to be considered for approval, which notice shall be provided in accordance with Article III, Section 7(d) above, except that such notice must be provided at least two (2) weeks prior to the meeting at which the proposed amendment is to be considered for approval. Notwithstanding anything contained herein to the contrary, such notice shall also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws, and shall state the general nature of the proposed amendment or contain or be accompanied by a copy or summary of the proposed amendment.

These Amended and Restated Bylaws were adopted and made effective as of the 18th day of November, 2021.

By: Angela Harse  
Angela Harse, Secretary

**EXHIBIT A**

**Board of Directors  
The REACH Healthcare Foundation**

**See attached.**