

**BYLAWS**  
**The Health Care Foundation**  
**Longview, WA**  
**Adopted October 4, 2016**

**Article I.**  
**Membership**

The corporation shall have no voting members.

**Article II.**  
**Mission**

It is the mission of The Health Care Foundation to promote the physical and mental health and health care of the people living within the service area of the Longview, Washington acute care hospital. This shall be accomplished by distribution of its income to worthy recipients engaged in activities that are consistent with this mission.

**Article III.**  
**Board of Directors**

1. **Powers.** The affairs of the corporation shall be managed by the Board of Directors herein after recognized as "The Board".
2. **Number and Qualification.** The number of directors of the corporation shall be at least eleven. The Board of Directors by amendment of these Bylaws may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent, nor reducing the number of directors to less than three. A director shall be a resident within a reasonable distance of the service area of the acute care hospital area in Longview, Washington.
3. **Executive Committee.** The Executive Committee shall be comprised of the President, Vice-President and Secretary/Treasurer. The Executive Committee may make recommendations to the Board and act in case of emergency within the By-Laws and Articles of Incorporation. The Executive Committee shall not have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such a committee.
4. **Election and Term.** The member of members of one class of directors shall be elected at each annual meeting, to hold office until the expiration of the term of office of the class of directors in which

elected, and until his/her or their respective successors are elected and qualified. The term of office of a class of director shall be three (3) years.

5. **Vacancies.** The Board shall have power to fill any vacancy occurring in the board and any directorship to be filled by reason of any increase in the number of directors by amendment to these Bylaws. The director appointed or elected, as the case may be, to fill a vacancy, shall be elected or appointed for the unexpired term of his predecessor in office.

#### **ARTICLE IV. Meetings of Board of Directors**

1. **Annual Meetings.** The annual meeting of The Board for election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be in September each year.
2. **Special Meetings.** Special meetings of The Board may be held at any place, at any time, whenever called by the president, vice-president or secretary/treasurer, or any two (2) or more directors.
3. **Notice of Meetings.** Notice of the time and place of any special meeting of The Board shall be given by the executive director, secretary/treasurer or directors calling the meeting, by mail, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of The Board need to be specified in the notice or any waiver of notice of such meeting.
4. **Quorum.** A majority of The Board shall constitute a quorum for the transaction of business. The act of the majority of directors' present at a meeting at which a quorum is present shall be the act of The Board. At any meeting of The Board at which a quorum is present, any business may be transacted, and The Board may exercise all of its powers.

#### **ARTICLE V. Actions by Written Consent**

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

**ARTICLE VI.**  
**Waiver of Notice**

Whenever any notice is required to be given to any director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**ARTICLE VII.**  
**Indemnification of Directors and Officers**

Each director and officer of the corporation who was, or is threatened to be made a named defendant or respondent in a proceeding shall be indemnified to the fullest extent permitted by the laws under which this corporation is formed. Nothing contained in the previous sentence shall limit the corporation's ability to reimburse expenses incurred by a director in connection with his/her appearance as a witness in a proceeding at a time when he/she has not been made a named defendant or respondent in the proceeding when such indemnification is expressly authorized by The Board. Each person who serves at the request of the corporation as a trustee of an employee benefit plan shall be indemnified when such indemnification is expressly authorized by The Board. Further, any employee or other agent of the corporation may be indemnified to the same extent as directors and officers when such indemnification is expressly authorized by The Board. The corporation may obtain insurance on behalf of any person who is or was a director, officer, employee, or agent, against any liability arising out of that person's status as such, whether or not the corporation would have the power to indemnify that person against such liability.

**ARTICLE VIII.**  
**Compensation/Reimbursement of Directors and Officers**

1. No compensation. Directors and officers who are not part of the full time management of the corporation shall serve without compensation except for reimbursement for reasonable expenses. In keeping with the nonprofit status of the Corporation, no director or officer shall benefit financially from his/her position as a board member.
2. Reimbursement. A director or officer may be reimbursed for all out of pocket expenses incurred in attending meetings and carrying out duties and function directly related to corporation business.

**ARTICLE IX.**  
**Conflict of Interest**

1. **No vested Rights.** No Director of this Corporation shall have any vested or other property rights in any of the property of this Corporation during its existence or upon its dissolution.

2. **No Undisclosed Conflicts.** Members of The Board shall not have any undisclosed conflicts of interest with the Foundation. Such conflict situations may be present if an individual is a major supplier of products or services to The Board. Exceptions may be made by The Board in certain circumstances where full disclosure of such conflict has been made to The Board.
3. **Full Disclosure.** Any director, officer, employee, or committee member having an interest in a contract or other transaction presented to The Board or a committee thereof for authorization, approval or ratification shall give prompt, full and frank disclosure of his/her interest to The Board or committee prior to it acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist.
4. **Conflict Procedure.** If a conflict is deemed to exist, such person shall not vote, nor use his/her personal influence, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person shall physically excuse his/her self from the meeting during the vote. Such person may be counted in determining the existence of a quorum at any meeting where the contract is discussed or where a vote is taken. The minutes of the meeting shall reflect the disclosure made, any vote thereon and, where applicable, any abstention from voting and participation, and whether a quorum was present.

#### **ARTICLE X. Officers**

1. **Officers Enumerated.** The officers of the Corporation shall be a president, a vice president and a secretary-treasurer, and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as The Board may prescribe.
2. **The President.** The president shall be a director of the Corporation. He/she shall exercise the usual executive powers pertaining to the office of president. He/she shall preside at meetings of The Board and any committee exercising any authority of The Board.
3. **The Vice President.** In the absence or disability of the president, the vice president shall act as president.
4. **The Secretary/Treasurer.** It shall be the duty of the secretary/treasurer to keep records of the proceedings of The Board and when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts, and other obligations, or instruments, in the name of the Corporation, to keep the Corporate seal, to affix the same to proper documents, have the care and custody of and be responsible for all funds and investment of the Corporation, and shall cause to be kept regular books of account. He/she shall cause to be deposited all funds and other valuable effects

in the name of the Corporation in such depositories as may be designated by The Board. Some or all of the duties of the secretary/treasurer may be delegated to the executive director.

5. **Vacancies.** Vacancies in any office arising from any cause may be filled by The Board at any regular or special meeting.
6. **Salaries.** The salaries of all agents of the Corporation shall be fixed by The Board.
7. **Removal.** Any officer elected or appointed may be removed by The Board whenever in its judgment the best interests of the Corporation will be served thereby.

**ARTICLE XI**  
**Administrative and Financial Provision**

1. **Fiscal Year.** The last day of the fiscal year of the Corporation shall be June 30.
2. **Loans Prohibited.** No loans shall be made by the Corporation to any officer or to any director.
3. **Corporate Seal.** The Board may provide for the Corporate seal which shall have inscribed thereon the name of the Corporation, the year and state of incorporation and the words "Corporate Seal".
4. **Books and Records.** The Corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its board of Directors, and committees having any of the authority of The Board. All books and records of the Corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.
5. **Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of The Board at a minimum of (2) consecutive meetings.
6. **Rules of Procedure.** The rules of procedure at meetings of The Board of the Corporation shall be the rules contained in Roberts' Rules of Order Newly Revised, on Parliamentary Procedure, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of The Board.

**CERTIFICATION**

\_\_\_\_\_ Sherrie Tinoco \_\_\_\_\_, being Secretary/Treasurer of The Health Care Foundation, hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors on 10/04/16 \_\_\_\_\_.

Secretary/Treasurer                      Sherrie Tinoco

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