

Revised and Restated
BYLAWS
of
WAKE COUNTY MEDICAL SOCIETY
COMMUNITY HEALTH FOUNDATION, INC.

ARTICLE I
GENERAL

Section 1.1. Name. The name of the organization shall be Wake County Medical Society Community Health Foundation, Inc. hereinafter referred to as the "Corporation" in these Bylaws.

Section 1.2. Location of Corporation. The principal office of this Corporation shall be located at 4207 Lake Boone Trail, Suite 100, in Raleigh, Wake County, North Carolina, 27607. Other offices for the transaction of business shall be located at such places as the Board of Directors from time to time determine.

Section 1.3. Seal. The seal of the Corporation shall be circular and shall bear the name of the Corporation, the state of its incorporation, and the word "SEAL."

Section 1.4. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

ARTICLE II
MEMBERS

Section 2.1. Members. The Corporation shall not have members.

ARTICLE III
PURPOSES

Section 3.1. General Purposes. The purposes for which the Corporation is formed are to engage in such exclusively charitable, scientific, literary, religious or educational activities of any kind or nature whatsoever as shall qualify it for exemption from taxation under Section 501(a) of the Internal Revenue Code of 1986 (the "Code") as an organization described in Section 501(c)(3) of the Code.

In furtherance, but not in limitation, of the foregoing charitable purposes, the Corporation shall:

- a. To serve as a unifying organization to improve the health of the people of Wake and Johnston Counties, North Carolina and additional communities as voted on by the Board

of Directors. This purpose will be accomplished by:

- i. Coordinating appropriate access to health care and related services, particularly for those who are uninsured or underinsured;
- ii. Identifying and coordinating strategies to improve community health;
- iii. Supporting efforts to improve access to essential health care providers, effective and cost-efficient services;
- iv. Serving as a neutral convener through which health and health care-related issues may be discussed by any individual or organization;
- v. Seeking to support direct services and collaborative efforts with existing providers in the community; and
- vi. Supporting public policy that supports the vision and mission of the Corporation.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. Responsibilities of the Board. The affairs of the Corporation shall be led and overseen by its Board of Directors (“the Board”), which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation.

Section 4.2. Number and Qualifications. The minimum number of Directors will be nine (9) and the maximum number of Directors will be eleven (11).

A majority of Directors shall be current or former members of the Wake County Medical Society (“WCMS”). The remaining Directors will be members of the community with experience or a working interest in areas such as medical care, population health and related areas, finance, human resources, or possess a specific skill necessary to serve as effective members of the Board.

Section 4.3. Terms. Directors elected at the Annual Meeting shall be initially elected for a three-year term and are eligible to serve two additional, consecutive three-year terms, for a maximum of nine (9) years of service. The initial three-year term of service for a Director elected at the Annual Meeting begins with the first Regular Meeting scheduled after the Annual Meeting at which the Director was elected.

Section 4.4. Resignation. A Director may resign at any time by giving notice of resignation in writing addressed to the Chairperson or Secretary or by presenting a written resignation in person at any regular meeting or special meeting of the Directors.

Section 4.5. Vacancies. Any vacancies occurring on the Board shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board and according to the Terms outlined in Section 4.3. A Director elected to fill a vacancy shall serve a full three-year term. At the conclusion of this initial term, the Director is eligible to serve two additional, consecutive three-year terms.

Section 4.6. Removal. Any one member of the Board may be removed, with or without cause, by a two-thirds vote of the other members of the Board.

Section 4.7. Compensation. The Board shall serve without compensation except that they may, in their discretion and by a majority vote of their members, reimburse any or all members for expenses actually incurred by them in carrying out their duties to the Corporation.

Section 4.8. Attendance. Members of the Board must attend two-thirds of all regular meetings held each year according to the schedule set by resolution of the Board. Attendance will be reviewed annually for compliance at the last regular meeting of the year. Failure to meet this requirement, without acceptable excuse to the Chairperson, shall be cause for removal by the Board.

Section 4.9. Adjustment of Director Terms upon Adoption of Amended Bylaws. Upon the amendment or replacement of these Bylaws, the Board shall adjust the terms of service of the current Directors so that the current terms match the terms of service set out in the replacement or amended Bylaws. The Board shall authorize the adjustment of the Director's terms through a vote of the majority of the Board members present and shall record the adjusted terms of service in the minutes of the meeting at which the Bylaws were replaced or amended.

ARTICLE V MEETINGS

Section 5.1. Annual Meeting. A regular, annual meeting of the Board shall be held each year for the purpose of electing directors and Officers of the Corporation and for the transaction of such other business as may be properly brought before the Board. The Annual Meeting shall be held on such day and month of each year and at such time and at place as shall be designated by the Board.

Section 5.2. Regular Meetings. Regular meetings of the Board shall be held quarterly and no less than three (3) times per year at minimum on such notice and at such time and at such places as may from time to time be determined by the Board.

Section 5.3. Special Meetings. Special meetings of the Board may be called by or at the request of the Executive Director or any two (2) Directors. The person or persons authorized to call special meetings of the Board may determine any place as the place for holding any special meeting of the Board called by them or may elect to hold a telephonic or electronic meeting. The time, place and type of meeting (in-person, telephonic or electronic) shall be set as to insure that it will be reasonably possible and convenient for all representatives to participate.

Section 5.4. Action Without Meeting. Any action which may be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records. Such action is effective when the last director signs the consent, unless the consent specifies a different

date.

Section 5.5. Notice. The Chairperson, Secretary or other person or persons calling a special meeting shall give notice thereof by e-mail or by telephone at least one (1) day (twenty-four hours) before the special meeting.

Section 5.6. Quorum. A majority of the Directors at the time in office shall constitute a quorum at any meeting of the Directors, but less than a quorum may adjourn such a meeting to a definite time and place.

Section 5.7. Voting Rights. Proxy voting is prohibited. Except as otherwise provided in these Bylaws or by law, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In addition to the election and removal of Directors and any other Board actions described herein, the Directors shall have the right to vote on the following corporate matters:

- a. Selection/dismissal, annual performance review and setting the salary and any performance bonus for the Executive Director;
- b. Approve the policies of the Corporation;
- c. Oversee the selection of the independent auditor and adoption of the annual audit;
- d. Ensure the Corporation is operating within Federal, State and local laws;
- e. Approve the annual budget for the Corporation;

Section 5.8. Chair of the Meeting. The following order shall be used to determine who presides over a meeting of the Board in the absence of one or more Officers: Chairperson, Vice Chairperson, Treasurer, Secretary, or any member of the Board as determined by the Board.

ARTICLE VI OFFICERS

Section 6.1. Officers. The Officers of the Corporation shall be the Chairperson, the Vice Chairperson, the Secretary, the 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.

Section 6.2. Election and Term of Office. The office of the Chairperson shall be filled, upon the departure of the current Chairperson, by the Vice Chairperson, who shall assume the position of Chairperson immediately upon the departure of the Chairperson.

The Directors serving as Chairperson, Vice Chairperson, Secretary, and Treasurer shall be elected to those offices by a majority of Directors present at the Annual Meeting and shall be installed at the first Regular Meeting held after their election. Officers elected at the Annual Meeting shall serve one (1) two-year term, beginning at the time of the Officer's installation. The Treasurer may be re-elected for a second two-year term. Each Officer shall hold office until the Officer's successor has been elected, even if this requires the current Officer's service to extend beyond a time limit set by these Bylaws.

Section 6.3. Removal. Any officer appointed or elected by the Board may be removed by the Board by a two-third (2/3) vote of the members of the Board whenever, in its judgement the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 6.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the members of the Board who are present. An Officer elected to fill a vacancy, as discussed in Section 6.4, shall be installed under a new two-year term.

Section 6.5 Chairperson. The Chairperson shall preside at all meetings of the Board. The Chairperson may sign, with any other proper Officer of the Corporation authorized by the Board, any instruments which the Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Corporation; and in general shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time.

Section 6.6. Vice Chairperson. In the absence of the Chairperson or in the event of his or her 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.

Section 6.7. Secretary. The Secretary shall carry out, or cause to be carried out, the following responsibilities:

- a. Keep accurate records of the acts and proceedings of all meetings of the Board;
- b. Give all notices required by law and by these Bylaws;
- c. Have general charge of the corporate books and records and of the corporate seal;
- d. Affix the corporate seal to any lawfully executed instrument requiring it;
- e. Sign such instruments as may require said signature, and;
- f. In general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Executive Director, the Chairperson, the Board or by these Bylaws.

Section 6.8. Treasurer. The Treasurer shall carry out, or cause to be carried out, the following responsibilities:

- a. Oversee the management of all funds and securities of the Corporation;
- b. Report to the Board at its regular meetings or when the Directors shall require, an account of the Corporation's transactions and of the financial condition of the Corporation, and deposit all such monies in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of Article IX, Section 4 of these Bylaws;
- c. Prepare a true statement of the Corporation's assets and liabilities as of the close of each fiscal year, and;

- d. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Executive Director, the Chairperson, the Board or by these Bylaws.

Section 6.9 Adjustment of Officer Terms upon Adoption of Amended Bylaws. Upon the amendment or replacement of these Bylaws, the Board shall adjust the terms of service of the current Officers so that the current terms match the terms of service set out in the replacement or amended Bylaws. The Board shall authorize the adjustment of the Officer's terms through a vote of the majority of the Board members present and shall record the adjusted terms of service in the minutes of the meeting at which the Bylaws were replaced or amended.

ARTICLE VII COMMITTEES

Section 7.1. Committees. The Board shall establish the committees required by these Bylaws and may form such other committees as it deems appropriate to assist and recommend in the management of the Corporation.

Section 7.2. Standing Committees. Standing Committees shall consist of at least two Directors, one of whom shall be the chairperson of such committee.

Section 7.3. Executive Committee. The Executive Committee will consist of the Board Officers and will be authorized to act between Board meetings if necessary and in other areas as specifically delegated with the authority to act by the Board.

Section 7.4. Finance Committee. The Finance Committee will consist of the Treasurer and other Directors and will be responsible for management of the Corporation's assets, assisting in the development of annual budgets, reviewing the Corporation's financial statements, recommending an independent auditor for Board approval and other related duties as may be prescribed by the Board from time to time.

Section 7.5. Nominating and Governance Committee. The Nominating and Governance Committee will carry out the following responsibilities:

- a. Find and recommend new Directors for Board approval;
- b. Review and make recommendations on governance issues and otherwise help shape organizational governance;
- c. Solicit nominations from Board committees, the community and other sources in order to develop and present a slate of nominees to the Board for the Board to appoint as at large Board members.

Notwithstanding the appointment of the Nominating and Governance Committee, the Bylaws of the Corporation shall reserve the right of the Board to consider suggestions for potential director nominees to the Board from any source, including current members of the WCMSCHF Board, the Corporation's management, advisors to the Corporation, etc.

Section 7.6. Policy Committee. The Policy Committee will review corporate policies (new, revised or rescinded), recommend any necessary edits and provide approval of the policies to be presented for full Board approval at the next regular meeting.

Section 7.7. Vacancy. Any vacancy occurring in a committee shall be filled by the Board at a regular or special meeting.

Section 7.8. Term of Office. Except for the Executive Committee which is comprised of Board Officers, members of committees serve on an ongoing basis until they choose to resign or are removed by the Board.

Section 7.9. Removal. Any member of a committee may be removed at any time, with or without cause, by a two-thirds vote of the members of the Board voting at a regular or special meeting.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, LOANS AND FUNDS

Section 8.1. Contracts. The Board 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 such authority may be general or confined to specific instances.

Section 8.2. 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. Such authority may be general or confined to specific instances.

Section 8.3. 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 agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Executive Director or the Board Chair.

Section 8.4. 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 may select.

ARTICLE IX STAFF

Section 9.1. Executive Director. The Board shall employ an Executive Director who shall serve at the pleasure of the Board. The Executive Director shall serve as the chief administrative employee for the Board and shall be responsible to the Board. All other staff members shall be responsible to the Executive Director. The Executive Director is an Agent of the Corporation, accountable to the Board. In this capacity, the Executive Director may sign, upon resolution of the Board, contracts, leases, deeds, mortgages, checks and other instruments which the Board has authorized to be executed, except in the case where the signing and execution of such instruments

shall be expressly delegated by the Board to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed. The Executive Director shall be the principal executive employee of the Corporation and, subject to control of the Board, shall supervise and control all of the day-to-day business and affairs of the Corporation. She or he shall seek advice from the Chairperson and shall be an *ex officio* member of all committees. In general, the Executive Director shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board from time to time.

ARTICLE X CONFLICTS OF INTEREST

Section 10.1. Adoption of Conflict of Interest Policy. The Board shall adopt a conflict of interest policy consistent with the Internal Revenue Service recommendations for organizations that qualify as exempt within the meaning of Section 501(c)(3) of the Code. No contract, transaction or act shall be entered into or taken on behalf of the Corporation if such contract, transaction or act would jeopardize the Corporation's tax-exempt status under Section 501(c)(3) of the Code.

Section 10.2. Statement of Potential Conflicts. Prior to taking his or her position on the Board, and annually thereafter, each Director shall complete and submit to the Board Secretary, or a designated agent, a conflict of interest statement as required by the Corporation's conflict of interest policy.

Section 10.3. Effect of Conflict. Should the Board learn that any contract, transaction or act was completed in violation of the Corporation's conflict of interest policy, the Board shall take immediate steps to reverse or invalidate the contract, transaction or act, or to ratify the contract, transaction or act through appropriate corporate action.

ARTICLE XI MISCELLANEOUS

Section 11.1. Waiver of Notice. Whenever any notice is required to be given to any Director by law, by the charter 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 11.2. Fiscal Year. The fiscal year shall be from January 1 to December 31.

Section 11.3. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any authority of the Board. All books and records of the Corporation may be inspected by any Director, or his or her agent, for any proper purpose at any reasonable time.

Section 11.4. Audit of Books. The books and records of the Corporation shall be audited for each fiscal year by an independent auditor to be selected by the Finance Committee and approved by the Directors.

Section 11.5. Parliamentary Procedures. The deliberations of the Board and all Board committees shall be governed by the rules contained in the current edition of Roberts Rules of Order in all cases where they are not inconsistent with the Articles of Incorporation, these Bylaws or the standing rules of the Corporation.

Section 11.6. Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by the affirmative vote of a majority of the Directors present at any regular or special meeting of the Board at which a quorum is present; provided, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

Section 11.7. Distribution of Assets. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein. Upon dissolution or liquidation of the Corporation its assets remaining after payment of its obligations shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided however, that the distribution must be to another organization exempt under Section 501(c)(3) of the United States Internal Revenue Code or to the United States, state or local governments, for a public purpose.

Section 11.8. Indemnification. To the fullest extent and upon the terms and conditions from time to time provided by law, the Corporation shall indemnify any person who has served as an officer, Director, employee or agent of the Corporation, against liability and reasonable litigation expenses, including attorneys' fees incurred in connection with any threatened, pending, or completed action, suit or proceedings in which he is made or threatened to be made a party by reason of having been such officer, Director, employee or agent (excluding, however, liability or litigation expenses which any of the foregoing may incur in relation to matters as to which he shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of his duty). Such Officers, Directors, employee and agents shall be entitled to recover from the Corporation, and the Corporation shall pay, all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights of indemnification granted herein. Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for on behalf of the Corporation shall be deemed to have been doing or to have done so in reliance upon and as consideration for the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any right to which such person may be entitled apart from the provisions of these Bylaws.

The Board shall take all such action as may be necessary or appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due and

giving notice to, and obtaining approval by, the Board.

ARTICLE XI
ADOPTION AND REVISIONS

Adopted: February 12, 2013

Revision(s) Approved: _____

I do hereby certify that the above revised and restated Bylaws of Wake County Medical Society Community Health Foundation, Inc. were approved by its Board of Directors and constitute a complete copy of the Bylaws of the Corporation and that these Bylaws do now constitute the Bylaws of said Corporation and supersede all previous Bylaws adopted by the Directors of the Corporation.

INSERT NAME, Secretary