

BYLAWS
OF
The Greater Columbia Accountable Community of Health

ARTICLE I.
NAME

The name of the corporation shall be The Greater Columbia Accountable Community of Health, and it is referred to in these Bylaws as the "GCACH."

ARTICLE II.
PURPOSES

Section 1. Purposes. The purposes for which the GCACH is formed, and the business and objectives to be carried on and promoted by it, are as follows:

To operate exclusively for charitable and educational purposes, and to advance the mission of the GCACH as follows:

- (i) To advance the health of our population by decreasing health disparities,
- (ii) To improve the efficiency of health care delivery, and
- (iii) To empower individuals and communities through engagement, collaboration, and innovation.

Section 2. Dedication of Assets. The property of the GCACH is irrevocably dedicated to charitable purposes. No part of the net earnings, properties or other assets of the GCACH shall inure to the benefit of any private person or individual, or to any member, Director or officer of the GCACH. Notwithstanding the foregoing, this Section shall not prevent payment to any such person of reasonable compensation for services performed for the GCACH in effecting any of its public or charitable purposes, provided that (i) compensation is permitted by these Bylaws and approved by resolution of the Board, and (ii) no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the GCACH.

ARTICLE III.
DEFINITIONS

The following terms used in these bylaws are defined as follows:

"Board" means the Board of Directors of the Greater Columbia Accountable Community of Health.

"Consumers" means a representative of a consumer group that represents a priority health issue for the region.

"Conflict of Interest" means a situation in which a Director has the potential to vote on a matter that would provide direct or indirect financial benefit to that Director or their immediate family or to any agency with which that member is affiliated.

"Director" means an individual appointed as a member of the Board of Directors.

"Executive Committee" means the Board of Directors President, Vice-President, Secretary, Treasurer, and Past President.

"Financial Interest" means a person having directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

"Health" means the state of complete physical, mental and social well-being, and not merely the absence of disease and infirmity. These include the conditions in which people work, live, play and contribute.

"Member" means a person participating in the GCACH organization.

"Nominating Committee" means those members responsible for seeking out and nominating qualified members for vacant Board positions, and for the offices of President, Vice-President, Secretary, and Treasurer.

"Organization" means any group of people who have joined together for a particular purpose, ranging from social to business, and usually meant to be a continuing organization. It can be formal, with rules and/or bylaws, membership requirements and other trappings of an organization, or it can be a collection of people without structure.

"Regional Health Improvement Plan" means a mechanism through which all of the key health care stakeholders in a community representing whole person health can plan, facilitate and coordinate activities required for transformation of the community's health

care system.

"Regional Service Area" means the Accountable Community of Health region as defined by the Health Care Authority.

"Sector" means a category of organizations, governments, businesses and/or individuals who share the same or related mission, product or service within the Regional Service Area. (For example, Social Services, Hospitals, Transportation, Federally Qualified Health Centers, Philanthropy, Housing, Community Based Organizations, Consumer Representative, Public Health, Managed Care Organizations)

"Workgroup" means two or more individuals who are assigned to work on a specific issue, and are interdependent in the achievement of a common goal.

ARTICLE IV. BOARD OF DIRECTORS – DUTIES AND PRINCIPLES

Section 1. Power and Duties.

1.1 Powers. Prudent management of all the affairs, assets, property and goodwill of the GCACH shall be vested in a Board of Directors. The Board may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Directors shall not delegate or proxy their respective responsibilities and rights as members of the Board pursuant to these Bylaws and required under federal and state law.

1.2 General Duties. The Board will provide strategic direction and work in partnership with the Leadership Council and workgroups on approved projects. It approves the budget and ensure that funds are used to support the overarching mission of the organization. It develops policy for program implementation, and ensures adequate representation from sectors and the Tribes. It hires the Executive Director, and holds him or her accountable for oversight of program implementation. It ensures that the corporation obeys applicable laws and acts in accordance with ethical practices, adheres to its stated corporate purposes, and that its activities advance its mission.

Section 2. Number. The number of Directors shall be determined from time to time by a vote of the Board but shall consist of not less than fifteen (15) and not more than twenty-five (25). Other than as to the initial Board, the number of Directors may at any time be increased or decreased by the Board who shall have the power to elect additional Directors at any regular or special meeting of the Board. The change in number of Directors shall not however, diminish the term of any incumbent director, whose term may be diminished only as provided by law and these Bylaws.

Section 3. Board Representation by Sector. Each Board member shall represent a designated Sector established by the Board. Board membership may include

representation up to the maximum number of directors pursuant to Section 2 hereof. No Sector shall have more than one designated member on the Board of Directors. The Board may add or modify Sectors that should be represented by a vote of the Board. The staff shall maintain a list of the Sectors for representation on the Board and on the Leadership Council.

Section 4. Nomination and Election of Directors.

4.1 Board Sector Representative Nomination Process. Candidates for Board members shall be nominated and vetted by the Nominating Committee based on Sector representation except for two positions: Managed Care Organization and Tribal who have their own process for determining Board representation. Such nominations shall be brought to the Board for approval.

4.2 Election. The Board approves membership to the Board and elects its Directors. Directors shall be elected at the annual meeting, or at any regular or special meeting of the Board.

Section 5. Term of Office. During the first year after adoption of these Bylaws, Directors shall be elected to an initial one-year (1) term. For the purpose of staggering the terms, following the initial one-year term, fifty percent (50%) of the Board of Directors shall serve a one (1) term and the remaining Directors shall serve a two (2) year term. The initial groups shall be determined by a lottery. Thereafter, each Director's term of office shall be for two (2) years. Newly elected Directors shall serve the remaining term of a vacant position. Directors may serve no more than three (3) consecutive terms unless they have been appointed by a Tribal entity

Section 6. Compensation. The Directors shall receive no compensation for services for and on behalf of the GCACH.

Section 7. Meetings.

7.1 Annual Meeting. An annual meeting of the Board shall be held each year between November and December, prior to December 31. At this meeting the Board shall approve a budget for the activities of the GCACH for the following year, and elect new Board members and officers.

7.2 Regular Meetings. Regular Board meetings shall be scheduled at the discretion of the Board, but are required not less than four (4) times per year. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

7.3 Special Meetings. Special meetings of the Board may be called at any time by the President or any five (5) members of the Board, whereupon the Secretary shall give notice as specified by the Board to each Board member.

7.4 Meetings by Telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by

means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

7.5 Place of Meetings. All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

7.6 Notice of Special Meetings. Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

7.7 Waiver of Notice.

A. In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, 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 deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

B. By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.8 Quorum. A quorum shall consist of at least 50% of the number of Directors on the Board.

7.9 Alternative Representation. In the event a Director is unable to attend a board meeting, the Director may authorize a representative to attend as a guest at a board meeting, provided that such Director provides reasonable notice to the Board. Only attendance by Directors will constitute a quorum and for the purposes of voting on business items. Alternates are not able to vote on items of business.

Section 8. Voting and Manner of Acting.

8.1 Board Actions. Each Director will have one (1) vote; this vote may not be conveyed by an Alternate Representative. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

8.2 Presumption of Assent. A Director at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

8.3 Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 9. Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Removal from Office. Directors are expected to regularly attend Board meetings; however, they shall notify the President or Executive Director with appropriate notice if they are not able to attend such meeting. Absences from more than one-third (1/3) of the regularly scheduled meetings in any given calendar year may be grounds for removal. Any Director may be removed by a sixty percent (60%) vote of the Board, such vote being held at an annual, regular or special meeting of the Board.

Section 11. Vacancies on the Board of Directors (mid-term) Sector representatives are responsible for identifying and forwarding candidates with-in their own Sector to the Nominating Committee to fulfill their remaining term. Vacancies occurring on the Board may be voted on and ratified at any regular or special Board meeting by the remaining Directors. Newly elected Directors shall serve the remaining term of the vacant position.

Section 12. Duty of Loyalty. Directors shall put the GCACH interests ahead of their own when making all decisions in their capacities as corporate fiduciaries. They must act without personal economic conflict, and are required to sign a conflict of interest policy upon election to the Board.

ARTICLE V. OFFICERS and Executive Director

Section 1. Election and Term of Office. The officers of the GCACH Board shall be President, Vice President, Secretary, Treasurer, and Past President. The Board may approve additional officers as it deems necessary for the performance of the business of the GCACH.

Any two or more offices may be held by the same person, except the offices of President and Secretary. Officers are elected by the Board at the Annual Meeting, and commence office on January 1. Each officer shall hold office for one (1) year or until he or she shall have been succeeded or removed in the manner hereinafter provided. Such offices shall not be held for more than three (3) consecutive terms. Such officers shall hold office until their successors are elected and qualified. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

Section 2. Removal. Any officer or agent may be removed by the Board with or without cause by a sixty percent (60%) vote of the Board, if deemed in the best interests of the GCACH.

Section 3. Compensation. The officers shall receive no compensation for services rendered on behalf of the GCACH.

Section 4. President. The President shall be the principle officer of the organization and shall perform such duties as are usual to this office including presiding at all meetings of the Board of Directors and the Executive Committee, reviewing and approving the agenda prior to all meetings of the Board, and documenting the annual Performance Review of the Executive Director.

Section 5. Vice-President. The Vice-President shall preside at all meetings in the absence of the President and perform such other duties as are incident to the office or are properly required of the Vice-President by the Board.

Section 6. Secretary. It shall be the duty of the Secretary of the Board to keep all records of the Board and of the GCACH, to give notice of meetings, and to perform such other acts as the President or Board may direct.

Section 7. Treasurer. The Treasurer serves as the Chairman of the Finance Committee, and is accountable for all funds belonging to the GCACH. The Treasurer, shall assure that policies and procedures regarding the disposition of assets and all related financial transactions are followed as prescribed by the Board or these Bylaws. The Treasurer may be assisted by GCACH staff in these duties.

Section 8. Past-President. The Past-President shall advise the incoming President of position responsibilities and provides advice, support and information as needed to the new President and board. The Past-President serves on the Finance or other Board Committees at the request of the President, and assists in developing the long-term financial goals of the GCACH. If the Past President is no longer serving as a Director on the Board, the Past President may continue to serve as an ex-officio, non-voting member on the Executive Committee.

Section 9. Executive Director. The Executive Director shall be responsible for implementing the day-to-day activities of GCACH and carrying out the purposes of GCACH pursuant to its Strategic Plan or other long-term planning document. The Executive Director shall function under the supervision of the GCACH Board President and the Executive Committee, and within the general oversight of the Board. The Executive Director is an ex-officio non-voting member of the Board, and may be included in executive sessions if desired by the Board.

Section 9. a The Executive Director shall be reviewed annually by a committee appointed by the Board President.

ARTICLE VI. COMMITTEES

Section 1. Committees. The Board may appoint, from time to time, from its own members and/or the public, standing or temporary committees consisting each of no fewer than two (2) Directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the Board. No such committee shall have the authority of the Board in reference to amending, altering, or repealing these 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 sale, lease, or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or 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 committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto shall not relieve the Board or any member thereof of any responsibility imposed by law.

Section 2. Standing Committees. The following committees are authorized and ongoing Committees of the Board:

A. Executive Committee. Membership of the Executive Committee shall consist of the officers of the Board which are President, Vice-President, Secretary, Treasurer, and Past President. A majority of the Executive Committee shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. The Executive Committee shall have authority to conduct business on behalf of the GCACH between regular Board meetings should authority be expressly given to them by the Board.

B. By-Laws Committee. Membership shall consist of members appointed by the

Board to review and recommend changes, if necessary to the By-laws for the GCACH.

- C. Finance Committee. The Treasurer of the Board shall chair a committee comprised of at least three (3) Directors to provide financial oversight for the budget, as well as responsibility for establishing the principles and decision making criteria against which the Board evaluates projects and financial requests. In addition to developing an annual budget, the committee will establish long-term financial goals that will provide for the sustainability of the corporation.
- D. Communications. The Secretary of the Board shall chair a committee comprised of at least two (2) members of the Board to oversee the internal and external communications of the GCACH. They will organize and coordinate publicity and outreach within the organization, and facilitate communication between the GCACH and the public. They will act as spokesmen for the GCACH at formal and informal presentations and to the media when directed by the President.
- E. Nominating Committee. The President will appoint a Nominating Committee to identify and vet potential Board members as well as members of the Executive Committee. Such nominations will be forwarded to the Board for approval.

ARTICLE VII.

Leadership Council

Section 1. Leadership Council. General members participate in the GCACH through the Leadership Council. The Leadership Council is a permanent advisory committee to represent the community in the work of the Board, act in an advisory capacity to the Board, and serve as advocates for priorities in the communities from which the members come. In addition to tasks assigned to them by the Board, the Leadership Council:

- Develops a list of priority issues to be addressed by the GCACH.
- Develops strategies to address priority issues;
- Monitor indicators of population health in the regional service area; and
- Monitor the performance of regional healthcare delivery systems.

Leadership Council members may serve on workgroups established to address the priority issues identified by the GCACH.

Section 2. Membership. Membership on the Leadership Council is based on a common interest in improving health and facilitating regional collaboration towards improved health. A roster of members shall be maintained by GCACH. The Board of Directors may request specific individuals to become members of the Leadership Council, and may direct GCACH to fill membership positions as needed.

2.1 Qualifications. In order to qualify for membership, a member shall be a resident or work in one of the following Counties: Asotin, Benton, Columbia, Franklin,

Garfield, Kittitas, Walla Walla, Whitman, Yakima County, and the Yakama Nation. Members should have an interest, expertise, knowledge or influence within the GCACH Regional Services Area related to community health and wellness.

Section 3. Leadership Council Policy. The Board shall establish and adopt the policies or rules that will govern the Leadership Council. Leadership Council members may be removed at any time, with or without cause, by the Board.

ARTICLE VIII. FINANCE

Section 1. Finance. The annual budget shall be prepared and approved by the Board at the annual meeting of the Board. The GCACH shall operate on a fiscal year, which runs from January 1 to December 31.

There shall be created by the Board a general fund of the GCACH. Said funds shall be administered by the Board or their designee. This fund shall be utilized for the payment of general operating expenses. Any non-budgeted expenditure in excess of \$5,000 shall require approval by the Directors.

Section 3. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the GCACH, and that authority may be general or confined to specific instances.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the GCACH shall be signed by the officer or officers, agent or agents of the GCACH and in the manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of the GCACH shall be deposited in a timely manner to the credit of the GCACH in the banks, trust companies or other depositories as the Board of Directors may select.

Section 6. Remuneration. No salary shall be paid to members of the Board, Leadership Council, or workgroup. Members may be reimbursed for reasonable and necessary expenses incurred for the purposes of doing business, and attending meetings on behalf of the GCACH. Such expenses incurred may be reimbursed provided appropriate documentation and timely submission of expense receipts are provided within sixty (60) days of such occurrence.

ARTICLE IX.

CONFLICTS OF INTEREST AND PROHIBITED TRANSACTIONS

Section 1. Conflicts of Interest Policy. The Board of Directors shall adopt policies and procedures to comply with the requirements of this Article XI and to address any conflicts of interest between the GCACH and the Board and its officers, employees and/or agents of this corporation ("Conflicts of Interest Policy"). To ensure the GCACH operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews of these Bylaws and the Conflicts of Interest Policy. The periodic reviews shall, at a minimum, include the following subjects:

- (i) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- (ii) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 2. Annual Disclosure. Each member of the Board and principal officer shall annually sign a disclosure statement which affirms such person: (i) has received a copy of the conflicts of interest policy; (ii) has read and understands the conflicts of interest policy; (iii) has agreed to comply with the conflicts of interest policy, and (iv) understands the GCACH is charitable and in order to maintain its federal tax exemption it must be organized and operated for one or more tax-exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code. In addition, such disclosure state shall include each director's affiliations (as trustee, board member, officer, employee, advisory committee member, development committee member, volunteer, etc.) with any actual or potential grantee or borrower of the GCACH or any other organization with which the GCACH may have a financial relationship, and the affiliations of persons with whom a director has a close relationship (a family member or close companion) with any actual or potential grantee or borrower of the GCACH or any other organization with which the GCACH may have a financial relationship. The form of such annual disclosure statement shall be prescribed and adopted by the Board of Directors and reviewed on an annual basis.

Section 3. Self-Dealing Transactions.

3.1 Prohibition and Standard for Approval. Except as provided by this Section, the Board of Directors shall not approve or permit the GCACH to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a financial interest. Notwithstanding the foregoing, the GCACH may engage in a self-dealing transaction only as follows:

- (i) if the transaction is approved by a court or by the Attorney General, or
- (ii) if the Board determines, before the transaction, that (1) this corporation is

entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the director or directors in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

3.2 Notification and Process. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

The Board may also vote to exclude a Director against whom a claim of conflict of interest or violation of appearance of fairness is made from Board votes or from executive sessions until the claim against the member is resolved. Additionally, the Governing Board may by majority vote exclude a member from a portion of any executive session where a matter of potential legal conflict between GCACH and the member is to be discussed. All GCACH Leadership Council members shall also comply with the GCACH Conflict of Interest Policy as adopted and amended by the GCACH Board members.

Section 4. No Loans. No loans shall be contracted on behalf of the GCACH and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. That authority may be general or confined to specific instances. No loans shall be made by the GCACH to a Director nor shall the GCACH guarantee the obligation of a Director unless either: (a) the particular loan or guarantee is approved by the vote of a majority of the votes represented by members in attendance at the meeting upon which the matter is considered, except the votes of the benefited Director, or (b) the Board determines that the loan or guarantee benefits the GCACH and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees.

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The GCACH shall indemnify any present or former volunteer of the corporation including Directors, officers, Committee officers and Committee members as well as any present or former employees or agents of the corporation, to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a Director, officer, Committee officer, Committee member, volunteer, employee or agent of the corporation, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of the duty of loyalty to the organization; (ii) for acts or omissions not in good faith or which involve intentional

misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the organization, or against expenses in any such case, where such person shall be adjudged liable to the corporation, or (v) when otherwise prohibited by law.

Service on the Board of Directors of the corporation, or as an officer, Committee officer, Committee member, volunteer, employee or agent thereof, is deemed by the corporation to have been undertaken and carried on in reliance by such persons on the full exercise by the corporation of all powers of indemnification which are granted to it under these bylaws and as amended from time to time. Accordingly, the corporation shall exercise all of its powers whenever, as often as necessary and to the fullest extent possible, to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent provided above unless legal principles limit or deny the corporation's authority to so act.

Section 2. Insurance. Upon and in the event of a determination by the Board of Directors to purchase indemnity insurance, the GCACH shall purchase and maintain insurance on behalf of any agent of the GCACH against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, provided that the GCACH has the power to indemnify the agent against such liability under the provisions of this Article.

ARTICLE XI. DISSOLUTION

Upon dissolution of the GCACH, assets (including monies and equipment) and property (including records) shall be distributed among other charitable, educational, religious or scientific organizations that qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code. Decisions regarding dissolution will be made by the Board, however, no transfer will be made that will adversely affect the GCACH's tax status at time of dissolution or retroactively.

ARTICLE XII. AMENDMENTS

The Board shall have power to make, alter, amend and repeal the Bylaws of the GCACH, provided the Board will not approve any such alteration, amendment or repeal on which such action shall first have received approval of two-thirds of the Board. The Board shall receive 10 business days' notice of any proposed action to alter or amend the Bylaws of the GCACH. These Bylaws may be amended by sixty percent (60%) vote of the votes cast by the Directors. This may be accomplished at either a regular or special meeting with notice given as specified in Article XII.

Dated this ____ day of _____, 2018

_____ Member	_____ Member
_____ Member	_____ Member
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