

BYLAWS
OF
Olympic Community of Health

**ARTICLE I.
NAME**

The name of the corporation shall be The Olympic Community of Health, and it is referred to in these Bylaws as the "OCH."

**ARTICLE II.
PURPOSES**

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

To operate exclusively for charitable, scientific, and educational purposes, and to advance the goal of the OCH to improve the overall health and wellbeing of our communities and Tribes across Clallam, Jefferson and Kitsap counties through a collaborative approach focused on sustainable and equitable solutions.

Section 2. Dedication of Assets. The property of the OCH is irrevocably dedicated to charitable purposes. No part of the net earnings, properties or other assets of the OCH shall inure to the benefit of any private person or individual, or to any member, Director or officer of the OCH. Notwithstanding the foregoing, this Section shall not prevent payment to any such person of reasonable compensation for services performed for the OCH 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 OCH.

**ARTICLE III.
DEFINITIONS**

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

"Administrative Service Organization" means the organization that supports and facilitates the business and activities of the OCH. Such activities may include: payroll services, benefits administration, human resources, information technology, data analytics and evaluation, and communications.

"Board" means the Board of Directors of the OCH.

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

"Community Member" means a representative of the community that represents a priority health issue or a local health coalition of community members.

"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 At-Large.

"Executive Director" means the senior operating officer of the OCH.

"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.

"Material" describes information that, if omitted or misstated, could influence the economic decisions of users taken on the basis of the financial statements. Materiality therefore relates to the significance of transactions, balances and errors contained in the financial statements. Materiality defines the threshold or cutoff point after which financial information becomes relevant to the decision making needs of the users. Information contained in the financial statements must therefore be complete in all material respects in order for them to present a true and fair view of the affairs of the entity. Materiality is relative to the size and particular circumstances of individual companies.

"Member" means a person admitted to the OCH Partner Group as provided in Article VII.

"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 key partners in a community representing whole-person health plan, facilitate and coordinate activities required for transformation of the community's health system.

"Regional Service Area" means the region jointly designated by the Health Care Authority (HCA) and Department of Social and Health Services (DSHS) for Medicaid purchasing of physical and behavioral health care, in alignment with Accountable Community of Health regions.

"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)

“Tribe” means an American Indian or Alaska Native tribal entity that is recognized as having a government-to-government relationship with the United States, with the responsibilities, powers, limitations, and obligations attached to that designation, and is eligible for funding and services from the Bureau of Indian Affairs.

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 OCH 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 Partner Group and workgroups on approved projects. They shall act as liaison for the OCH to Washington State Health Care Authority on funding, governance, alignment of state initiatives with regional preferences and other topics that may arise. They shall serve as voice for the OCH to other, relevant offices in Olympia and to local, elected officials. The Board secures funding for core collaborative activities of the OCH partners that benefit the shared aims of the organization, and oversees and develops the sustainability plan for the corporation. They ensure that the corporation obeys applicable laws and acts in accordance with ethical practices, that it 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-nine (29). 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 and Tribe.** Each Board member shall either represent a Tribe or 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. A sector may designate an alternate member if desired. The Board may add or modify Sectors that should be represented by a vote of the Board. Tribes may alternate designated members on the Board of Directors, with each Tribe represented by one vote on the Board of Directors. The Executive Director shall maintain a list of the Sectors and Tribes for representation on the Board.

Section 4. Nomination and Election of Directors.

4.1 **Board Sector Representative Nomination Process.** Candidates for Board members shall be nominated by each Sector. The nominations will be referred directly to the Board for approval. In the event a Sector cannot nominate a representative within thirty (30) days, the Board, either directly or through Committee, will solicit, receive and vet nominations, and recommend a sector representative to the Board.

4.2 Tribe Representative Nomination Process. Tribes may appoint alternate representatives as desired on the Board of Directors. Tribal representation on the Board of Directors is voluntary.

4.3 Election. The Board approves Sector membership to the Board and elects its Board Sector Directors. Directors may be elected at the annual meeting, or at any regular or special meeting of the Board. The Board does not have authority to confirm or deny Tribal appointments.

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, thirty (30%) of the Board of Directors shall serve a one (1) year 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, which shall end on the latter of the date of the annual meeting or succession of a new director. At the end of three (3) consecutive terms, each sector has the option to nominate the same Candidate or to nominate a new Candidate to represent the sector on the Board. Term of Office does not apply to Tribes.

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

Section 7. Meetings.

7.1 Annual Meeting. An annual meeting of the Board shall be held each year in the autumn (between September and November), prior to December 31. At this meeting the Board may approve a budget for the activities of the OCH for the following year, and elect new Board members.

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 Electronic Connectivity. 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, webinar, 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 three days before the meeting, with as much notice as possible. 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 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 simple majority of the full Board of Directors then in office at the beginning of each meeting shall constitute a quorum for the transaction of business.

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, or previously appointed alternates within the Sector, will constitute a quorum and for the purposes of voting on business items.

Section 8. Voting and Manner of Acting.

8.1 Board Actions. Each Director, or previously approved alternate, and each Tribe will have one (1) vote. 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.

Section 11. Vacancies on Board of Directors. Sector representatives are responsible for identifying and forwarding candidates to the Board to fill vacant positions. 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 OCH 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

Section 1. Election and Term of Office. The officers of the OCH Board shall be President, Vice President, Secretary a Treasurer, and At-Large. At the end of the President's term, the At-Large office will be replaced by the Past-President. The Board may approve additional officers as it deems necessary for the performance of the business of the OCH. The term of office shall commence on July 1 and 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 OCH.

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

Section 4. President. The President shall preside at all meetings of the Board, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board.

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 OCH, to give notice of meetings, and to perform such other acts as the President or Board may direct.

Section. 7. Treasurer. The Treasurer is accountable for all funds belonging to the OCH, and 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.

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.

Section 9. At-Large. The At-Large may be assigned to serve on committees or undertake special projects. This office will be replaced by the Past-President office after the first term.

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 At-Large. At the end of the President's term, the At-Large office will be replaced by 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 OCH between regular Board meetings should authority be expressly given to them by the Board. The Executive Committee will review and recommend changes, if charged by the Board, to the Bylaws.
- B. Finance Committee. The Treasurer of the Board shall chair a committee comprised of at least three (3) Directors to provide financial oversight for the organization. In addition to developing an annual budget, the committee will establish long-term financial goals that will provide for the sustainability of the corporation.
- C. Regional Health Assessment and Planning Committee. A Director of the Board shall chair the RHAP Committee, which will be comprised of at least two (2) Directors and no fewer than eleven (11) general members, including at least one representative from a Tribe and one representative from each of the three counties in the RSA. Thirty-three percent (33%) of RHAP Committee members shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business, with at least one representative present from each county and ideally at least one representative from a Tribe. RHAP Committee membership will be open to each Tribal Nation and

multiple sectors; the roster will be updated on a regular basis. RHAP Committee regularly reviews health assessments and advises the Board on regional health priorities and how to address them.

ARTICLE VII. ADMINISTRATIVE SERVICE ORGANIZATION

The Board may select and contract with an Administrative Service Organization that may be the general manager of this corporation. The Administrative Service Organization may have such qualifications as determined by the Board from time to time, including experience and education suitable to fulfill the duties of managing the corporation. The Administrative Service Organization may have the necessary authority and be held responsible for the administration of all corporate activities and departments subject only to the policies adopted by and the orders issued by the Board or by any of its committees to which it has delegated powers for such action. The Administrative Service Organization may act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person for that specific purpose. At least annually, the Board may evaluate the performance of the Administrative Service Organization against measurable goals developed by the Board in consultation with the Administrative Service Organization. The Board may elect to terminate any and all contracts with the Administrative Service Organization, with notice and with or without cause. The Board shall provide notification of contract termination in writing to the executive representative of the Administrative Service Organization.

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 OCH shall operate on a fiscal year, which runs from January 1 to December 31.

There may be created by the Board a general fund of the OCH. 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 \$5,000.00 shall require approval by the Executive Committee. Any material change will be brought to the Board for consideration.

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 OCH, and that authority may be general or confined to specific instances.

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

Section 5. Deposits. All funds of the OCH shall be deposited in a timely manner to the credit of the OCH 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 or Committee. Members may be reimbursed for reasonable and necessary expenses incurred for the purposes of doing business, and attending meetings on behalf of the OCH. 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 IX and to address any conflicts of interest between the OCH and the Board and its officers, employees and/or agents of this corporation ("Conflicts of Interest Policy"). To ensure the OCH operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board may conduct periodic reviews of these Bylaws and the Conflicts of Interest Policy. The periodic reviews may, 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 OCH 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 OCH or any other organization with which the OCH 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 OCH or any other organization with which the OCH may have a financial relationship. The form of such annual disclosure statement may 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 OCH 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 OCH 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 Board may by majority vote exclude a member from a portion of any executive session where a matter of potential legal conflict between OCH and the member is to be discussed.

Section 4. No Loans. No loans shall be contracted on behalf of the OCH 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 OCH to a Director nor shall the OCH 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 OCH 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 OCH 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 OCH may purchase and maintain insurance on behalf of any agent of the OCH 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 OCH has the power to indemnify the agent against such liability under the provisions of this Article.

ARTICLE XI. DISSOLUTION

Upon dissolution of the OCH, 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 OCH'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 OCH, 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 OCH. 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 IV.

I certify that the foregoing Bylaws of the Olympic Community of Health were adopted by the Board of Directors this _____ day of _____, 2016, and that they are currently in effect.

Roy Walker, Executive Director, Olympic Area Agency on Aging
President of the Olympic Community of Health Board of Directors

I certify that the foregoing Bylaws of the Olympic Community of Health were adopted by the Board of Directors this _____ day of _____, 2016, and that they are currently in effect.

Leonard Forsman, Suquamish Tribal Chairman
Secretary of the Olympic Community of Health Board of Directors