

ONE CARE OF SOUTHWEST VIRGINIA, INC.
Bylaws

Article I
Authority

Section 1.1. Name. The name of this organization shall be One Care of Southwest Virginia, Inc. (the "Corporation").

Section 1.2. Incorporation. The Corporation was incorporated on August 19, 2003 as a nonstock corporation pursuant to the Virginia Nonstock Corporation Act, as amended (the "Act"). In accordance with Section 13.1-814 of the Act, the Corporation shall not issue shares of stock. No dividend shall be paid and no part of the income of the Corporation shall be distributed to its Directors or officers.

Section 1.3. Offices. The Corporation's principal place of business shall be at a location within the Commonwealth of Virginia; provided, however, that the Board of Directors may establish branch offices at such other locations as may be deemed necessary to further the Corporation's purposes.

Article II
Purpose

Section 2.1. Facilitate Access and Remove Barriers to Healthcare and Human Services.

(1) The Corporation shall address shared regional health disparities in Southwest Virginia, including substance abuse and misuse, through planning, data and advocacy.

(2) The Corporation is authorized to do all things which a corporation of like character is, or may be authorized or permitted to do by the laws of the United States or the Commonwealth of Virginia, provided such activities are in accord with the general educational and charitable purpose of this Corporation as described herein.

(3) To facilitate the application and development of utilization systems technology that will stimulate access to healthcare and human services for the citizens of Southwest Virginia, it shall:

(a) Establish policies for the existing program, develop new program initiatives based on community needs, and serve as the liaison for the community to ensure that the needs of the residents are being addressed;

(b) Accept, hold, invest, reinvest, and administer any gifts, bequests, devises, and grants in money or in property of any sort entrusted to it for its purposes in accordance with those purposes set forth in the Articles of Incorporation; and,

(c) Use or expend these same funds in such manner as, in the judgment of the Corporation will best promote its purposes, subject only to such limitations as are contained in the instrument under which said property is received and as are set forth in these Bylaws, the provisions of the Internal Revenue Code of 1986, as amended (the "IRC"), and the Code of Virginia, 1950, as amended (the "Code").

Section 2.2. Generally. The Corporation shall be organized and operated exclusively for charitable, literary, educational, and cultural purposes as described in Section 501(c)(3) of the IRC or the corresponding provision of any future federal tax code, as more fully set forth in the Articles of Incorporation of the Corporation.

Section 2.3. Exemption. The Corporation is organized and is to operate as a nonstock corporation, and it is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under Sections 501(a) and 501(c)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to Sections 170, 642, 2055, and 2522 of the IRC.

Article III Membership

Section 3.1. Members. The Corporation shall have no members. The management of the Corporation shall be vested in the Board of Directors (the "Board") and in such officers, agents, or employees as the Board shall elect or employ and charge with such duties as may be necessary to effectively manage and operate the Corporation.

Article IV Board of Directors

Section 4.1. Management of the Corporation and Responsibilities of the Board.

(1) The property, business and affairs of the Corporation shall be managed by the Board. The Board shall act only as a Board and not individually. The Board may adopt, as it deems proper, rules and regulations for the conduct of its meetings and management of the Corporation which are not inconsistent with these Bylaws, the Articles of Incorporation, the laws of the Commonwealth of Virginia, or the rules, regulations, or laws of the United States of America.

(2) Each Director of the Board (a "Director") shall serve in a fiduciary capacity and refrain from exercising any power in such manner as to disqualify the Corporation from federal income tax exemptions as a qualified charitable organization or any gift from deduction as a charitable gift or bequest in computing federal income gift or estate tax of the donor or his or her estate.

(3) The Directors of the Board shall have the following responsibilities:

(a) Understand and promote the mission, purposes, and goals of the Corporation and serve as an ambassador of the organization; and, work to enhance its public image.

(b) Serve in positions of responsibility as an officer, committee chair, or other area when asked.

(c) Serve the organization as a whole rather than as a representative of any particular interest group or constituency to ensure a broad representation of perspectives and skills and contact members who will be chosen from among various regions and stakeholder organizations as stipulated below.

(d) Prepare for and participate in meetings of the Board on a regular basis; support the majority decision on issues decided by the Board; maintain confidentiality on sensitive matters; and, speak for the Board only when authorized.

(e) Exercise prudence with regard to the financial management of the organization; ensure that resources are managed effectively; be familiar with the organization's financial statements; and, help the Board fulfill its fiduciary responsibilities.

Section 4.2. Number; Tenure; Responsibilities; Qualification.

(1) There shall be a minimum of eight (8) and a maximum of twenty (20) Directors. The minimum and maximum numbers of elected Directors may be increased or decreased from time to time by amendments to the bylaws of the Corporation as herein provided (the "Bylaws"). All Directors shall have equal and full voting responsibilities as members of the Board. A decrease in the number of elected Directors by resolution or amendment to the Bylaws shall not have the effect of shortening the term of any incumbent.

(2) Directors of the Board shall be chosen both as representatives of the planning districts within the Commonwealth of Virginia served by the Corporation (the "Planning Districts"), and as representatives of various stakeholder entities, including the public at large. Each Board member shall represent both a single planning district and a stakeholder entity.

(3) Each planning district in the service area of the Corporation will have not less than one (1) nor more than five (5) Directors from each of the following areas: (i) Planning District 1 ("PD1"), Planning District 2 ("PD2"), Planning District 3 ("PD3"), and Planning District 4 ("PD4"). In addition to ensuring this broad regional perspective, the nominating committee of the Board will ensure that there is a broad disciplinary and stakeholder perspective by nominating a wide array of individuals.

(4) Directors shall be appointed from among stakeholders to provide unique perspective to the Board, which may include, but not be limited to the following: (i) Free Clinic Executive Director; (ii) Hospital CEO; (iii) Health Director; (iv) Primary Care Physician; (v) Social Services Director; (vi) Specialty Care Physician; (vii) Director of a federally supported health center; (viii) Community Action Agency Representative or other non-profit agency representative; (ix) Community Service Board Executive Director or other Mental Health Services representative; (x) Regional Employer Representative; (xi) Educational Institution; (xii) Nurse; and, (xiii) elected Community Government Official.

Section 4.3. Election of Directors. Directors shall be elected annually by the incumbent Directors of the Corporation at the annual meeting of the Board, which shall be the first meeting held during the calendar year.. Before the election of any new members to the Board, the new members shall have been recommended by the Nominating Committee to the Board at least ten (10) days prior to the meeting.

Section 4.4. Terms of Office.

(1) At the January, 2005 Board meeting, the Directors were appointed for the

following terms: one-third (1/3) of the Directors for one (1) year; one-third (1/3) of the Directors for two (2) years and, one-third (1/3) of the Directors for three (3) years. Thereafter, in accordance with Section 13.1-858 of the Code, at the annual meeting of the Board, Directors shall be appointed in a fashion that serves to maintain the balanced perspective for three (3) year terms to replace the Directors whose terms are expiring. A Director may be appointed to fill an unexpired term.

(2) Each Director, including the initial Directors of the Corporation, shall hold office until his or her successor has been duly elected or appointed and has qualified, until his or her death, or until he or she resigns or is removed from the Board. No Director shall be eligible to serve more than two (2) consecutive terms on the Board.

Section 4.5. Nominating Committee. The Board shall designate annually a nominating committee (the "Nominating Committee"). The duties of the Nominating Committee will be prescribed by the Nominating Committee procedures created by the Board of Directors.

Section 4.6. Executive Committee. The Chair, Vice-Chair, Secretary, Treasurer, and one other member elected by the Board shall constitute an executive committee (the "Executive Committee"), which shall have the power to act for the Board on all matters pertaining to policies and procedures and on such administrative matters and may be required during the interim regular or called special meetings of the Board. The presence of the majority of the Executive Committee members shall constitute a quorum provided that all members have been given due notice of the time and place of the meeting at least ten (10) days in advance.

Section 4.7. Other Committees. The Board may appoint such committees of the Board as is necessary to further and accomplish the goals of the Corporation and may prescribe the authority and the duties of any committee so appointed.

Section 4.8. Notice. The Secretary shall give not less than ten (10) days notice of all meetings of the Board, provided that notice need not be given of the annual meeting or of regular meetings held at times and places fixed by resolution of the Board. The notice of meetings of the Board need not state the purpose of the meeting.

Section 4.9. Annual Meeting. The Board shall meet at least annually for the purpose of general organization, the election of Directors, the election of officers, the designation of committees and consideration of any other business that may properly be brought before the meeting.

Section 4.10. Regular or Special Meeting in Addition to the Annual Meeting. Regular or special meetings of the Board may be held upon written notice delivered not later than ten (10) days preceding the time for the meeting, upon the call of: (i) the Chair; (ii) the Secretary; or (iii) at least one-third (1/3) of the Directors. Notice may be given in person, by telephone, email, or ordinary mail. Such notice shall define the place and time for the meeting to be called and shall specify the matters to be discussed.

Section 4.11. Place of Meetings. Meetings of the Board, whether annual, regular or special, may be held either within or without the Commonwealth of Virginia. Directors may virtually participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. Any Director participating in a meeting by this means is deemed to be present at the meeting.

Section 4.12. Quorum; Action by the Board. There shall be required to be present by electronic means or in person at least fifty-one percent (51%) of the Board of Directors and either the Chair, Vice-Chair,

Secretary, or Treasurer in order to constitute a quorum of the Board of Directors. Fractional numbers for establishing a quorum shall be rounded up to the nearest whole number. Any action required in a meeting of the Board of Directors shall only take place where a quorum is present at the time the meeting is called to order. There shall not be required to be present, however, a continuous quorum throughout the meeting in order for the Board to take action and, less than a majority of the Board may adjourn the meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board.

Section 4.13. Conduct of Meetings. The Chair shall preside over all meetings of the Directors. If he or she is not present, the Vice Chair or, if there be none, the Secretary shall preside. If none of the officers are present, the meeting shall elect a Chair. The Secretary of the Corporation shall act as secretary of the meetings if he or she is present. If he or she is not present, the officer presiding over the meeting shall appoint a secretary of the meeting. The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct a meeting through the use of, any means of communications by which all Directors participating may simultaneously hear each other during the meeting.

Section 4.14. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board 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 stating the action taken, signed by each Director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs the consent unless the consent specifies a different date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Director. A consent signed under this Section shall have the same effect of a meeting vote and may be described as such in any document.

Section 4.15. Nonliability of Directors. To the fullest extent permitted by applicable law, no Director shall be personally liable for the debts, liabilities, or other obligations of any type whatsoever of the Corporation, except if the Director engaged in willful misconduct or intentional and knowing criminal conduct.

Section 4.16. Indemnification by Corporation of Directors and Officers. The directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the Commonwealth of Virginia.

Section 4.17. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article V Conflicts of Interest

Section 5.1. Conflicts of Interest.

(1) Conflicts of Interest will be addressed via the Conflict of Interest Policy implemented by the Board of Directors.

Article VI
Compensation of Directors

Section 6.1. Compensation. Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

Article VII
Resignation and Removal

Section 7.1. Resignation and Removal. Any Director may resign from the Board by giving written notice of his or her resignation to the Chair. A Director may be removed from office by the Board, with or without cause, by four fifths (4/5) majority vote of the Directors fixed by the Bylaws. This vote may be taken by waiver and consent. The resignation or such removal of a Director shall be effective immediately. Notwithstanding any other provision herein, in the event that a Director is absent from fifty percent (50%) of the regular meetings of the Board during any twelve (12) month period, the Executive Committee may vote, by simple majority of the Committee members present to remove said member. A new Director may be appointed by the Board. A Director may request an "excused absence" at the discretion of the Chair. An excused absence will not count toward the fifty percent (50%) rule.

Article VIII Board
Vacancies

Section 8.1. Vacancy. If a vacancy exists on the Board, by reason of resignation, death, or removal of an incumbent Director, or for any other reason, the Board may elect a Director to fill that vacancy for the remainder of the incumbent Director's term and may consider the stakeholders in choosing a candidate for election to the Board.

Article IX
Officers

Section 9.1. Officers. The officers of the Corporation shall be a Chair, Vice-Chair, Secretary, and Treasurer. The officers shall be elected from the Board. At the option of the Board, any two (2) of the above-named offices may be combined and held by one (1) person, except that the offices of Chair and Secretary may not be held concurrently by the same person. All officers shall be elected for a ChairChairtwo (2) year term. The election and appointment of officers shall take place at the annual meeting of the Board. Any officer may be elected or appointed to succeed himself or herself in office; including consecutive terms for the Chair with approval by the Board. No officer shall be eligible to serve more than two (2) consecutive terms in the same officer position.

Section 9.2. Duties of Officers. The Duties and powers of the officers of the corporation shall be as follows:

(1) **Chair.** The Chair shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. The Chair shall preside at all meetings of the Board and of the Executive Committee and perform such executive and administrative functions as may be prescribed, from time to time, by the Board or these Bylaws. The Chair shall be a member, *ex officio*, with right to vote, on all committees

designated by the Board. The Chair may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized, except in cases where the Board delegates such responsibilities to some other officer or agent of the Corporation or as these Bylaws or the law requires otherwise. In general, the Chair shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board from time to time.

(2) **Vice-Chair.** In the absence of the Chair, the Vice-Chair shall exercise all of the functions of the Chair and shall have all the rights and duties of the Chair, including presiding at any meeting at which the Chair would preside. The Vice-Chair shall assist the Chair and act for the Chair when the latter is unavailable or unable to carry out the duties of the office of Chair. When acting in the absence of the Chair, the Vice-Chair shall be a member, *ex officio*, with right to vote, on all committees designated by the Board.

(3) **Secretary.** The Secretary shall be the clerk of the Board and shall keep the minutes of the meetings of the Board, ensure that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, and be the custodian of the corporate records and seal of the Corporation. In the absence of the Secretary, the Chair may appoint a Secretary *pro tempore*.

(4) **Treasurer.** The Treasurer shall oversee the receipts and expenses of the Corporation by reviewing all assets, liabilities, and deposits. The Treasurer shall inspect these items once a month and sign that he or she has reviewed them and present a report to the Board at every regular meeting of the Board. The Treasurer shall cause to be conducted an independent audit of financial records of the Corporation. Such audits shall be initiated in a timely fashion to ensure that the report of the annual audit is available to the Board of Directors at the annual meeting as is herein defined. The Treasurer shall perform, or cause to be performed, such other duties as are normally incident to the office of the Treasurer.

Section 9.3. Removal of Officers. Any officer or agent of the Corporation may be removed from office by the Board, at any time, unless removal of that officer or agent conflicts with the guidelines of the Whistleblower policy implemented by the Board of Directors. The election and appointment of an officer shall not in and of itself create any contract rights.

Section 9.4. Vacancy. Any vacancy in any office for any reason shall be filled by the Board at its next regular meeting or at a special meeting specifically called for that purpose.

ARTICLE X Miscellaneous Provisions

Section 10.1. Parliamentary Procedure. The Chair shall preside over all meetings of the Board of Directors and shall rule on all matters of parliamentary procedure. Any ruling on a parliamentary procedure given by the Chair may be overruled by a majority vote of the Board of Directors.

ARTICLE XI
Amendment of Bylaws

Section 11.1 Amendment. All proposed alterations, amendments, or additions to the Bylaws must be submitted in writing at one (1) regular meeting and lay over until the next regular meeting for action thereon. A two-thirds (2/3) majority affirmative vote of those members present and voting shall be required to adopt the same at such regular meeting.

The Bylaws herein contained were adopted at the regular meeting of One Care of Southwest Virginia, Inc. held on the 12th day of September, 2019 and became effective on that date.

Secretary

Chair

Revised September 12, 2019