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**AMENDED AND RESTATED  
BYLAWS**

**OF**

**GROUP HEALTH COMMUNITY FOUNDATION  
a Washington nonprofit corporation**

**Effective September 12, 2018**

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**BYLAWS  
OF  
GROUP HEALTH COMMUNITY FOUNDATION**

**ARTICLE I  
NAME**

The name of this corporation is Group Health Community Foundation.

**ARTICLE II  
MEMBERSHIP**

The corporation has no members.

**ARTICLE III  
PURPOSES**

**SECTION 1. PURPOSES**

The corporation's purpose, as set forth in the corporation's Articles of Incorporation, is to address the health-related social welfare needs of the people of the State of Washington. The purposes of the corporation shall be charitable and shall include:

1. Improving the health and wellness of the people of the state of Washington by, among other things, (a) promoting health and wellness, (b) identifying and addressing social determinants, inequities, and other structural issues that negatively affect health and wellness, and (c) advocating for system and other changes that would achieve such purposes;
2. Identifying intractable health care, wellness, social, and other systemic issues in cooperation and collaboration with communities, individuals, and other interested persons;
3. Conducting and supporting policy and scientific research to achieve the corporation's purposes, and to inform and evaluate the efforts described here; and
4. Leveraging the knowledge and experience derived from the above to influence health and wellness beyond the state of Washington.

In achieving its purposes, the corporation will endeavor to engage communities in creating people-centered solutions. The corporation will bring a long-term view to its activities and will innovate to develop sustainable and effective solutions. The corporation will engage the community to inform, prioritize, enhance, and support its efforts, and it will broadly share its results and its programs that are proved effective. The corporation will continuously evaluate the effect of its strategies and programs, changing its programs and activities based on such evaluation.

**SECTION 2. AMENDMENT**

This Article III may not be amended, except as necessary for consistency with any amendment to the corporation's purposes as set out in the corporation's Articles of Incorporation. In the event of any

conflict between this Article III and the purposes set out in corporation's Articles of Incorporation, the purposes set out in the Articles of Incorporation shall prevail.

## **ARTICLE IV LIMITATIONS**

### **SECTION 1. ACTIVITIES**

This corporation is organized and operated exclusively for charitable and social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law). Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

### **SECTION 2. LEGISLATIVE AND OTHER ACTIVITIES**

The primary purpose of this corporation shall not consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office or providing a private benefit to a political party.

### **SECTION 3. INUREMENT PROHIBITED**

The property of this corporation is irrevocably dedicated to charitable social welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private shareholder or individual.

### **SECTION 4. AMENDMENT**

This Article IV may not be amended, except as necessary for consistency with any amendment to the limitations on the corporation's activities set out in the corporation's Articles of Incorporation.

## **ARTICLE V DIRECTORS**

### **SECTION 1. POWERS**

Subject to the provisions of the Washington nonprofit corporation act ("Act") and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

### **SECTION 2. NUMBER**

The authorized number of directors shall be between nine and 16, with the specific number of directors within such range to be established by resolution of the board of directors from time to time, or as otherwise provided in these Bylaws. The board of directors may change this range by

amendment to these Bylaws. The president and CEO, as an *ex officio* non-voting director, shall not be counted as a director for the purpose of calculating the number of directors in office.

### **SECTION 3. QUALIFICATIONS**

Directors shall be individuals of 18 or more years of age. Directors shall possess: (a) a passion for reducing health disparities, accelerating positive changes in health, and advancing social justice; (b) a belief in community-centered decision making; (c) a commitment to listening to communities and discerning the issues most critical to them; (d) effective communication skills and a commitment to working well with others; (e) a commitment to being a judicious steward of financial and human resources; (f) adequate time to devote to board service; and (g) regard for the corporation's core values.

Collectively, the board of directors shall possess: (a) knowledge of social determinants of health, health policy, and public health; (b) knowledge of policy and legislative change, collective action, community mobilization, and social change; (c) respect for evidence, research, and evaluation; (d) experience with collaboration and partnerships; (e) finance and investment expertise; (f) clinical and research expertise; (g) philanthropy and nonprofit expertise; (h) a willingness to make bold and courageous program and policy investments; and (i) a commitment to regularly assessing the performance of both individual directors and the board as a whole.

### **SECTION 4. SERVICE TERMS**

4.1 Initial Term – One Year. The initial term of a director elected to the board of directors coincident with the adoption of these Amended and Restated Bylaws, initially elected after the adoption of these Amended or Restated Bylaws, or re-elected after an absence from the board of directors of at least one year, shall be one year or until the end of the corporation's next annual meeting, whichever is shorter.

4.2 Second and Third Terms – Three Years. After serving an initial term as provided in Section 4.1 of this Article, a director may be re-elected for up to two additional terms of three years each. The second term may be two or four years only as provided in Section 4.5 of this Article.

4.3 Fourth and Fifth Terms – One Year. A director who has served three terms as described in Sections 4.1 and 4.2 of this Article may be re-elected for up to two additional terms of one year each.

4.4 Term Limitation. A director may not serve more than five consecutive terms, for a total of nine consecutive years (except as provided in Section 4.5 of this Article). A director who has served five consecutive terms is ineligible to serve as a director for one year following the end of their last term.

4.5 Staggered Terms. In connection with the first election of directors after the adoption of these Amended and Restated Bylaws, the board of directors shall divide the directors who are re-elected at such election, other than Continuity Directors as defined in Section 4.7, into three classes, selected at random. The first class shall serve a second term of four years; the second class shall serve a second term of three years; and the third class shall serve a second term of two years. Directors who serve a second term of four or two years pursuant to this Section remain subject to the limit of five

total consecutive terms set forth in Section 4.4. Such directors' consecutive service is limited to 10 years, for directors who serve a second term of four years, or eight years, for directors who serve a second term of two years.

4.6 Expiration of Terms. A director will hold office until expiration of the term for which elected and until a successor has been elected and qualified.

4.7 Continuity Directors. A "Continuity Director" is a director who is elected coincident with the adoption of these Amended and Restated Bylaws and served as a member-elected Trustee for Group Health Cooperative (now Kaiser Foundation Health Plan of Washington), a Washington nonprofit corporation, prior to the adoption of these Amended and Restated Bylaws. A Continuity Director ceases to be a Continuity Director after one year not on the board of directors, and is ineligible to serve as a director for one year after serving the terms described in this section. Continuity Directors shall serve a maximum of three terms. Continuity Directors' first and second terms following the adoption of these Amended and Restated Bylaws shall be as provided in Sections 4.1 and 4.2. The board of directors shall select one Continuity Director who shall be eligible to serve a third term of three years; one Continuity Director who shall be eligible to serve a third term of two years; one Continuity Director who shall be eligible to serve a third term of one year; and one Continuity Director who shall be ineligible to serve a third term.

## **SECTION 5. ELECTION**

At each annual meeting of the board of directors, the board shall elect a director to succeed each director whose term is expiring. A newly elected director shall assume office effective at the end of the annual meeting at which the director is elected.

## **SECTION 6. PARTICIPATION**

Directors are expected to attend and participate actively in all board meetings and meetings of committees on which they serve, except in the event of an emergency. If a director's attendance at board meetings falls below 75 percent over the course of any rolling 12-month period, the secretary or the secretary's designate shall notify the chair of the Nominating and Governance Committee. The Nominating and Governance Committee shall review any such director's record of attendance and participation, along with the director's reasons for non-attendance. The Nominating and Governance Committee shall have the authority to adjust the director's compensation in proportion to the director's attendance at board meetings or recommend to the board of directors any other sanction the committee deems appropriate.

## **SECTION 7. RESIGNATION**

Any director may resign at any time by giving written notice to the corporation. A notice of resignation shall be effective upon receipt by the secretary or at any later time specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation shall not be necessary to make it effective.

## **SECTION 8. REMOVAL**

Any director may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board of directors by the affirmative vote of at least two-thirds of the directors then in office, excluding the director subject to a motion to remove.

## **SECTION 9. VACANCIES**

9.1 Board Discretion. If a vacancy on the board of directors arises prior to the expiration of a director's term, the board of directors may, in its discretion, choose to elect a director to fill the vacancy or to leave the vacancy unfilled.

9.2 Term of Office. A director elected to fill a vacancy shall serve the remainder of the departing director's unexpired term. If a director elected to fill a vacancy is re-elected to a full term following the expiration of the partial term, then the director's service for the partial term shall not be taken into account for purposes of determining the length of the director's full term(s) or applying the term limitation set out in Section 4.4.

9.3 Unfilled Vacancies. If the board of directors chooses not to fill a vacancy created prior to the expiration of a director's term, the authorized number of directors shall be deemed to be reduced by one, unless such reduction would cause the authorized number of directors to fall below the range established in Section 2 of this Article.

## **SECTION 10. PRESIDENT AND CEO**

The president and CEO shall be an *ex officio* non-voting director, and shall not be counted as a director for the purpose of calculating the number of directors in office or the presence or absence of a quorum.

## **SECTION 11. PLACE OF MEETINGS**

Regular meetings of the board of directors may be held at any place within or outside the State of Washington that has been designated by the board of directors. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board of directors shall be held at any place within or outside the State of Washington that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Article V, Section 11, a regular or special meeting of the board of directors may be held at any place consented to in writing by all board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

## **SECTION 12. MEETINGS BY ELECTRONIC COMMUNICATIONS EQUIPMENT**

Any meeting, regular or special, may be held by conference telephone or other electronic communications equipment permitted by the Act, so long as all directors participating in the meeting can simultaneously understand one another and all other requirements of the Act are satisfied. All such directors shall be deemed to be present in person at such meeting.

### **SECTION 13. ANNUAL MEETING**

The board of directors shall hold an annual meeting for the purpose of electing directors, officers, committee chairs, and committee members, and transacting other business. The annual meeting shall take place during the month of March. Notice of the annual meeting is not required, except as provided in Article XII.

### **SECTION 14. OTHER REGULAR MEETINGS**

Other regular meetings of the board of directors shall be held at such time as the board of directors may fix from time to time. The board of directors shall hold at least three regular meetings, in addition to the annual meeting, during each calendar year. Notice of such regular meetings is not required, except as provided in Article XII.

### **SECTION 15. SPECIAL MEETINGS**

15.1 Authority to Call. Special meetings of the board of directors for any purpose may be called at any time by the chair of the board, the vice chair, the president and CEO, the secretary, or any two directors.

15.2 Notice.

15.2.1 Manner of Giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first class mail, postage paid; (c) by telephone communication, including a voice messaging system or other system or technology designed to record and communicate message; or (d) by facsimile, electronic mail ("email"), or other means of electronic transmission if the recipient has consented to accept notices in this manner. All such notices shall be given or sent to the director's address or telephone number, facsimile number, or email address as shown on the records of the corporation. Any oral notice given personally or by telephone may be communicated directly to the director or to a person who would reasonably be expected to promptly communicate such notice to the director.

15.2.2 Time requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, email, or other means of electronic delivery shall be delivered, telephoned, or sent at least 48 hours before the time set for the meeting.

15.2.3 Notice contents. The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

### **SECTION 16. QUORUM**

A majority of the voting directors in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors unless such action must be approved by a greater vote pursuant to the Act, the Articles of Incorporation, or these Bylaws.

## **SECTION 17. WAIVER OF NOTICE**

The transactions of any meeting of the board of directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

## **SECTION 18. ACTION WITHOUT A MEETING**

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board of directors consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors.

## **SECTION 19. EXPENSES OF DIRECTORS**

Directors and members of committees may receive reimbursement of reasonable expenses as specified by the corporation's expense reimbursement policies.

## **SECTION 20. LOANS TO DIRECTORS PROHIBITED**

The corporation shall not make any loan to any of its directors.

# **ARTICLE VI COMMITTEES**

## **SECTION 1. BOARD COMMITTEES**

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more board committees. Each board committee shall consist of two or more directors. The board of directors shall appoint one member of each board committee as the chair of such committee. The board of directors shall elect committee members, including committee chairs, to terms of one year at its annual meeting. No director may serve as the chair of a given board committee for more than three consecutive full terms of one year. Non-directors or non-voting directors shall not serve as voting members of any board committee, but may serve as non-voting members of a committee or be invited to attend meetings of a committee. Any board committee shall have such authority of the board of directors as the board of directors may delegate to such committee by resolution, except that no committee may:

- (a) elect, appoint, or remove any member of a board committee;
- (b) elect, appoint, or remove any director or officer;

- (c) amend, alter, or repeal the Articles of Incorporation;
- (d) amend, alter, or repeal these Bylaws or adopt new bylaws;
- (e) amend, alter, or repeal any resolution of the board of directors, which by its express terms is not so amendable, alterable, or repealable;
- (f) appoint any other board committees or the members of any such committee;
- (g) approve any transaction (1) to which the corporation is a party and where one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors has a material financial interest;
- (h) adopt a plan of merger, consolidation, conversion, or redomestication;
- (i) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business;
- (j) authorize the voluntary dissolution of the corporation or revoking proceedings therefor; or
- (k) adopt a plan for the distribution of the assets of the corporation in connection with any proposed dissolution of the corporation.

## **SECTION 2. STANDING COMMITTEES**

2.1 Executive and Finance Committee. The Executive and Finance Committee shall be a standing board committee. The chair of the board shall be a member of and shall serve as chair of the Executive and Finance Committee. The president and CEO, vice chair, secretary, treasurer, chair of the Investment Committee, and chair of the Nominating and Governance Committee shall serve as members of the Executive and Finance Committee. The secretary and treasurer each shall be a voting member only if a director (not a paid staff member), and otherwise a non-voting member; the president and CEO shall be a non-voting member. The board of directors may appoint such other directors to the Executive and Finance Committee as the board determines necessary. The Executive and Finance Committee shall exercise the authority of the board of directors between meetings as reasonably necessary when it would be impractical to call a meeting of the board, except as prohibited in Section 1 of this Article. The Executive and Finance Committee must report to the board of directors at its next meeting on any action taken between meetings. The Executive Committee shall have the authority to and responsibility for (a) evaluating the president and CEO; (b) setting the compensation of the president and CEO; and (c) setting the compensation of the chief investment officer. In addition, the Executive and Finance Committee shall have the responsibility for advising the board of directors with respect to (a) the management and functioning of the board of directors; (b) the relationship between the board of directors and the president and CEO; (c) the budget of the corporation; and (d) the operating performance of the corporation.

2.2 Investment Committee. The Investment Committee shall be a standing board committee. The Investment Committee shall provide advice and recommendations to the board of directors, and the board of directors may at its discretion delegate authority by resolution to the

Investment Committee, with respect to: (a) establishing and regularly evaluating, implementing, and updating the corporation's investment strategy and investment policies and procedures; (b) overseeing and managing relationships with the corporation's investment consultants and asset managers; (c) determining the extent to which mission-related or "impact" investing should be a part of the corporation's investment strategy; and (d) as appropriate, identifying potential mission-related investments that may be appropriate for the corporation's investment portfolio.

### 2.3 Nominating and Governance Committee.

2.3.1 Responsibilities. The Nominating and Governance Committee shall be a standing board committee. The Nominating and Governance Committee shall have the responsibility to (a) conduct the recruitment process for the board of directors and nominate candidates to the board of directors for director positions; (b) nominate candidates to the board of directors for officer, committee chair, and committee member positions; (c) evaluate the performance of each director, officer, and committee chair; (d) coordinate periodic reviews of these Bylaws and the policies and procedures adopted by the board of directors; and (e) monitor the ongoing and evolving needs of the board of directors with respect to the governance of the corporation.

2.3.2 Board Recruitment Goals. In conducting the recruitment process for the board of directors, the Nominating and Governance Committee shall endeavor to ensure that the board of directors is diverse in composition and broadly representative of the communities served by the corporation. Additionally, the Nominating and Governance Committee shall seek input from a wide range of stakeholders when identifying prospective candidates for the board.

2.3.3 Officer and Committee Recruitment. In selecting candidates for nomination to officer, committee chair, and committee member positions, the Nominating and Governance Committee shall work in close consultation with, and consider input provided by, the board of directors as a whole.

2.4 Audit and Risk Management Committee. The Audit and Risk Management Committee shall be a standing board committee. The board of directors shall endeavor to ensure that the Audit and Risk Management Committee includes members with finance expertise. Financial expertise includes attributes such as an understanding of generally accepted accounting principles, the ability to assess the general applicability of relevant accounting principles related to estimates and reserves, experience analyzing financial statements, an understanding of internal controls and procedures for financial reporting, and an understanding of the environment in which the corporation operates. Most Audit and Risk Management Committee members shall be individuals who are not members of the Executive and Finance Committee. No employee of the corporation shall serve on the Audit and Risk Management Committee. The Audit and Risk Management Committee shall provide advice and recommendations to the board of directors, and the board of directors may at its discretion delegate authority by resolution to the Audit Committee with respect to: (a) the selection and oversight of the corporation's independent auditors; (b) the approval of all of the auditors' services; (c) the retention of any accounting or legal counsel that may be needed to assist the corporation's auditors; (d) the establishment of appropriate policies and procedures for the corporation relating to enterprise risk management; (e) decisions involving the insurance coverage that the corporation shall maintain; and (f) the selection and oversight of the corporation's insurance providers. The Audit and Risk Management Committee shall approve, and report to the board of directors with respect to, the

corporation's annual financial statements and any reportable deficiencies identified by the corporation's auditors.

### **SECTION 3. MEETINGS AND ACTION OF BOARD COMMITTEES**

Meetings and action of board committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings of directors, with such changes as are necessary to substitute the board committee and its members for the board of directors and its members, except that the time for regular meetings of board committees may be determined either by resolution of the board of directors or by resolution of the board committee if not determined by the board of directors. Special meetings of board committees may also be called by resolution of the board of directors. Minutes shall be kept of each meeting of any board committee and shall be filed with the corporate records. The board of directors may adopt rules for the governance of any board committee consistent with the provisions of these Bylaws.

## **ARTICLE VII OFFICERS**

### **SECTION 1. BOARD OFFICERS**

The officers of the board of directors shall be a chair, a vice chair, a secretary, and a treasurer. The chair and vice chair shall be directors. The board of directors shall have the power to designate additional officers of the board of directors. Any number of offices may be held simultaneously by the same person, except for the offices of chair and secretary.

### **SECTION 2. ELECTION AND TERM OF BOARD OFFICERS**

The officers of the board of directors, except those appointed in accordance with the provisions of Section 5 of this Article VII, shall be elected by the board of directors at the annual meeting of the board of directors. Each officer of the board of directors shall serve a term of one year, beginning as of the conclusion of the annual meeting of the board of directors, and until their successor is elected and qualified. No person shall serve more than three consecutive full terms of one year in the same position as an officer of the board of directors.

### **SECTION 3. RESPONSIBILITIES OF BOARD OFFICERS**

3.1 Chair. The chair of the corporation shall preside at meetings of the board of directors and serve as the primary liaison between the board of directors and the president and CEO. The chair shall have such other powers and perform such other duties as may be prescribed by the board of directors or these Bylaws.

3.2 Vice Chair. In the absence of the chair, the vice chair shall perform all the duties of the chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the chair. The vice chair shall have such other powers and perform such other duties as may be prescribed by the board of directors, the chair, or these Bylaws.

3.3 Secretary. The secretary shall attend to the following:

3.3.1 Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may determine, a book of minutes of all meetings and actions of directors and board committees. The minutes shall include the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, and the names of those present at such meetings.

3.3.2 Notices and other duties. The secretary shall give, or cause to be given, notice of all meetings of the board of directors required by these Bylaws to be given. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or these Bylaws.

3.4 Treasurer. The treasurer shall attend to the following:

3.4.1 Books of account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other items customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

3.4.2 Deposit and disbursement of money and valuables. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse, or cause to be dispersed, the funds of the corporation as may be ordered by the board of directors; shall render, or cause to be rendered, to the chair, president and CEO, and directors, an account of all of their transactions as treasurer and of the financial condition of the corporation, whenever requested; and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these Bylaws.

#### **SECTION 4. REMOVAL OF OFFICERS**

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board of directors. An officer, other than one chosen by the board of directors, may be removed by an officer to whom the board of directors has delegated such power of removal.

#### **SECTION 5. VACANCIES IN OFFICES**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular election or appointment to that office.

#### **SECTION 6. LOANS**

The corporation shall not make any loan to any of its officers.

## **SECTION 7. PRESIDENT AND CEO**

The president and CEO shall be an employee of the corporation and shall serve at the pleasure of the board of directors, subject to their rights under any employment agreement. The president and CEO shall be responsible for the day-to-day management of the corporation, under the supervisory authority of the board of directors. The president and CEO shall serve *ex officio* as a non-voting member of the board of directors, the Executive and Finance Committee, and other committees as determined by the board of directors. The president and CEO shall have the authority, consistent with the budget of the corporation as adopted by the board of directors, to hire, supervise, evaluate, and terminate other employees of the corporation; to set, consistently with compensation policies approved by the board of directors, the compensation of other employees of the corporation, except for the chief investment officer; to carry out the programs of the corporation; and to execute documents on behalf of the corporation. The president and CEO shall make regular reports to the board of directors with respect to the management and activities of the corporation.

## **SECTION 8. SUBORDINATE OFFICERS**

The board of directors may appoint, or authorize the president and CEO or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the term, have the authority, and perform the duties determined from time to time by the board of directors or the president and CEO.

## **ARTICLE VIII INDEMNIFICATION**

The corporation shall have the obligation and authority to indemnify directors, officers, agents, and employees as provided in the Articles of Incorporation.

## **ARTICLE IX BOOKS AND RECORDS**

The corporation shall keep at its principal office in the State of Washington the following documents inscribed on a tangible medium or in electronic form that may be directly reproduced in a tangible medium:

- (a) its current Articles of Incorporation and Bylaws, incorporating all amendments thereto;
- (b) correct and adequate books and statements of accounts and finances;
- (c) a list of the names and addresses of all directors and officers in office; and
- (d) minutes of the proceedings of the board of directors and all board committees.

The books and records listed in this section shall be open to inspection in person by any director or officer at any reasonable time during usual business hours.

**ARTICLE X  
FISCAL YEAR**

The fiscal year of the corporation shall end, each year, on December 31.

**ARTICLE XI  
CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Act shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both an entity and a natural person.

**ARTICLE XII  
AMENDMENTS**

**SECTION 1. PROCEDURE**

The corporation's Articles of Incorporation may be amended or restated, and these Bylaws may be amended, restated, or repealed, by action of a majority of the directors then in office.

**SECTION 2. NOTICE**

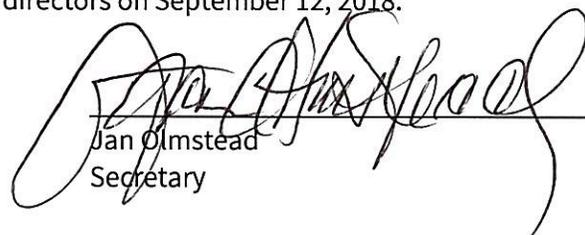
Any proposal to amend the Articles of Incorporation, or to amend or repeal these Bylaws, may be adopted at a meeting of the board of directors only if notice of such proposal is included in the notice of the meeting. If the meeting is an annual or regular meeting for which notice ordinarily would not be provided, notice must still be provided of the proposal to amend the Articles of Incorporation or to amend or repeal these Bylaws. Every such notice must meet the requirements set out in Section 15.2 of Article V.

**SECTION 3. MEETING RULES**

The proceedings of the board of directors shall be governed by the provisions of law applicable thereto and, except as herein otherwise provided, by the most recent edition of the Modern Rules of Order (Donald A. Tortorice). Failure to follow such rules shall not invalidate any action taken.

**CERTIFICATION**

I, the undersigned, certify that I am the duly elected secretary of Group Health Community Foundation, a Washington nonprofit corporation, and that the above Bylaws are the bylaws of this corporation as adopted by the board of directors on September 12, 2018.

  
\_\_\_\_\_  
Jan Olmstead  
Secretary