
**AMENDED AND RESTATED
BYLAWS**

OF

**GROUP HEALTH FOUNDATION
a Washington nonprofit corporation**

Effective September 11, 2018

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**BYLAWS
OF
GROUP HEALTH FOUNDATION**

**ARTICLE I
MEMBERSHIP**

SECTION 1. CLASSES AND QUALIFICATIONS

The corporation has a single class of members. The sole member of the corporation is Group Health Community Foundation (the “Member”), a Washington nonprofit corporation. The Member may act by vote of its board of directors or by action of the delegate of its board of directors.

SECTION 2. ABSENCE OF MEMBER

If at any time the corporation has no member, the board of directors (the “Board”) may exercise all powers reserved for the member under these Bylaws.

**ARTICLE II
MEETINGS OF MEMBERS**

SECTION 1. ANNUAL MEETING

The annual meeting of the membership for election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year at such time and place as may be determined by the Member. It is expected, but not required, that the annual meeting of the membership shall be scheduled in conjunction with a regular meeting of the board of directors of the Member.

SECTION 2. SPECIAL MEETINGS

Special meetings of the membership for any purpose or purposes may be called at any time by the Member, the chair, or the Board, at such time and place as the person(s) calling the meeting may prescribe.

SECTION 3. NOTICE OF MEETINGS

Notice of the place, day, and hour of any annual or special meeting, and in case of a special meeting purposes for which the meeting is called, shall be delivered to the Member not less than ten nor more than 50 days before the date of the meeting, by or at the direction of the chair, or the secretary, or the persons calling the meeting. Such notice may be delivered by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, or by telegram or teletype.

ARTICLE III PURPOSES

SECTION 1. PURPOSES

The corporation's purpose, as set forth in the corporation's Articles of Incorporation, is to operate exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision, including, without limitation, to promote health, and to support and carry out the charitable purposes, to the extent consistent with Section 501(c)(3) of the Code, of the Member.

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 BOARD OF DIRECTORS

SECTION 1. POWERS

The affairs of the corporation shall be managed by the Board.

SECTION 2. NUMBER AND TERM

The number of directors of the corporation must be at least three. The Member may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent. The term of office of directors shall be three years, except that the Member may elect directors to terms of one or two years for the purpose of ensuring directors' terms are staggered.

SECTION 3. APPOINTMENT AND VACANCIES

The Member shall have the power to appoint directors or to fill vacancies occurring in the Board at any meeting of the membership, or at any time by written consent pursuant to Article 6.

SECTION 4. COMMITTEES

The Board, by resolution adopted by a majority of the directors in office, may designate, and appoint the members of, Board Committees or Advisory Committees.

4.1 Board Committees. Any Board Committee must consist at least two members, and the members must be directors. Board Committees shall have and exercise such authority of the Board in the management of the corporation as is specified in the resolution designating the committee. However, no Board Committee shall have the authority of the Board to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the

corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any Board Committee and the delegation of authority to it shall not operate to relieve the Board or any individual director of any responsibility imposed upon it, him or her by law.

SECTION 5. RESIGNATION

Any director may resign at any time by giving written notice to the chair or secretary. Resignation shall be effective upon delivery of notice unless the notice specifies a later effective time.

SECTION 6. REMOVAL

The Member may remove any director at any time, by giving written notice to the chair or secretary.

ARTICLE V MEETINGS OF BOARD OF DIRECTORS

SECTION 1. REGULAR MEETINGS

The Board shall have an annual meeting each year, and may at its discretion schedule additional regular meetings by resolution. The annual meeting shall take place during the month of March, in conjunction with the annual meeting of directors of the Member. Any regular meetings shall be held at a place, day, and hour to be set by the Board.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board may be held at any place, day, and hour, whenever called by the Member, the chair, the president and CEO, the secretary, or any two directors.

SECTION 3. NOTICE OF MEETINGS

No notice of annual or regular meetings of the Board shall be required. Notice of the time and place of any special meeting of the Board shall be given by the secretary, or by the director or directors calling the meeting, by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, telegram, teletype, or by personal communication over the telephone or otherwise, at least three days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or any waiver of notice of such meeting.

SECTION 4. QUORUM

A majority of the Board shall constitute a quorum for the transaction of business except as otherwise provided by law. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board. At any meeting of the Board at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers. A director who is present at

such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers (personally, or by mail, facsimile or email) their dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting, or to the secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a director who voted in favor of such action.

ARTICLE VI ELECTRONIC NOTICE AND PARTICIPATION

SECTION 1. CONSENT TO NOTICE BY EMAIL

If notice is provided to the Member or directors by email, it is effective only if the recipient has: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. The Member or a director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any Member or director is revoked if the corporation is unable to transmit by email two consecutive notices given by the corporation in accordance with the director's consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

SECTION 2. DELIVERY OF NOTICE BY EMAIL

Notice provided by email to a Member or director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

SECTION 3. DELIVERY OF NOTICE BY POSTING TO ELECTRONIC NETWORK

The corporation may provide notice of the time and place of any special meeting of the membership or the Board by posting the notice on an electronic network, provided that the corporation also delivers to each Member or director entitled to notice a notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

SECTION 4. DELIVERY OF NOTICE BY OTHER MEANS

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the recipient's address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

SECTION 5. EFFECT OF ATTENDANCE AT MEETING

Attendance of the Member or any director at any meeting shall constitute a waiver of notice of such meeting, except where the Member or director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. MEETINGS HELD BY TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT

The Member or a member of a Board or Board Committee may participate in a meeting of the membership, the Board, or the committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously understand one another. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VII ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the membership, the Board, or a Board committee, may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken shall be executed (as defined herein) by the Member or all of the directors entitled to vote with respect to the subject matter. Such consent has the same force and effect as a unanimous vote, and may be described as such. For purposes of these Bylaws, “executed” means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity.

ARTICLE VIII WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE IX OFFICERS

SECTION 1. BOARD OFFICERS

The officers of the Board shall be a chair, a vice chair, a secretary, and a treasurer. The chair and vice chair shall fulfill the functions of the president and vice president, respectively, for purposes of the Washington Nonprofit Corporation Act. In the event that the Washington Nonprofit Corporation Act is amended to remove the requirement that a nonprofit corporation must have a vice president, the corporation may operate with no vice chair. The chair and vice chair shall be directors. The Member shall have the power to designate additional officers of the Board. 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, except those appointed in accordance with the provisions of Section 5 of this Article VII, shall be elected by the Member at the annual meeting of the membership. Each officer of the Board shall serve a term of one year, beginning as of the conclusion of the annual meeting of the membership, and until their successor is elected and qualified.

SECTION 3. RESPONSIBILITIES OF BOARD OFFICERS

3.1 Chair. The chair of the corporation shall preside at meetings of the Board and serve as the primary liaison between the Board and the president and CEO. The president and CEO, if a voting director, shall not serve as chair. The chair shall have such other powers and perform such other duties as may be prescribed by the Board 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, 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 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 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 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; shall disburse, or cause to be dispersed, the funds of the corporation as may be ordered by the Board; shall render, or cause to be rendered, to the chair, president and CEO, and the Board, 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 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 at any time, with or without cause, by a writing executed by the Member and delivered to the chair or secretary. An officer, other than one chosen by the Member, may be removed by an officer to whom the Board 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 Member and shall serve at the pleasure of the Member, 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. The president and CEO shall serve *ex officio* as a non-voting member of the Board, unless the Member appoints the president and CEO as a voting director. The president and CEO shall have the authority, consistent with the budget of the corporation as adopted by the Board, to hire, supervise, evaluate, and terminate other employees of the corporation; to set, consistently with compensation policies approved by the Board, the compensation of other employees of the corporation; 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 with respect to the management and activities of the corporation.

SECTION 8. SUBORDINATE OFFICERS

The Member may appoint, or authorize the Board, 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 Member, the Board, or the president and CEO.

**ARTICLE X
ADMINISTRATIVE AND FINANCIAL PROVISIONS**

SECTION 1. FISCAL YEAR

The last day of the corporation's fiscal year is December 31.

SECTION 2. LOANS PROHIBITED

The corporation shall make no loans to the Member or any officer or director.

SECTION 3. BOOKS AND RECORDS

The corporation shall keep at its principal office in this state the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; correct and adequate statements of

accounts and finances; a list of officers' and directors' names and addresses; and minutes of the proceedings of the membership, the Board, and Board Committees. The corporate records shall be open at any reasonable time to inspection by the Member.

SECTION 4. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed by the Member at any time.

CERTIFICATION

I, being Secretary of Group Health Foundation, hereby certify that the foregoing Bylaws were duly adopted by the Member on September 11, 2018.



Leo Greenawalt
Secretary