

EMPOWER THROUGH HEALTH

INCORPORATED UNDER THE LAWS OF MISSOURI

BY-LAWS

Adopted as of
May 1st, 2018

Modified August 2020

BYLAWS
OF
EMPOWER THROUGH HEALTH
A Missouri Nonprofit Corporation

ARTICLE I

Name, Registered Office and Principal Office

Section 1. Name. The name of the organization shall be Empower Through Health (the "Corporation").

Section 2. Registered Office. The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office, as required by law. The registered office may be, but need not be, identical with the principal office, and the name of the registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

Section 3. Principal Office. The principal office of the Corporation shall be located in the State of Missouri as the Board may designate from time to time.

ARTICLE II

Purpose

A. The Corporation is organized and shall be operated exclusively for charitable, religious, educational, and/or scientific purposes within the meaning of Section 5011(3) of the Internal Revenue Code of 1986, as amended ("Code"). The Corporation exists to improve healthcare access of the world's most vulnerable through providing direct medical care, building local healthcare capacity, and addressing the root causes of poor health outcomes.

B. Notwithstanding anything herein to the contrary:

1. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
2. The Corporation shall not carry on any activities not permitted to be carried on by: (i) a corporation exempt from Federal Income Tax under Section 5011(3) of the Code (or the corresponding provisions of any future United States Internal

Revenue Law); or (ii) a corporation, contributions to which are deductible under Section 170I(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article VIII.
- C. Subject to the foregoing, the Corporation may engage in any lawful, charitable activity for which corporations may be organized under the Missouri Nonprofit Corporation Act.

ARTICLE III

Board of Directors

Section 1. Management. The affairs of the Corporation shall be managed and supervised by a Board of Directors consisting of not less than three (3) and not more than eleven (11) persons (as decided from time to time by the board of directors) in the manner specified in Section 3 of this Article III. The Board of Directors shall have the power to transact any business necessary or appropriate to carry out the purpose of the Corporation, and all of the corporate powers, including those otherwise provided for in these Bylaws and in the laws of the State of Missouri, shall be and are hereby vested in and shall be exercised by the Board of Directors.

Section 2. Terms. Each director shall serve a term of three (3) years. At the end of their respective terms, successor Directors may be elected for three (3) year terms. There are no term limits.

Section 3. Elections. When vacancies occur, the Board of Directors shall fill those vacancies in the following manner:

- a. The Board shall be divided into three classes as nearly equal in number as may be possible with a term of one class expiring each year. When the number of directors is changed, any newly created directorships or any decrease in directorships shall be apportioned among the classes as to make all classes as nearly equal in number as possible. At each December meeting of directors, the successors to the class of directors whose term shall then expire shall be elected, from among the nominees proposed by the Nominating and Governance Committee and any other nominations received. The successors will be seated at the annual meeting in January.
- b. Any Board member may nominate candidates to fill the vacancies at any point. These nominations are to be provided in written form not less than two (2) weeks prior to the meeting at which Directors are to be elected.

c. The Board of Directors shall elect the members of the board from the nominees by a simple majority vote of the members in attendance at any meeting at which directors are to be elected.

d. In the event of any interim vacancy of one or more regular members on the Board of Directors, whether due to death, resignation, retirement, disqualification, or any other cause, a majority of the Board of Directors in office may name the person or persons who shall fill the vacancy or vacancies for the unexpired term until the next annual meeting.

Section 4. Resignation and Removal. A director may resign at any time upon written notice to the Board. A director may be removed with or without cause by the affirmative vote of a majority of the directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present. The matter of removal may be acted upon at any meeting of the Board of Directors, provided that notice of intention to consider said removal has been given to each member of the Board of Directors and to the board member affected at least fifteen (15) days previously. No member shall be removed without an opportunity to address the alleged reasons for removal at a meeting of the Board of Directors.

Section 5. Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board of Directors, a fixed reasonable sum for expenses or for attendance, if any, or both, may be allowed for attendance at each meeting of the Board of Directors. The Board of Directors shall have power, in its discretion, to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of services.

ARTICLE IV

Meetings

Section 1. Regular Meeting. A regular annual meeting of the Board of Directors shall be held in January of each year. The Annual Meeting shall be held for the purpose of electing officers and directors and transacting other business as may come before the meeting. The Board may provide by resolution the time and place for the holding of annual meetings or additional regular meetings of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any two Board Members. All meetings of the board, regular or special, shall be held at the principal office of the Corporation, or at such time and place in person or via electronic participation as shall be determined by any two Board Members.

Section 3. Electronic Participation. Members of the Board in a meeting of the board or committee by means of conference telephone or similar communications technology whereby all persons participating in the meeting can communicate with each other and all persons may

simultaneously hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 4. Actions by Consent. Any action which is required to be or may be taken at a meeting of the Directors, or of any committee of the Directors, may be taken without a meeting if consents in writing set forth the action to be taken and are signed by all members of the Board of Directors or of the committee as the case may be. The consent shall have the same force and effect of a unanimous vote at a meeting duly held and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

Section 5. Notice of Meetings. Except as otherwise herein provided, notice of all meetings of the Board of Directors shall be given by mailing the same at least five (5) days, or by telegraphing, electronic mailing, telephoning or faxing the same at least twenty-four (24) hours, but, in any case, not more than forty (40) days, before the meeting to the usual business or residence address of each Director. Such notice may be waived by any Director in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. A Director's attendance at or participation in a meeting will be deemed a waiver of any required notice of the meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these Bylaws or the laws of the State of Missouri, objects to the lack of notice and does not vote for or assent to the objected-to action. Any business may be transacted in any meeting of the Board of Directors.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum, and the vote of a majority of the votes entitled to be cast by the Board of Directors at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board of Directors unless a greater proportion is required by statute, the Articles of Incorporation or the Bylaws.

ARTICLE V

Officers

Section 1. Officers. The officers of the Corporation shall be the Chairperson, Vice Chairperson, Treasurer, Secretary, Chief Executive Officer and such other officers as may be elected by the Board. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board. No more than one office may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation, other than the Chief Executive Officer, shall be elected by the Board, from among the nominees proposed by the Nominating and Governance Committee and any other nominations received. Each officer, other than the Chief Executive Officer, shall be elected by the board at the January meeting for a one-year term to begin at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be

convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board by majority vote thereof. Beginning with the first election held after December 1, 2020, the Chairperson, Vice Chairperson, Treasurer, Secretary and such other officers as may be elected by the Board may be elected to any one office for between one and two() year terms. There are no term limits. Election of an officer shall not of itself create contract rights.

Section 3. Removal. Any officer, other than the Chief Executive Officer, elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights if any, of the person so removed. Such action shall be taken only after serious consideration and evaluation by the Board. The Chief Executive Officer may be dismissed in accordance with established personnel policies by a two-thirds affirmative vote of the entire Board. Such action shall be taken only after serious consideration and evaluation by the Board.

Section 4. Vacancy. In the event of any interim vacancy in any office, other than the Chief Executive Officer, whether due to death, resignation, retirement, disqualification, or any other cause, of one or more of the officers of the Corporation, a majority of the Directors in office may name the person or persons who shall fill the vacancy or vacancies for the unexpired term until the next annual meeting. If a vacancy occurs in the office of Chief Executive Officer, a search committee consisting of members of the Board, as determined by the Board, shall screen all applicants and make its recommendation to the Board for its final determination.

Section 5. Chairperson. The Chairperson shall be responsible for providing effective leadership for the functioning and operation of the Board. The Chief Executive Officer shall: (a) preside at all meetings of the Board and at the annual meeting; (b) with the approval of the Board, appoint the chairs and members of all committees other than the Nominating and Governance Committee; (c) be an ex officio member of all standing committees other than the Nominating and Governance Committee; (d) execute for the corporation any contracts, deeds, mortgages, bonds and/or other instruments which the Board has authorized to be executed; and (e) have the right to delegate to appropriate agents the authority to enter into contracts and undertake obligations on behalf of the Corporation.

Section 6. Vice Chairperson. The Vice Chairperson shall assist the Chairperson in the discharge of their duties and perform such other duties as from time to time may be assigned by the Chief Executive Officer or the Board. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson.

Section 7. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible for the receipt and disbursement thereof; (c) file all required forms with federal, state, and local taxing authorities and provide copies of such forms to the Board; and (d) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairperson or the Board. If required

by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board may determine.

Section 8. Secretary. The Secretary shall: (a) keep the minutes of any meeting of the Board and distribute such minutes to the Board after such meeting; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by applicable law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) file the state annual report as required by law; (e) oversee compliance with required policy record keeping; and (f) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or by the Board.

Section 9. Chief Executive Officer. The Board shall employ a Chief Executive Officer of the Corporation who shall be responsible for carrying out the day to day operations of the Corporation. The Chief Executive Officer shall: (a) be accountable to the Board; (b) report directly to an executive committee of the board (the "Executive Committee"); (c) be an ex officio member of the Board and all standing committees; and (d) have authority to sign contracts and incur obligations on behalf of the Corporation consistent with the articles of incorporation, these bylaws, and resolutions of the Board.

Section 10. Powers of Officers. Any officer of the Corporation, in addition to the powers conferred upon him or her by the bylaws, shall have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VI

Committees

Section 1. Committees of directors. The Board, by resolution adopted by a majority of the directors in office, may designate one or more committees. The membership of each committee, unless otherwise specified in these Bylaws, must include at least two directors, and a majority of each committee's members must be directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board in the management of the Corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it by law. Any committee which exercises the authority of the Board shall keep minutes of its committee meetings and shall provide such minutes to the Board.

Section 2. Executive Committee. The Board shall, at the annual meeting, designate an Executive Committee, which shall consist of the officers of the Corporation elected at the annual meeting. The Executive Committee shall: (a) have and may exercise all of the authority of the Board in management of the business and affairs of the Corporation, except where prohibited by law; (b) be responsible for facilitating the business of the Board; (c) report to the Board when

requested; (d) supervise the performance of the Chief Executive Officer; and (e) annually provide the Board a written report evaluating the performance of and recommending compensation for the Chief Executive Officer.

Section 3. Nominating and governance committee. There shall be a standing Nominating and Governance Committee, elected by the Board no later than the annual meeting each year, from among the nominees proposed by the outgoing Nominating and Governance Committee and any other nominations received. The Nominating and Governance Committee shall include at least four members, and all members of the committee shall be members of the board. The Nominating and Governance Committee chair shall be chosen by a majority vote of its members. The Nominating and Governance Committee shall recommend to the Board at its January meeting candidates for that year's election to the Board and, in any year in which an officer's term of office will expire, shall recommend to the Board candidates for election to serve as officers of the Corporation. The Nominating and Governance Committee shall be responsible for: assessing and nominating members of the Board; making recommendations regarding the Board's composition, operations, and performance; overseeing the Board officer succession planning process; and developing Board governance principles.

Section 4. Budget and Finance Committee. This committee shall be chaired by the Treasurer and shall consist of five (5) to thirteen (13) members appointed by the Board of Directors. This committee shall oversee and monitor the fiscal operations of the Corporation, develop an annual budget, and develop and assist in the implementation of a funding strategy for the Corporation.

Section 5. Ad Hoc Committees. The Board of Directors may designate one or more ad hoc committees, each of which shall consist of at least one committee chair and two or more committee members. Committee members may be members of the Board of Directors and other interested individuals. The chair of the committee shall be appointed by the chairman of the Executive Committee, who shall act with the approval of the Board of Directors. The chair of each committee can also appoint committee members. The studies, findings, and recommendations of all committees shall be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. The Board of Directors shall have the authority to eliminate or modify committees by a majority vote.

Section 6. Committee Proceedings. All committees shall keep brief minutes of committee meetings and submit a summary of the minutes at regular meetings of the Board of Directors. The action of a majority of the members present and voting at a committee meeting shall be the action of the committee.

Section 7. Commissions or Advisory Bodies. Commissions or advisory bodies not having and exercising the authority of the Board in the Corporation may be designated or created by the Board and shall consist of such persons as the Board designates. A commission or advisory body may or may not have directors as members, as the Board determines. The commission or

advisory body may not act on behalf of the Corporation or bind it to any actions but may make recommendations to the Board or to the officers of the Corporation.

Section 8. Term of office. Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of the directors of the Corporation and until a successor is appointed, unless the committee, advisory board, or commission shall be sooner terminated; or unless such member be removed from such committee; or unless such member shall cease to qualify as a member thereof.

Section 9. Chair. One member of each committee, advisory board, or commission shall be appointed chair.

Section 10. Vacancies. Vacancies in the membership of any committee, commission, or advisory body may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 11. Quorum. A majority of the whole committee, advisory board, or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board, or commission.

ARTICLE VII

Personal Indemnification

Section 1. Right of Indemnity. The Corporation shall, to the fullest extent to which it is empowered to do so under Missouri law or any other applicable laws as from time to time may be in effect, indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, agent or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, agent or employee of another entity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Section 2. Expenses and Advances. Expenses incurred in defending a civil, criminal or administrative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the Director, officer or employee, to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in these Articles of Incorporation or otherwise.

Section 3. Other Rights. The indemnification provided in this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of disinterested Directors or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer or employee and shall inure to the benefit of the heirs, executors, and administrators of such person. The provisions of this Article VII shall be deemed a contract between the Corporation and any person entitled to indemnification hereunder; provided, however, that nothing herein contained shall prohibit the Corporation from entering into or require the Corporation to enter into individual indemnification agreements with any person entitled to indemnification hereunder.

Section 4. Insurance. The obligation of the Corporation under this Article VII shall not be limited to the proceeds of liability insurance policies actually paid to the Corporation or directly for the benefit of the person claiming indemnification under this Article VII. The Corporation may purchase and maintain insurance on behalf of any person who is a Director, officer, employee or agent of the Corporation against any liability asserted against him or her or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VII.

ARTICLE VIII

Fiscal Year

The Corporation's fiscal year shall end December 31st of each year.

ARTICLE IX

Amendments

These Bylaws may be amended, altered, supplemented or repealed by a majority vote of all the Directors.

ARTICLE X

Parliamentary Authority

Robert's Rules of Order Revised shall govern the Corporation in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

ARTICLE XI

Contracts, Checks, Deposits and Funds

Section 1. Scope of Authority. The Board of Directors may authorize any officer or officers, agent or agents or management employee or employees of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, not incompatible with the Articles of Incorporation or Bylaws.

Section 2. Signatures. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation or managing employee or employees and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination of the Board of Directors, the Treasurer shall sign such instruments.

Section 3. Deposits. Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Bonding. Officers and employees, as determined by the Board of Directors, may be bonded by a surety company for the safeguard of funds, securities and records. The Board of Directors shall fix the amount of the bond(s). The cost of the bond(s) shall be borne by the Corporation.

ARTICLE XII

Investments

All monies, securities, and real or personal properties received by the Corporation shall be held and invested subject to the policies and procedures of the Corporation, and may be managed by an investment advisor selected by the Board of Directors. These monies, securities, or properties shall be invested, re-invested or otherwise held for the benefit of the Corporation.

ARTICLE XIII

Audits, Financial Reports and Records

Section 1. Financial Records. The Board of Directors shall cause the financial records to be kept, and if appropriate, audited annually.

Section 2. Financial Reports. The Chairperson and the Treasurer shall report on the activities and financial condition of the Corporation to the Board of Directors no less frequently than once every calendar year.

Section 3. Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors.

Section 4. Accounting Records. The Corporation shall maintain appropriate accounting records. A copy of the following records shall be kept at the Corporation's principal office: The Articles of Incorporation and all amendments to them currently in effect; these Bylaws and all amendments to them currently in effect; a list of the names and business or home addresses of the current Directors and officers; the most recent annual report delivered to the Secretary of State; and appropriate financial statements of all income and expenses.

ARTICLE XIV

Waiver of Notice

Whenever any notice is required to be given by law or under the provisions of the By-laws of the Corporation, 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. Attendance at a meeting shall also constitute a waiver of notice, except as specified herein.

ARTICLE XV

Interest in Transactions

Section 1. Directors. A possible conflict of interest exists when a Director has a material financial or personal interest, either direct or indirect, in a proposed transaction involving the Corporation. When a Director has an interest in a transaction being considered by the Corporation, the Director should disclose that conflict before the Board of Directors or staff member take(s) action on the matter. Any Director having a conflict of interest will not vote or use his or her personal influence on the matter and shall not be present when the matter is discussed by the Board of Directors. The minutes of the meeting will reflect that a disclosure was made, and the abstention from voting.

Section 2. Other Persons Covered. This policy also will apply to immediate family members, the Corporation's committees, and its advisory board, if any. Directors, committee members, staff members, and members of the advisory board will be required to attest annually to their familiarity with this policy, and to provide information concerning any possible conflict of interest so that disclosure, if necessary, is made.

Section 3. Staff. Staff members and their immediate families will not benefit materially from the Corporation beyond receipt of salaries, fringe benefits, and reimbursement for authorized expenses.

Section 4. Conflict of Interest Policy. The Corporation's conflict of interest policy supplements this bylaw provision and should be reviewed annually by any person to whom this policy applies.

ARTICLE XVI

Dissolution

Per Schedule N of IRS 990, our assets will be distributed upon dissolution to the Missouri Chapter of the American Red Cross – contingent on their approval and agreement to utilize the assets for the delivery of health care.

The above bylaws are hereby adopted and made immediately effective by affirmative vote by the Board of Directors as of May 1st, 2018.