



## **Article I. Name, Purpose, Primary Office, and Registered Office.**

**Section 1.1 Name.** The name of the Corporation is WE CARE JACKSONVILLE, INC. (the "Corporation").

**Section 1.2 Purpose.** The Corporation facilitates the provision of health care services through a network of volunteer health care professionals.

**Section 1.3 Primary Office.** The address of the principal office of the Corporation is 4080 Woodcock Dr, Suite 130, Jacksonville, FL 32207. The Board of Directors may from time to time establish a different principal office, or additional or different offices, of the Corporation within the State of Florida.

**Section 1.4 Registered Office and Registered Agent.** The Corporation will have and continuously maintain in the State of Florida a registered office and a registered agent whose office is located in such registered office. The address of the registered office and the identity of the registered agent may be changed from time to time by the Board of Directors of the Corporation (sometimes referred to herein as, the "Board").

**Article II. Members.** The members of the Corporation will be the directors then serving on the Board from time to time.

## **Article III. Board of Directors.**

**Section 3.1 Function.** The affairs of the Corporation will be managed by the Board of Directors of the Corporation and by officers, agents, and employees of the Corporation acting under the authority of the Board.

**Section 3.1.1 Role of Executive Director.** An Executive Director may be appointed by the Board, and if appointed, will be an employee of the Corporation and not serve on the Board during his or her term as Executive Director. The Executive Director will have general supervision, direction, and control over the day-to-day business and operations of the Corporation. The Executive Director will be responsible for appointing and establishing the duties and compensation of the Corporation's other employees and staff and contractors, subject to the oversight of the Board and the Corporation's policies, including policies adopted by the Board.

The President of the Board will conduct a performance review at least annually of the Executive Director, and the President and other directors on the Board will supply feedback for this review.

**Section 3.2 Number and Qualification.** The Board will be comprised of such number of individuals as determined by the Board from time to time, but such number will not be more than eighteen (18) nor less than five (5). Each director will serve until the expiration of his or her term on the Board or his or her earlier death, resignation, or removal. The Board will endeavor to nominate and elect directors so that the Board will be comprised of directors not less than 20% of whom are physicians, provided that the failure to achieve such a threshold shall not invalidate any Board action.

**Section 3.3 Officers.** The officers of the Corporation will be a President, Vice President, Treasurer, Secretary and Medical Director, elected by a majority vote of the Board, from among the directors then-serving on the Board. Each officer will be elected at the applicable annual meeting of the Board to serve a two (2) year term or until his or her earlier death, resignation, or removal. A vacancy in any officer position may be filled by a majority vote of the Board. The term of any officer elected to fill a vacancy will be the remainder of the term of office so filled.

**Section 3.3.1 President.** The President will preside at all meetings of the Board and exercise oversight of the Corporation in accordance with these Bylaws. The President will represent or may delegate to another officer representation of the Corporation. Except as otherwise required by these Bylaws, the President will appoint chairs of committees of the Corporation established by the Board for specific tasks or projects. The President also serves as the primary liaison to the employees and staff of the Corporation, including the Executive Director.

**Section 3.3.2 Vice President.** The Vice President will preside over meetings of the Board in the absence of the President, and will fulfill the President's responsibilities in the absence of the President. The Board shall endeavor to nominate and elect directors so that the Vice President will succeed the President at the end of the President's term.

**Section 3.3.3 Treasurer.** The Treasurer will oversee the Corporation's financial policies and actions by working with the Corporation's employees, staff, and contractors. The Treasurer will review the Corporation's financial statements monthly along with all banking or other external financial statements. If the Corporation's employees and staff are unable to perform such duties, the Treasurer will support the development of the annual budget and submit it to the Board for consideration and approval, ensure that funds are allocated and disbursed in accordance with the approved annual budget, and oversee the maintenance of financial records of the Corporation in accordance with applicable local, state and federal laws.

**Section 3.3.4 Secretary.** The Secretary will ensure meeting minutes are accurate and permanently maintained. If the employees and staff are unable to perform such duties, the Secretary will verify and oversee accuracy of records for the Corporation, oversee the maintenance of all governance records, excepting financial records, for the Corporation, and oversee noticing of meetings and the upkeep of the records of the Board and committees of the Corporation.

**Section 3.3.4 Medical Director.** In addition to serving on the Executive Committee, the Medical Director is an advisor to the Board and to WeCareJax staff in matters of clinical care. The Medical Director serves as a liaison for partner clinic providers, convenes the

quarterly clinic advisory meeting for frontline staff at partner clinics, and also the twice-yearly peer-to-peer meetings of clinic providers.

**Section 3.4 Election and Terms of Directors; Term Limits.** Each director will be elected, by a majority vote at the applicable annual meeting of the Board, to serve a three (3) term; provided that the Board may choose to designate a shorter term in order to stagger the terms of directors so that at least one or more directors are elected at each annual meeting of the Board. A director will not serve more than three (3) consecutive three (3) year terms on the Board.

**Section 3.5 Resignation and Removal.**

**Section 3.5.1 Resignation.** A Board director or officer may resign at any time by giving written notice to the President. Such resignation will take effect on the date of receipt or at any time later specified in the notice and determined acceptable to the Board.

**Section 3.5.2 Removal.** A Board director or officer may be removed by majority vote of the Board.

**Section 3.6 Vacancies**

**Section 3.6.1 Mid-term Vacancies.** Any mid-term vacancy occurring on the Board may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum. Any director so elected will hold office until the next annual meeting at which directors are elected. This partial term will not count towards term limits. Any director who is removed from the Board is not eligible to stand for reelection until the next annual meeting at which directors are elected.

**Section 3.6.2 New Directorships.** Any vacancies created by an increase in the number of directors on the Board as allowed by these Bylaws may be filled by a majority vote at the next annual meeting at which directors are elected.

**Section 3.7 Attendance at Meetings.** Directors are required to attend, in each calendar year, at least 60% of the meetings of the Board and of committees of the Corporation on which they serve. Failure, without good cause, to satisfy these requirements may be grounds for removal from the Board or a committee or both. Minutes of such meetings will indicate attendance. Attendance will be based on duly recorded minutes of such meetings.

**Section 3.8 No Compensation.** Directors will not receive any compensation for their Board service except for reimbursement for authorized out-of-pocket expenses.

**Section 3.9 No Favoritism.** Directors will not be favored in applying for or receiving the services of the Corporation.

**Section 3.10 No Conflicts.** Directors and the Executive Director will have no material financial or beneficial interest in the assets, leases, business transactions or professional services of the Corporation. Any director or Executive Director who individually or as a part of a business or professional firm is involved in the business transactions or current professional services of the Corporation will disclose this relationship to the Board and will not participate in any vote taken in respect to such transaction or services. Firms in which any director or Executive Director (or

family member of a director or Executive Director) has a direct or indirect financial or beneficial interests are not eligible to contract with, provide services to, or to receive benefits from the Corporation. All conflicts of interest will be reported to the Board at, or if known in advance, prior to the time the conflict arises.

**Section 3.11 Prohibition Against Benefit.** No director, employee, member of a committee, or person connected with the Corporation, or any other individual, will receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, except as provided in Section 3.8 of these Bylaws. No such person will be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

## **Article IV Meetings of Directors.**

**Section 4.1 Annual Meeting.** The annual meeting of the Board will be held within ninety (90) days after the close of the fiscal year at such time as determined by the Board and specified in the notice of the meeting. At least fourteen (14) days' written notice of the time, place and date of the meeting will be provided to each director by the Secretary.

**Section 4.2 Regular Meetings of Directors.** Regular meetings of the Board will be held quarterly or more frequently at such times as determined by the Board and specified in the notice of meeting. At least five (5) days' written notice of the time, place and date of the meeting will be provided to each director by the Secretary.

**Section 4.3 Special Meetings.** Special meetings of the Board may be held at any time and may be called by the President or the Secretary. At least forty-eight (48) hours written notice of the time, place, date and purpose of such meeting will be provided to the directors by the Secretary.

**Section 4.4 Waiver of Notice.** Notice of a Board meeting may be waived in writing by directors. Attendance at any meeting by a director will constitute waiver of any lack of proper notice unless the director objects to the lack of notice at the beginning of the meeting or promptly upon arrival at the meeting.

**Section 4.5 Place of Meeting.** All meetings of the Board will be held at a location designated by the Executive Director, the President, or Secretary. Meetings may be held in person or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting (a director participating in a meeting by this means is deemed to be present in person at the meeting).

**Section 4.6 Actions by Directors without a Meeting.** Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing describing the action is signed by all directors entitled to vote with respect to the subject matter. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member. Documentation of this written consent will be saved with Board minutes. This consent has the same effect of a meeting vote.

**Section 4.7 Quorum; Voting.** A quorum of the Board consists of a majority of the number of directors prescribed by these Bylaws. For purposes of determining if a quorum is present,

vacancies on the Board will not be counted; provided that in no event will a quorum consist of fewer than one-third of the number of directors prescribed by these Bylaws. 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 unless the Articles of Incorporation of the Corporation or these Bylaws require the vote of a greater number of directors.

**Section 4.8 No Proxy.** Voting by proxy is not permitted.

## **Article V Committees.**

**Section 5.1 Executive Committee.** The officers of the Board and the Chairs of standing committees of the Corporation will comprise the Executive Committee. The Executive Committee will have the power to transact all regular and ordinary business of the Board between meetings of the Board provided that any action taken will not conflict with the policies adopted by the Board. Actions approved by the Executive Committee will be ratified by the Board at the next Board meeting. All officers of the Board must be present to form a quorum of the Executive Committee. Meetings of the Executive Committee may be held at any time and may be called by the President or the Secretary. At least forty-eight (48) hours written notice of the time, place, date and purpose of such meeting will be provided to the members of the Executive Committee by the Secretary. The Executive Committee will be available if needed and has no mandate to meet on a regular basis. **[Note to Draft: Confirm that the Executive Director is not on the Executive Committee. Section 5.1 assumes no.]**

**Section 5.2 Standing Committees.** All standing committees of the Corporation will meet a minimum of one time annually and at such other times as determined by the applicable committee Chair. Directors who have three (3) unexcused absences may be removed from the committee. Each such standing committee will be chaired by a Board director appointed by the President. Standing committee members may include directors and members of the community served. The following constitute the standing committees of the Corporation:

**Section 5.2.1 Finance and Audit Committee.** The Board authorizes the Finance and Audit Committee, which will be chaired by the Treasurer. The Finance and Audit Committee will obtain proposed budgets from all committees of the Corporation and the Executive Director and formulate them into a proposed annual corporate budget for consideration and approval by the Board. The Finance and Audit Committee will review the actual budget compared with the approved budget and make recommendations to the Board with respect to fiscal matters, in consultation with the Board's officers and the Executive Director and staff, as appropriate, and the Corporation's financial advisors. The Finance and Audit Committee, in conjunction with the Treasurer, will be responsible for retaining an independent audit firm and for reviewing the audit of the Corporation's books for transmittal to the Board.

**Section 5.2.2 Other Standing Committees.** The Board may from time to time authorize additional standing committees of the Corporation. Each such additional standing committee's title, authority, and limitation will be provided for in the Board's authorizing resolutions.

**Section 5.3 Ad Hoc Committees.** The President may authorize ad hoc committees subject to the approval of the Board. Each such committee will consist of not less than one (1) Board director to be appointed by the President. Each ad hoc committee Chair should ordinarily but not necessarily be a member of the Board. The members of each ad hoc committee may include both Board directors and members of the community served. The members of any such ad hoc committee will serve or be removed at the pleasure of the applicable ad hoc committee Chair. Each ad hoc committee's title, authority, limitation, and duration will be provided for in the Board's authorizing resolutions.

**Article VI Indemnification.** Directors, officers, the Executive Director, and employees of the Corporation will be indemnified by the Corporation to the fullest extent allowed by the Florida law against any liability, loss, or expense incurred in carrying out their respective duties as directors, officers, the Executive Director, or employees, including any and all costs of defense of any litigation against any such person including appeal, subject to the applicable limitations and other provisions under Florida law.

**Article VII Fiscal Year.** Unless otherwise designated by the Board, the fiscal year of the Corporation will begin October 1 and extend through September 30.

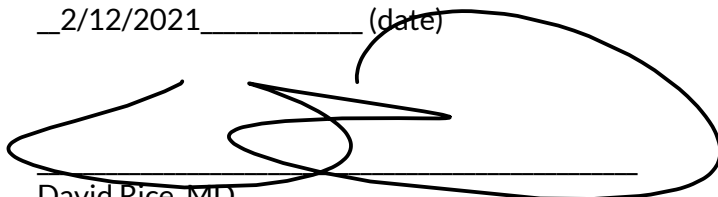
**Article VIII. Amendments.**

**Section 8.1 Articles of Incorporation.** The Articles of Incorporation of the Corporation may only be amended at a meeting of the Board at which a quorum is present, provided that any amendment is recited in the notice of the meeting or summarized as to purpose and details with specific reference made to the Article(s) to be amended; and provided further that three-fourths of the directors present at the meeting vote in the affirmative on the adoption of such amendment.

**Section 8.2 Amended and Restated Bylaws.** The Bylaws of the Corporation may only be amended at a meeting of the Board at which a quorum is present, provided that any amendment is recited in the notice of the meeting or summarized as to purpose and details with specific reference made to the Article(s) to be amended; and provided further that a majority of the directors present at the meeting vote in the affirmative on the adoption of such amendment.

Adopted by Vote, and Filed in the Minutes of the Meetings, of the Board of Directors of the Corporation

2/12/2021 (date)

A large, stylized handwritten signature in black ink, appearing to read 'David Rice', is written over a horizontal line. The signature is enclosed within a large, hand-drawn oval.

David Rice, MD  
Secretary, We Care Jacksonville, Inc. Board of Directors