



AMENDED AND RESTATED BYLAWS
OF
SOUTHWEST WASHINGTON ACCOUNTABLE
COMMUNITY OF HEALTH

Adopted as of December 15, 2016
Revised as of October 25, 2018
Revised as of June 25, 2020

ARTICLE 1

Offices

1.1 Registered Office and Registered Agent. The registered office of the corporation is located in the State of Washington at such place as may be fixed from time to time by the Board of Trustees upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 Other Offices. The corporation may have other offices within or outside the State of Washington at such place or places as the Board of Trustees may from time to time determined.

ARTICLE 2

Purposes

2.1 Primary Purposes. The primary purposes of the corporation are to further the goals of the Washington State Healthcare Innovation Plan and to coordinate state-approved and funded Medicaid transformation projects within Clark, Klickitat and Skamania Counties, and in partnership with the Cowlitz Tribe and Yakama Nation. Specifically, the corporation will oversee and coordinate the programs and initiatives developed by multi-sector partner organizations (including providers and payers), community partners and consumers and supported by the Regional Health Improvement Plan Council.

2.1.1. Promote better quality health in Southwest Washington through a collaborative, regional approach;

2.1.2. Assist local governments, Washington State government, Cowlitz and Yakama Tribal Government, and vulnerable low-income populations (and providers serving them) in managing health care and human service resources;

2.1.3. Coordinate and integrate health care and human service resources;

2.1.4. Track regional data to ensure effectiveness of care while monitoring health



indicators for progress;

2.1.5. Assist in prevention of chronic health conditions in the region; and

2.1.6. Pursue activities consistent with the above.

2.2 Compliance with Code. The corporation is to operate exclusively for charitable, educational and scientific purposes within the meaning of section 509(a) of the Internal Revenue Code of 1986, as amended (hereafter "IRC").

ARTICLE 3

Membership

The corporation shall have no members.

ARTICLE 4

Board of Trustees

4.1 Number, Powers and Composition. All corporate powers and affairs of corporation will be exercised by or under the authority of the Board of Trustees, which shall consist of not less than nine (9) trustees. The number of trustees may be set by the Board of Trustees from time to time, but no decrease shall have the effect of shortening the term of any incumbent trustee. The Board of Trustees may appoint one or more *ex officio* trustees, who shall not have voting rights and shall not count toward a quorum.

4.2 Qualifications. All trustees must be individuals who are 18 years of age or older. Trustees need not be residents or citizens of the State of Washington. The Board of Trustees shall include individuals with specialized expertise in the following fields:

- 4.2.1. Medical healthcare, behavioral health and mental health services
- 4.2.2. Public health
- 4.2.3. Health plan
- 4.2.4. Human or social services
- 4.2.5. Education
- 4.2.6. State and local government
- 4.2.7. Specialized expertise in investments/finance/business
- 4.2.8. Other individuals who would help carry out the mission of the corporation.

4.3 Term of Office. Board members shall serve three (3) year terms so that one-third of the Board has terms that expire each year on December 31.

4.4 Appointment. At each annual meeting or at any meeting called for such purpose,



the Board of Trustees shall appoint the individual trustees to succeed the trustees whose terms are expiring or who have resigned or are unable to continue to serve.

4.5 Vacancies. Any vacancy in the Board of Trustees, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining trustees, even though less than a quorum of the Board of Trustees, provided a good faith effort to achieve quorum was made. A trustee elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is appointed.

4.6 Annual Meeting. The Annual Meeting of the Board of Trustees shall be held during the fourth calendar quarter of each fiscal year for the purpose of appointing trustees, electing officers and transacting such other business as may come before the meeting.

4.7 Regular Meetings. Regular meetings of the Board of Trustees may be held at the registered office of the corporation or at such other place or places, either within or without the State of Washington, as the Board of Trustees may from time to time designate.

4.8 Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President or upon written request by any two (2) trustees. Such meetings shall be held at the registered office of the corporation or at such other place or places as the trustees may from time to time designate.

4.9 Notice. Notice of all meetings of the Board of Trustees shall be given to each trustee by five (5) days' prior service of the same by email or electronic transmission (provided such trustee has consented to electronic notice in accordance with Section 24.03.009 of the Washington Nonprofit Corporation Act), letter or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

4.10 Quorum. A simple majority of the number of trustees currently in office is necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

4.11 Voting. At each meeting of the Board of Trustees, the affirmative vote of a majority of the trustees in attendance at the meeting is the act of the Board of Trustees unless these Bylaws require the vote of a greater number of trustees.

4.12 Waiver of Notice. Attendance of a trustee at a meeting constitutes a waiver of notice of such meeting, except where a trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the trustee or trustees, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

4.13 Registering Dissent. A trustee who is present at a meeting of the Board of Trustees at which action on a corporate matter is taken is presumed to have assented to such action unless the trustee files a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a trustee who voted in favor of such action.

4.14 Executive and Other Committees. The Board of Trustees may appoint, from time



to time, from its own number, standing or temporary committees consisting each of no fewer than three (3) trustees. Such committees may be vested with such powers as the Board of Trustees may determine by resolution passed by a majority of the full Board of Trustees particular, to the extent time constraints reasonably require, the executive committee shall have the same authority to act as the Board of Trustees. Provided, however, no such committee shall have the authority of the Board of Trustees in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any trustee or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in Confidential SharePoint file and in books kept for that purpose in the office of the corporation. Books will be maintained in locked file cabinet. Confidential SharePoint file and book files can be accessed by Executive Director, Administrative Coordinator and Board members. The designation of any such committee and the delegation of authority thereto shall not relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law.

4.15 Remuneration. A reasonable stipend may be paid to trustees for services rendered. Furthermore, by resolution of the Board of Trustees, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board of Trustees. Trustees who are members of special or standing committees may be allowed like compensation or expense remuneration for attending committee meetings.

4.16 Removal. Any trustee may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by the trustees currently in office at a special meeting of the Board of Trustees called for that specific purpose.

4.17 Action by Trustees without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees, or of a committee thereof, may be taken without a meeting, if a written consent thereto (including a consent by electronic transmission) is signed by all of the members of the Board of Trustees, or committee, as the case may be, entitled to vote. The resolution and the records of written consents thereto shall be filed with the minutes of the proceedings of the Board of Trustees or committee.

4.18 Meetings Held by Telephone or Similar Communications Equipment. Members of the Board of Trustees or its committees may participate and vote in a meeting of the Board of Trustees or such committees by means of a conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.



ARTICLE 5

Officers

5.1 Designation. The officers of the corporation shall be a President, Treasurer, Secretary and at least one Vice President. In addition, the Board of Trustees may also designate such Assistant Secretaries and Assistant Treasurers as the Board of Trustees may deem necessary or appropriate. All officers shall be appointed for terms of one year by the Board of Trustees. Such officers shall hold office until their successors are appointed and qualified.

5.2 President. The President shall preside at all meetings of the Board of Trustees, shall have general supervision of the affairs of the corporation, chair the executive committee and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Trustees.

5.3 Vice Presidents. During the absence or disability of the President, any of the Vice Presidents in the order designated by the Board of Trustees shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Trustees.

5.4 Secretary and Assistant Secretaries. The Secretary or his/her delegate shall issue notices for all meetings, including notices of special meetings of the Board of Trustees which are called by the requisite number of trustees, shall keep minutes of all meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Trustees. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Trustees, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Trustees.

5.5 Treasurer. The Treasurer shall review, approve, and present financial reports to the Board of Trustees. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Trustees. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Trustees, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board of Trustees.

5.6 Executive Director. The Board of Trustees shall select an Executive Director who shall be responsible for the administration and conduct of the day-to-day business and affairs of the corporation pursuant to guidelines established by the Board of Trustees. The Executive Director shall have full authority for direction of the employees of the corporation, if any. The Executive Director shall be compensated for his or her services in that capacity in such amount and manner as the Board of Trustees shall determine. The Executive Director shall also serve as an *ex officio*, non-voting member of the Board of Trustees.

5.7 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Trustees may from time to time delegate the powers or duties of such officer to any other officer or any trustee or any other person it may select.



5.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Trustees at any regular or special meeting of the Board of Trustees.

5.9 Any officer or agent appointed by the Board of Trustees may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Trustees, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.10 The Board of Trustees may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board of Trustees, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Trustees.

ARTICLE 6

Depositories

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks, trust company or trust companies, or investment brokerage as the Board of Trustees shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Trustees.

ARTICLE 7

Notices

Except as may otherwise be required or permitted by law, any notice to any trustee may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

ARTICLE 8

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Trustees, and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its trustees, giving the names and addresses of all trustees.

ARTICLE 9

Waiver of Notice

Whenever any notice is required to be given to any trustee of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Washington Nonprofit Corporation Act, a waiver thereof in writing or



electronic transmission, 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.

ARTICLE 10

Non-Discrimination

There shall be no discrimination on the basis of race, ethnicity, gender, sexual orientation, political affiliation, age, or religion in the practice of employment, service delivery, or other matters of the corporation.

ARTICLE 11

Dissolution

Upon the dissolution of this corporation, all of the assets of the corporation remaining after payment of creditors shall be distributed for one or more exempt purposes within the meaning of IRC §501(c)(3) or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12

Amendments

These Bylaws may be altered, amended or repealed with a 2/3 vote of Trustees and new Bylaws may be adopted by the Board of Trustees at any regular or special meeting of the Board of Trustees, provided that such alteration, amendment or repeal does not violate the Articles of Incorporation or applicable laws.

ARTICLE 13

Conflict of Interest Policy

The Board of Trustees shall adopt a conflict of interest policy to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of the corporation or might result in a possible excess benefit transaction under the IRC. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE 14

Restricted Activities

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any trustee or officer of the corporation, 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 its purposes as set forth in the Articles of Incorporation and Bylaws. No 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 any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation organized and operated exclusively for exempt purposes within the meaning of the Internal Revenue Code.


ARTICLE 15

Fiscal Year

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

Adopted by resolution of the corporation's Board of Directors, the 15th day of December, 2016, with an effective date of January 19, 2017.

Revisions approved by board of trustees as of June 2020.

By:  6-29-2020
Roxanne Wolfe, President Date