

**BYLAWS
OF
FREDERICK COUNTY HEALTH CARE COALITION, INC.**

Article One – Name, Statement of Purpose, Offices

Section 1: Name. The name of the organization shall be the Frederick County Health Care Coalition (hereinafter referred to as the “Corporation”).

Section 2: Statement of Purpose. The purpose for which the Corporation has been formed is to improve wellness and resiliency to equitably impact the lifelong health of all Frederick County residents.

Section 3: Offices. The principal office of the Corporation shall be in the state of Maryland. The Corporation shall designate a registered office in accordance with law and shall maintain it continuously. The Corporation may have offices at such other places within Maryland as the Board of Directors may from time to time determine.

Article Two – Membership

Section 1: Board of Directors as Voting Members of the Corporation. For purposes of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, and as permitted in Section 5-204 of the Corporations and Associations Article of the Annotated Code of Maryland, the Directors of the Corporation shall also constitute the members of the Corporation and shall be the only members of the Corporation with voting rights.

Section 2: Other Members. The Board may recognize individuals and entities as non-voting “members” of the Corporation, but such individuals and entities shall not have voting privileges or other rights or privileges with respect to the Corporation or its governance and shall not be deemed members of the Corporation for purposes of Title 5, Subtitle 2 of the Corporation and Associations Article of the Annotated Code of Maryland.

Article Three – Board of Directors

Section 1: General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Maryland General Corporation Law, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

Section 2: Executive Director. The Board of Directors may, by resolution, create the position(s) of “Executive Director” of the Corporation, and the Board of Directors may delegate by resolution unto such person(s) the power and authority to manage the day-to-day affairs of the Corporation, including whether and the extent to which the Executive Director may have signature authority for the Corporation. Such person(s) shall serve at the pleasure of the Board of Directors and may be hired, appointed, or discharged at any time by the Board of Directors,

subject to the provisions of any applicable employment agreement(s). The Executive Director shall not be a member of the Board of Directors unless separately elected to such position in accordance with these Bylaws.

Section 3: Number, Qualification, and Composition. The number of voting Directors shall be that number designated by the Board of Directors from time to time in accordance with these Bylaws, which shall be an odd number, but which shall never be less than seven voting members. The number of Directors may be increased or decreased from time to time by the affirmative vote of the majority of the Board of Directors in accordance with these Bylaws. Persons shall be elected or otherwise approved as Directors by the existing Directors of the Corporation then holding office at the applicable meeting of Directors and shall hold office for the term for which he or she is elected or approved and until his/her successor has been elected or approved and qualified or until his or her earlier resignation, removal, or death, as further set forth in these Bylaws.

The Board of Directors shall consist of the following persons, all of which shall be voting members unless otherwise indicated:

- (a) The representative of each Workgroup of the Corporation as approved by the Board;
- (b) One representative from Frederick Health Hospital (FHH), as assigned by FHH and approved by the Board;
- (c) One representative from the Frederick County Health Department (FCHD), as assigned by the FCHD and approved by the Board;
- (d) The Frederick County Health Officer, or designee, as an ex-officio non-voting Board member; and
- (e) At least five At-Large Directors, representing diverse parts of the community, no more than two of whom shall represent the same organization.

Section 4. Election/Approval and Tenure.

(a) At-Large Directors

As of July 1, 2022, At-Large Directors shall be divided into classes so that no more than half of the At-Large Directors' terms shall expire every year. The term of the At-Large Directors shall be two (2) years, except as required to initiate staggering as of July 1, 2022.

At-Large Directors shall be elected by the existing Board at the annual meeting by determining which candidates received the most eligible votes for the number of open positions. Votes will be counted and verified, and the results announced at the Annual Meeting. In the event of a tie there will be an immediate vote taken to break the tie. Terms for At-Large Directors are limited to three (3) full consecutive terms; provided, however, that the Board President may serve up to four (4) consecutive terms on the Board when necessary to allow him or her to serve two (2) consecutive terms as President.

(b) Workgroup Directors

Each Workgroup Director shall be approved by the Board at the applicable meeting of Directors, as further set forth in this section.

Each Workgroup Director shall be approved by the Board after the Board has identified the priorities for local health improvement planning that occurs every three years and shall serve as a Director for the remainder of the applicable three year Community Health Needs Assessment cycle. A Workgroup Director who resigns from said Workgroup shall be removed from the Board of Directors.

(c) Other Directors

FHH and the FCHD shall each assign one representative to serve as a Director of the Corporation, who shall become a Director upon the Board's approval. If the designated FHH or FCHD representative changes, the individual who formerly held the position shall cease to serve as a Director of the Corporation, and the individual who FHH or FCHD, as the case may be, assigns as its representative shall become a Director of the Corporation upon the Board's approval.

The Frederick County Health Officer, or designee, serves as an ex-officio non-voting Director of the Corporation. If there is a change in the individual serving as the Frederick County Health Officer, the individual who formerly held the position shall cease to serve as a Director of the Corporation, and the individual who is assumes such position shall become a Director of the Corporation.

The Directors described in this Article 3, Section 4(c) shall not have term limits.

Section 5: Annual Meetings. The Board of Directors shall hold its annual meeting during the fourth quarter of each fiscal year at such place as the Board of Directors may designate.

Sections 6: Regular and Special Meetings. Regular meetings of the Directors may be held without notice at such regularly designated time and place as shall be determined from time to time by the Directors. Such regular meetings shall be held on a monthly or a quarterly basis, as determined by the Directors. Any two or more Directors may request a special meeting, and the person calling such meeting may fix a reasonable time and place for such meeting. Notwithstanding anything to the contrary provided herein, notice of the annual meeting and any special meeting shall be given as in Article 3, Section 9.

Section 7: Telephone/Internet Meetings. Directors may participate in the meetings of the Directors by means of conference telephone, internet or other similar communications equipment by which all persons involved in the communication can send and receive such communications to or from all other participants in real time, which includes the ability of all participants to hear each other at the same time. Participation in such communication shall constitute presence in person at such meeting.

Section 8: Action without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a unanimous consent which sets forth the action is given in writing or by electronic transmission by each member of the Board entitled to vote on the matter and filed in paper or electronic form with the minutes of proceedings of the Board of Directors.

Section 9: Notice. Notice of the annual meeting and any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or by electronic mail, to each Director.

Section 10: Quorum and Voting. A majority of voting Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of the voting Directors present at a meeting at which a quorum is present shall constitute the action or resolution of the Directors. If less than a quorum is present, then a majority of those voting Directors present may adjourn the meeting from time to time without notice until a quorum is present. If there happens to be an even number of Directors currently in office, one-half of such members of the Board present constitutes a quorum.

Section 11: Vacancies. Any mid-term vacancy occurring in the Board of Directors may be filled at any annual, regular or special meeting of the Board of Directors in accordance with any otherwise applicable provision of these Bylaws. A Director elected or approved to fill a vacancy shall hold office for the remainder of the term of the vacating Director and shall be subject to re-election or re-approval upon the expiration of such term. This Director may serve an additional three (3) full terms.

Section 12: Attendance, Removal, and Resignation. Each member of the Board of Directors is expected to attend the regular meetings, the annual meeting, and any special meetings. Failure to attend three or more consecutive meetings, without cause, may result in removal from office. At any meeting of the Directors, any Director or Directors may be removed from office, with cause, by vote of a majority of the Directors of the Corporation. Removal as a Board member shall also constitute removal as an Officer of the Corporation. Any Director may resign by submitting written notice of resignation to the Secretary. A Workgroup Director who fails to continue participating in said Workgroup is cause for removal from the Board of Directors.

Section 13: Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a reasonable fixed sum and expenses for attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore, as long as the Director remains in compliance with the Corporation's Conflict of Interest Policy.

Section 14: Nomination of At-Large Directors. The Directors shall appoint a Nominating Committee consisting of 3 members. Such Nominating Committee shall consider all available candidates for the At-Large Director positions to be filled at the forthcoming meeting and shall submit a slate of candidates at the meeting. Such submission shall be deemed a nomination of each person named.

Article Four – Officers

Section 1: Officers. The Officers of the Corporation shall consist of the President, the Vice President, the Secretary, and the Treasurer, each of whom shall be elected by the Board of Directors. Each Officer of the Corporation must be a Director and no person who is not a Director may be an Officer. A failure to elect officers shall not affect the legal existence of the Corporation. Additional Board officers may be created and filled by action of the Board.

Section 2: Nomination of Officers. The Committee shall consider all available candidates for the officers to be filled at the forthcoming meeting of the Board and shall submit a slate of candidates at the meeting. Such submission shall be deemed a nomination of each person named. At the annual meeting of the Directors, nominations for the offices to be filled at the meeting may also be made by the then serving Directors from the floor.

Section 3: Election and Term of Office. The term of office for each Officer shall be two (2) years. The Officers of the Corporation shall be elected for a two-year term by the Board of Directors at its annual meeting and may serve a maximum of two terms for the same position. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenience permits. Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her earlier resignation, removal, or death.

Section 4: Removal or Resignation. Any Officer may be removed from office at any time, with cause, on the affirmative vote of the majority of the Board of Directors. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not in itself create contract rights. Any Officer may resign by submitting written notice of resignation to the President.

Section 5: Vacancies. Vacancies in officers, however occasioned, may be filled at any time by election by the Board of Directors for un-expired terms of such office.

Section 6: Duties of President. The President shall preside at and conduct all meetings of the Board and of the Executive Committee. He/she shall have the general powers and duties of supervision and management usually vested in the office of the President of a Corporation, shall have all authority and responsibility necessary to operate the Corporation in all its activities, subject to the Board's authority, and shall act as the duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. He/she shall do and perform such other duties as may, from time to time, be assigned to him/her by the Board of Directors.

Section 7: Duties of Vice President. The Vice President shall, in the absence of the President or in event of his or her inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties from time to time as may be assigned to him or her by the President or by the Board of Directors. The Vice President will be elected to the

position of President following completion of his or her term(s) as Vice President upon the affirmative vote of the majority of the Board of Directors.

Section 8: Duties of Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, deposit all such moneys in the name of the Corporation in accordance with the provisions of Article Ten of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9: Duties of Secretary. The Secretary or designee appointed by the Board of Directors shall keep minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the contact information for each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 10: Duties and Powers of Officers. Subject to the foregoing, the Officers of the Corporation shall have such powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

Section 11: Salaries. The Officers shall not receive any stated salaries for their services, but shall be entitled to reimbursement for reasonable out-of-pocket expenses.

Section 12: Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate such Officer's powers or duties to any other Officer or to any other Director.

Article Five – Executive Committee

Section 1: Membership. The Executive Committee shall consist of the Officers of the Board of Directors, the *non-voting ex-officio* Frederick County Health Officer, and the Frederick Health Representative, as well as any other individuals as designated by the Officers of the Board. No agency, organization or company shall have more than two representatives on the Executive Committee.

Section 2: Chairperson. The President of the Board of Directors shall serve as the Chairperson for the Executive Committee.

Section 3: Duties and Powers. The Executive Committee shall advise the Directors of the Corporation in carrying out the charitable purposes of the Corporation and in the management of its affairs and shall have and may exercise, to the extent provided in any resolution of the Board of Directors, such powers as are allowed by Maryland law to be delegated to such Committee. The Executive Committee may not sub-delegate any of its powers or duties within its

membership or to any other person or persons unless authorized to do so by the Board of Directors.

Section 4: Meetings. Meetings of the Executive Committee may be held without notice at such time and at such place as shall from time to time be determined by any member of the Executive Committee.

Section 5: Telephone/Internet Meetings. Executive Committee members may participate in the meetings of the Executive Committee by means of conference telephone, internet or other similar communications equipment by which all persons involved in the communication can send and receive such communications to or from all other participants in real time, which includes the ability of all participants to hear each other at the same time. Participation in such communication shall constitute presence in person at such meeting.

Section 6: Quorum and Voting. At all meetings of the Executive Committee, a majority of the Committee's members then in office shall constitute a quorum for the transaction of business. If there is an equal number of members then in office, one-half (1/2) of the members shall constitute a quorum. Committee members may submit an electronic vote before the meeting or may vote by proxy. The act of a majority of the voting members of the Executive Committee present at any meeting at which there is a quorum shall be the act of such Committee.

Section 7: Action without Meeting. Any action required or permitted to be taken at an Executive Committee meeting may be taken without a meeting if a unanimous consent which sets forth the action is given in writing or by electronic transmission by each member of the Executive Committee entitled to vote on the matter and filed in paper or electronic form with the minutes of proceedings of the Executive Committee.

Article Six – Other Committees

Section 1: Creation of Committees. The Board of Directors may, by action or resolution in accordance with these Bylaws, designate one or more other Committees from time to time. Committees may either be ad hoc or standing, as determined by the Board of Directors.

Section 2: Chairperson. One member of each committee shall be selected as Chairperson by members of the Committee and subject to the Board's approval.

Section 3: Membership. The Board of Directors selects the members of each Committee and may designate any interested party as a member of the Committee. Such appointments shall be made at a Board meeting in accordance with these Bylaws.

Section 4: Duties and Powers. Each Committee shall have such functions and may exercise such powers of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution(s) creating such Committee, which shall be approved by the Board of Directors. A Committee may not sub-delegate any of its powers or duties within its membership or to any other person or persons unless authorized to do so by the Board of Directors.

Section 5: Terms of Office. The Board of Directors shall by resolution from time to time set term limits for the Committees of the Corporation and for each Committee's members.

Section 6: Meetings. Meetings of the Committees may be held without notice at such time and at such place as shall from time to time be determined by the Chairperson or his/her designee.

Section 7: Telephone/Internet Meetings. Committee members may participate in the meetings of the Committees by means of conference telephone, internet or other similar communications equipment by which all persons involved in the communication can send and receive such communications to or from all other participants in real time, which includes the ability of all participants to hear each other at the same time. Participation in such communication shall constitute presence in person at such meeting.

Section 8: Quorum and Voting. For the Committees whose membership is comprised solely of Directors of the Corporation, a majority of the Committees' members then in office shall constitute a quorum for the transaction of business. If there is an equal number of members then in office, one-half (1/2) of the members shall constitute a quorum. Committee members may submit an electronic vote before the meeting or may vote by proxy. No quorum is required for Committees that include members who are not Directors of the Corporation.

Section 9: Manner of Acting. The acts of a majority of the members of the Committees present at any meeting at which there is a quorum, when required by these Bylaws, shall be the act of such Committee.

Section 10: Minutes. The Committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Section 11: Action without Meeting. Any action required or permitted to be taken at a Committee meeting may be taken without a meeting if a unanimous consent which sets forth the action is given in writing or by electronic transmission by each member of the Committee entitled to vote on the matter and filed in paper or electronic form with the minutes of proceedings of the Committee.

Section 12: Vacancies, Removal, and Resignation. The Board of Directors shall choose to appoint a new member to fill a vacancy on a Committee, which the Board may do at any annual, regular or special meeting of the Board of Directors; provided, however, that all Chairpersons shall be subject to the Board's approval. Any member of the Committee may be removed by the Board of Directors, with or without cause, at any annual, regular or special meeting of the Board of Directors. Any Committee member may resign by submitting written notice of resignation to the Chairperson of the Committee. Any Chairperson of the Committee may resign by submitting written notice to the President of the Board of Directors.

Section 13: Rules. Each Committee will operate under rules of governance set forth in these Bylaws or otherwise adopted by the Board of Directors.

Article Seven – Workgroups

Section 1: Creation of Workgroups. The Board of Directors may, by action or resolution in accordance with these Bylaws, create one or more Workgroups to address the health improvement priorities identified by the Community Health Needs Assessment conducted every 3 years.

Section 2: Chairperson. One member of each Workgroup shall be selected as Chairperson by members of the Workgroup, except in those cases where the Board of Directors chooses to appoint the Chairperson; provided, however, that the Chairperson of each Workgroup shall be subject to the Board's approval.

Section 3: Membership. Any interested party may participate as a member of a Workgroup.

Section 4: Duties and Powers. Each Workgroup shall have such functions and may exercise such powers specified in the resolution(s) creating such Workgroup, which shall be approved by the Board. A Workgroup may not sub-delegate any of its powers or duties within its membership or to any other person or persons unless authorized to do so by the Board of Directors.

Section 5: Terms of Office. The Board of Directors shall by resolution from time to time set term limits for the Workgroups of the Corporation and for each Workgroup's members.

Section 6: Meetings. Meetings of the Workgroups may be held without notice at such time and at such place as shall from time to time be determined by the Chairperson or his/her designee.

Section 7: Telephone/Internet Meetings. Workgroup members may participate in the meetings of the Workgroups by means of conference telephone, internet or other similar communications equipment by which all persons involved in the communication can send and receive such communications to or from all other participants in real time, which includes the ability of all participants to hear each other at the same time. Participation in such communication shall constitute presence in person at such meeting.

Section 8: Manner of Acting. The acts of a majority of the members of a Workgroup present at any meeting shall be the act of such Workgroup.

Section 9: Minutes. The Workgroups shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Section 10: Vacancies, Removal, and Resignation. A Chairperson vacancy shall be filled by the members of the Workgroups except in instances where the Board of Directors chooses to fill the position; provided, however that all Chairpersons shall be subject to the Board's approval. Any member of the Workgroup may be removed by the Board of Directors, with or without cause, at any annual, regular or special meeting of the Board of Directors. Any Chairperson of the Workgroup may resign by submitting written notice to the President of the Board of Directors.

Section 11: Rules. Each Workgroup will operate under rules of governance set forth in these Bylaws or otherwise adopted by the Board of Directors.

Article Eight – Reports, Books, and Records

Section 1: Annual Statement of Affairs. The Executive Director, or, in the absence of an Executive Director, a person appointed by the Board of Directors, shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted within 60 days of the end of the fiscal year.

Section 2: Books and Records. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board of Directors and of any executive or other Committee when exercising any of the powers of the Board of Directors. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form, but may be maintained in the form of a reproduction. The original and any updated versions of the Bylaws shall be kept at the principal office of the Corporation.

Article Nine – Nonprofit Operation

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or Officers without full consideration. No Director or Officer of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Directors and Officers without violating this provision subject to the provisions of the Corporation's Conflict of Interest Policy.

Article Ten – Contracts, Checks, Deposits, and Funds

Section 1: Contracts; Instruments. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized by the Board or these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable financially for any purpose or in any amount.

Without limiting the generality of the foregoing, the President may sign, with the Secretary or any other proper officer or agent of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation.

Section 2: Checks, Drafts, etc. 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 and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3: Deposits. All 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. Endorsements for deposit of commercial paper to the credit of the Corporation in any of its duly authorized depositories may be made, without countersignature, by the President or the Treasurer, or by any other officer or agent of the Corporation to whom the Board, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4: Gifts. The Board of Directors and any corporate officer so empowered by the Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

Article Eleven – Fiscal Year

The fiscal year of the Corporation shall begin on the first day of the month of July and end of the last day of the month of June each year.

Article Twelve – Dues

The collection of dues from “members,” if any, the amount thereof, the due date upon which the “members” must pay such dues, and other related items shall be established by the Board of Directors at annual meetings.

Article Thirteen – Corporate Seal

The Board of Directors can elect to procure a seal for the Corporation at any time. A description of the seal and its actual imprint shall be placed within the corporate records.

Article Fourteen – Waiver of Notice

Whenever any notice is required to be given under the provisions of the Maryland General Corporation Laws or under the provisions of the Articles of Incorporation or these Bylaws 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.

Article Fifteen – Indemnification

The Corporation shall provide indemnification to the Executive Director and all employees and agents of the Corporation to the extent described in its Articles of Incorporation.

Article Sixteen – Bylaws and Amendments

The Board of Directors shall be responsible for maintaining the Bylaws. The Bylaws may be altered, amended or replaced and new Bylaws may be adopted by an affirmative majority vote of the Board of Directors at any annual, regular or special meeting, provided that notice of such alteration, amendment or replacement is provided to the Directors prior to such meeting in the manner provided herein.

(FCHCC Bylaws-adopted 12.01.21)