



**BYLAWS OF WAIMANALO HEALTH CENTER
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**BYLAWS
OF
WĀIMANALO HEALTH CENTER**

Wāimanalo Health Center (hereinafter referred to as “the Corporation”) is a community-based non-profit dedicated to improving the quality of life for the people of Hawai’i nei, by providing ready access to primary and preventive holistic health services.

**ARTICLE I
Offices**

The principal office for the transaction of business of the Corporation shall be in the State of Hawai’i, City and County of Honolulu, at 41-1347 Kalaniana’ole Highway, Wāimanalo, Hawaii 96795. The Board of Directors is hereby granted full power and authority to change said office from one location to another in said county. Such change shall be noted in the Bylaws by the Secretary, or the Bylaws may be amended to so indicate the new location.

**ARTICLE II
Purpose**

The Corporation was incorporated to access all of the powers, benefits and privileges secured by law to incorporated bodies pursuant to Section 414D, Hawaii Revised Statutes, as amended in the Non-Profit Corporations Act of 2002, in order that it may hold property and perform such acts and things as may be necessary or convenient in carrying out its purpose as contained in the Articles of Incorporation.

The purpose of the Corporation shall be:

- (1) To provide primary and preventive health services in a culturally appropriate manner to the medically underserved populations residing in the Corporation’s service area, regardless of any individual or family’s ability to pay for such services; and
- (2) To provide an environment which promotes the attainment and maintenance of good health; and
- (3) To organize and operate exclusively for charitable and educational purposes.

**ARTICLE III
Membership**

The Corporation shall have no members within the meaning of Section 414D-83, Hawaii Revised Statutes, as amended in the Non-Profit Corporations Act of 2002.

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ARTICLE IV
Annual Meeting

1. There shall be an Annual Meeting of the Board of Directors during the month of September at such time and place, or virtually as the Directors shall determine.
2. The agenda at the Annual Meeting shall include:
 - a. Electing the succeeding group of Directors,
 - b. Electing the Officers of the Board,
 - c. Hearing the annual reports of the Board and the Chief Executive Officer.
3. The Governance Committee Chairperson will submit to the Board at the Annual Meeting, the slate for nominees willing to serve as new Directors and as Officers.
4. A majority vote of those Directors present and comprising a quorum as defined in this Article shall elect the new Directors and Officers of the Board. If there are multiple nominees for a Board Officer position, the election shall be by ballot unless otherwise decided at the Annual Meeting by the majority of Directors eligible to vote. If ballots need to be counted, they will be counted in dual custody with a Waimanalo Health Center staff and a Board Director not on the slate of officers. In the event of a tie, Board Director attendance at Board meetings for a period of 1 to 3 years will be counted, with the nominee having greater attendance elected to the Board Officer position.
5. In the event of postponement or failure to call an Annual Meeting, a meeting may be called later to perform the duties required of the Annual Meeting. All acts and doings of the Corporation or the Executive Committee performed in the interim shall be of full force and effect.
6. A quorum shall consist of one (1) more than half the number of current Directors at any Annual Meeting of the Board.

ARTICLE V
Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation, the Bylaws and the Hawai'i Nonprofit Corporation Act, all corporate powers shall be exercised and all affairs of the Corporation shall be managed by the Board of Directors, to include but not limited to:

(1) Plan, manage, and control the affairs of the Corporation.

- A. The Board will develop, adopt, and periodically update the Corporation's health care policies, including scope and availability of services, location and hours of services, and quality of care audit procedures.

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- B. The Board will develop, adopt, and periodically update the Corporation's personnel policies and procedures, including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices.
- C. The Board will develop, adopt, and periodically update the Corporation's policies for financial management practices, including a system to assure accountability for corporate resources, long-range financial planning, and for determining eligibility for services, including criteria for partial payment schedules.
- D. The Board will select and dismiss the Chief Executive Officer, hold him/her accountable for the conduct of the Corporation and evaluate his/her performance annually.
- E. The Board will review the Needs Assessment, determine the priority of needs to be met, and approve the Health Care Plan, Business Plan, annual budget, applications for health center funding, and Quality Assurance & Performance Improvement Plan.
- F. The Board will control major resource decisions and monitor financial liability through monthly reports of variance from revenue and expenditure projections.
- G. The Board will monitor the implementation of the Health Care Plan and the Business Plan in the Corporation's provision of services, including marketing to target populations, accessibility, utilization patterns, productivity and patient satisfaction, and using the knowledge gained to revise its mission, goals, objectives, plans and budgets, as may be appropriate and necessary. It will also receive quality assurance reports and establish policies for hearing and resolving patient grievances.
- H. The Board will approve and monitor a plan for the retention and recruitment of all staff.
- I. The Board will assure that the Corporation's activities are conducted in compliance with applicable federal, state, and local laws.
- J. The Board will evaluate itself periodically for efficiency, effectiveness, and compliance with all requirements imposed upon community health centers ("CHCs") as set forth in Section 330 of the Public Health Service Act, 42 U.S.C. § 254b.
- K. The Board will select an independent auditor and officially accept the annual audit report.

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- L. The Board will delegate the authority of approving privileges for all Licensed Independent Practitioners at Waimānalo Health Center to the Chief Medical Officer and Chief Executive Officer as described in Waimanalo Health Center policy #BOD 20.
- (2) Borrow money, incur indebtedness for the purposes of the Corporation and cause to be executed and delivered in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- (3) Determine and change the location of the principal office within the service area; establish subsidiary offices; adopt and use a corporate seal, as provided by law.

Section 2. Number and Qualifications, Term, Nomination and Election.

(1) Number and Qualifications.

- A. The Board of Directors shall consist of nine (9) to nineteen (19) voting Directors.
- B. Consumer Directors. A majority of the Board of Directors must be people who are served by the Corporation and are representative, as a group, of the individuals being serviced by the Corporation in terms of race, ethnicity, gender, and when possible, socioeconomic status, age, and other relevant demographic factors. Consumer Directors must be a current registered patient of the Corporation and must have accessed the Corporation in the past 24 months to receive at least one or more in-scope service(s) that generated a face to face visit with a provider. A legal guardian of a user who is a dependent child or adult, or a legal sponsor of an immigrant, may also be considered a consumer for purposes of board representation.
- C. Non-Consumer Directors. The remaining Directors shall be representative of the community served by the Corporation or its' service area and shall be selected for their expertise in finance and banking, legal affairs, local government, community affairs, trade unions and other commercial and industrial concerns, and social services. No more than one half of the non-Consumer Directors may be individuals who derive more than 10% of their income from the health care industry.
- D. A Director shall not be employed by the Corporation or be the spouse, child, parent, or brother or sister, by blood, marriage, or domestic relationship of an employee.
- E. A Director shall not provide services or furnish goods to the Corporation in exchange for compensation from the Corporation.

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F. The Chief Executive Officer shall serve as an *ex-officio*, non-voting Director of the Board.

(2) Nominations for Officers.

The Governance Committee shall prepare a list of nominees for Officers, solicited from the Board Directors 60 to 90 days prior to the election, and e-mail the nominations list to the current Directors and Officers at least twenty (20) days before the election. The Governance Committee Chairperson will submit to the Board at the Annual Meeting, the slate for nominees willing to serve as Officers.

(3) Election of Officers. Election of Officers will be held at the Annual Meeting. In the event an Officer vacates their position, the Governance Committee will facilitate the process to identify a Director to fill the remainder of the Officer's term.

Section 3. Committees.

Standing committees of the Board shall consist of Directors appointed by the President, subject to approval of the Board of Directors. In addition, the Board may appoint non-Board Directors, without voting powers, to serve on a standing committee. One (1) member of each committee shall be appointed Committee Chair by the President of the Board, except that the President shall be the Chair of the Executive Committee and the Treasurer shall be the Chair of the Finance Committee. Only the Executive Committee shall be authorized to act on behalf of the Board during the interim periods between meetings of the Board of Directors. All standing committees shall operate in a manner which is consistent with the policies of the Board of Directors. A majority of the voting members of each standing committee shall be comprised of Board Directors. The standing committees are:

(1) Executive Committee. The Executive Committee shall be comprised of the President, Vice-President, Secretary, and Treasurer. The Chief Executive Officer shall be an *ex-officio*, nonvoting member of the Executive Committee. The Executive Committee shall convene as necessary and, under the direction of the full Board, shall act for the Corporation in all matters during the interim periods between meetings of the Board of Directors, except that the Executive Committee shall **not** have the authority to:

- A. Amend, alter or replace these Bylaws;
- B. Elect, appoint or remove any Director or Officer of the Corporation;
- C. Amend the Articles of Incorporation, restate Articles of Incorporation, adopt a plan of merger or adopt a plan of consolidation with another corporation;

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- D. Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation;
 - E. Authorize the voluntary dissolution of the Corporation or revoking proceedings therefore;
 - F. Adopt a plan for the distribution of the assets of the Corporation; or
 - G. Amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.
 - H. All matters and decisions made by the Executive Committee shall come before the full Board at the next regularly scheduled Board meeting.
- (2) Finance Committee. The Finance Committee shall be responsible for monitoring and making recommendations to the Board regarding the financial status and policies of the Corporation, including fiscal planning, budgeting, policy development, and financial performance.
- (3) Governance Committee. The Governance Committee shall be responsible for reviewing and making recommendations regarding the personnel policies of the corporation, prepare a list of nominees for Directors and Officers, develop and review the Board recruitment strategy and succession planning.
- (4) Ad Hoc Committees. Ad hoc committees of the Board shall consist of Directors appointed by the President, subject to approval of the Board of Directors. In addition, the Board may appoint non-Board Directors, without voting powers, to serve on an ad hoc committee. One (1) member of each committee shall be appointed Committee Chair by the President of the Board.
- (5) Other Committee Terms. Committees shall keep regular minutes of each of its meetings and report the same to the Board at the next meeting of the Board following such Committee meeting; except that, when the meeting of the Board is held within five (5) days after the Committee meeting, such report shall, if not made at the first meeting, be made to the Board at the second meeting of the Board following such Committee meeting.

Section 4. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, or unless provided in the Articles of Incorporation or these Bylaws. Elections shall be conducted by plurality vote at which a quorum is present. No individual Director shall act for the Board of Directors except as may be specifically authorized by the Board. Directors

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shall refrain from giving personal advice or directives to any staff of the Corporation.

Section 5. Compensation. Directors shall not receive any stated salaries or compensation for their services as Directors, but, by resolution of the Board of Directors, may be reimbursed for actual and reasonable expenses incurred in attending regular or special meeting of the Board or in carrying out Board responsibilities.

Section 6. Vacancies on the Board of Directors. By majority vote, the remaining Directors may elect a person from a pool of Board candidates to fill a vacancy on the Board of Directors.

Section 7. Meetings.

- A. Monthly Meeting. Regular monthly Board meetings shall be held on the fourth Thursday of the month, excluding holidays and subject to change for good cause, at the principal office, virtually, or at any place designated by the Board.
- B. Organizational Meeting. Immediately before each Annual Meeting, at least a quorum of the Board of Directors shall hold a regular meeting to organize and transact business.
- C. Special Meeting. Special meetings of the Board of Directors may be called at any time by the Board President, or by any three (3) Directors who so request in writing to the Secretary. The Secretary shall notify or cause to be notified all Directors by phone or in writing. The notice shall specify the time, place or virtual instructions, and subject matter of the meeting, and shall be sent to the Directors' usual place of business or address as may appear on Corporate records, at least two (2) days in advance of the meeting.
- D. Notice. A written or printed notice of time and place or virtual instructions of regular/annual meetings shall be given or cause to be given by the Secretary by delivery of or by e-mailing such notice to each Director, at such address as may appear on the Board list of the Corporation, at least ten (10) days previous to such meeting, or in any manner as may be allowed by law.
- E. Minutes. Minutes, including a record of attendance, shall be maintained of all meetings of the Board of Directors, of which minutes shall be signed by the Secretary or his/her designee, approved by the Board at a subsequent meeting, and retained at the office of the Corporation.
- F. Executive Session. The Board of Directors may conduct all or any part of a meeting in Executive Session for such purposes as it deems necessary, including, but not limited to, discussion of litigation (actual or threatened),

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evaluation of personnel or discussion of personnel issues, or receipt of the results of an annual audit. The reason for Executive Session shall be documented in the Board minutes. Decision making shall occur by the Board, out of Executive Session, and recorded in the Board minutes. As an *ex-officio*, non-voting Director of the Board, the Chief Executive Officer shall be included in the Executive Session unless the Board is discussing his/her evaluation, compensation, and/or other issue that is directed at him/her. The Board may invite such other persons as it deems appropriate to attend an Executive Session. The public and staff personnel are excluded from Executive Sessions except when invited to give testimony or advice, after which they will be excused.

- G. Action without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the action or resolution agreed upon is sent to all Directors, and provided that all Directors consent in writing to such action or resolution. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting thereof, and may be described as such in any document executed by the Corporation.

Section 8. Quorum, Attendance, and Removal.

- A. Quorum. A majority of the Directors shall be necessary to constitute a quorum for transaction of Board business, except to adjourn. A Director may participate in a Board meeting by telephone or other means of communication, so long as all other Directors present can hear all other participants in the meeting. Such Director shall be considered "present" for purposes of determining a quorum.
- B. Attendance. A Director who misses three (3) consecutive Board meetings for no valid reason may be asked to relinquish his/her directorship on the Board of Directors.
- C. Leave of Absence. A Director who misses three (3) consecutive Board meetings with valid reason may be asked to take a leave of absence from the Board of Directors.
- D. Removal. A Director may be removed at any time for cause which includes:
- (1) Committing a felony, malfeasance, or conduct derogatory to serve the best interest of the Corporation.
 - (2) Violating collective discipline and confidentiality established by the Board of Directors to serve the best interest of the Corporation.
 - (3) Missing three (3) consecutive Board meetings for no valid reason to serve the best interest of the Corporation.

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(4) Other conduct determined by the Board as contrary to the purpose of the Corporation.

Removal will be by an affirmative vote of not less than two-thirds of the Board. The meeting notice, as per Article V, Section 7D of these Bylaws, shall specify and state the alleged cause and the proposed vote to remove.

- E. Resignation. A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.
- F. Rights. The rights of a Director to vote and all of his/her other rights, titles and/or interests in the Corporation shall cease upon the termination of his/her membership on the Board.

Section 9. Officers. The Officers of the Board shall be elected by the Board of Directors at the Annual Meeting and shall consist of the President, Vice-President, Secretary, and the Treasurer, and such other officers as the Board shall, from time to time, deem necessary. All Officers must be Directors. All Officers shall be elected for a term of one (1) year. The new Officers' terms shall commence as of the day immediately following the Annual Meeting. Any Officer may be removed, with or without cause, by the Board of Directors at any duly convened meeting at which a quorum is present. An Officer may resign at any time by giving written notice to the President or Secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, upon delivery.

Section 10. President. The President shall function as Chairperson of the Board and shall lead the Board of Directors in the business of the Corporation. He/she shall preside at all meetings of the Board of Directors. He/she shall be an ex-officio member of all Committees and lead the Executive Committee, shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 11. Vice-President. In the absence or disability of the President, the Vice-President shall perform all 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 have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Bylaws.

Section 12. Secretary. The Secretary shall keep or cause to be kept at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors, with the time and place or virtual

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information, of holding, whether special or regular, and if special how authorized, the notice thereof given, the names of those present at Directors' meetings, and the proceedings thereof.

The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors that are required by the Bylaws to be given, and shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 13. Treasurer. The Treasurer shall cause to be kept and maintained, adequate and correct accounts of the properties and transactions of the Corporation including accounts of its assets, liabilities, receipts, and disbursements. The book of accounts shall at all reasonable times be open to inspection by any Director. The Treasurer shall be bonded by the Corporation.

The Treasurer shall cause to be deposited all monies and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He/she shall cause to be disbursed the funds of the Corporation as may be ordered by the Board of Directors; shall render to the Board of Directors and the President, whenever they request it, an account of all of his/her transactions as Treasurer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of the Bylaws.

ARTICLE VI
Chief Executive Officer

The Board of Directors shall select, hire, annually evaluate the performance of, and, at its discretion, terminate the Chief Executive Officer. The Chief Executive Officer is an agent of the Board of Directors and shall be accountable to the Board. The Chief Executive Officer of the Corporation shall be subject to the oversight of the Board of Directors, shall have responsibility for the general care, supervision, and direction of its affairs in furtherance of the policies and programs established by the Board of Directors. The Chief Executive Officer shall have the authority to employ, supervise, and discharge all personnel in accordance with the policies established by the Board of Directors and its Personnel Committee. The Chief Executive Officer or his/her designee shall attend all meetings of the Board of Directors and the Executive Committee, unless the Board requests the Chief Executive Officer's absence during evaluation of the Chief Executive Officer's performance. The Chief Executive Officer shall perform such other duties and exercise such other powers as may be assigned by the Board of Directors.

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ARTICLE VII
Miscellaneous

- Section 1. Checks and Drafts.** All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such a manner as, from time to time, shall be determined by resolution of the Board of Directors. The absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice-President of the Corporation.
- Section 2. Contract, Etc., How Executed.** The Board of Directors, except as otherwise provided in the Bylaws, may authorize any Officer, the Chief Executive Officer, or other staff executive to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no Officer, or employee shall have the power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.
- Section 3. Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Hawaii general corporation law shall govern the construction of these Bylaws.
- Section 4. Conflict of Interest.** The Board of Directors shall establish, adopt, and periodically update a written corporate policy that establishes procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Directors, Officers, employees, consultants, and/or agents who provide services or furnish goods to the Corporation, and for maintaining confidentiality of the Corporation's proprietary information. At a minimum, such policy shall require that any Board Director who has a conflict or apparent conflict shall disclose such conflict, and abstain from participating in any related Board discussion or vote on such matter.
- Section 5. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes of, for any special purpose of the Corporation. The Board of Directors may adopt any convenient means whereby gifts, donations, bequests and devices to be used, in furthering the activities and objects of the Corporation may be received, held, administered, and disposed of.
- Section 6. Net Earnings.** No Director, Officer, or employee of, or any other person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for

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the benefit of the Corporation or the reimbursement of expenses incurred by any such person on behalf of the Corporation, in connection with effecting any of the purposes of the Corporation.

Section 7. Loans to Directors and Employees Prohibited. No loans shall be made by the Corporation to its Directors, employees, contractors or agents.

Section 8. Prohibition Against Political Activities and Limitations on Lobbying. The Corporation shall not participate, or intervene, in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence, legislation, except to the extent permitted by law for nonprofit, tax-exempt organizations.

ARTICLE VIII
Dissolution

Section 1. No Director, Officer or employee shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that, in the event of dissolution or final liquidation of the Corporation, whether voluntary or involuntary, the Corporation's assets shall be applied and distributed as follows: all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or provision shall be made for the discharge thereof; the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid exclusively to charitable, religious, scientific, literary, or educational organizations: (i) which then qualify for exemption from Federal income taxation under provisions of Section 501 (c) (3) of the Internal Revenue Code and the Treasury Regulations (as they now exist or as they may hereafter be amended); and (ii) contributions to which are deductible under Code Section 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).

ARTICLE IX
Indemnification

Section 1. The Corporation shall indemnify its Officers, Directors, Committee Members, and employees, each of them, in accordance with and to the full extent permitted by law, and in no way limiting the foregoing, against any and all liabilities, judgments, fines, amounts paid in settlement and expenses, including reasonable attorney's fees, arising out of or resulting from actions or claims against them (including without limitation, civil and criminal actions and

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proceedings, instituted or threatened and appeals therein), by reason of being or having been the Officers, Directors, Committee Members, or employees of the Corporation or serving or having served any other corporation, partnership, joint venture, trust employee benefit plan or other enterprise in any capacity at the request of this Corporation, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable causes to believe his or her conduct was wrongful. Any indemnification under this section, unless ordered by court, shall be made by the Corporation only if authorized in the specific case upon a determination that because he has met the applicable standard of conduct set forth above. Such determination may be made:

- (i) By a majority vote of the Board of Directors excluding any Director who may be involved in such suit, action or proceeding;
- (ii) If all disinterested Directors so direct, by independent consul in a written opinion to the Corporation;
- (iii) If all disinterested Directors so direct, by a majority vote; or
- (iv) By the court in which such proceeding is or was pending upon the application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

Expense incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation and in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a particular case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this article.

The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall insure to the benefit of the heirs and personal representatives of any such person.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or other agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by such,

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whether or not the corporation would have the power to indemnify him against such liability under the provision of this article.

Section 2. Exculpation. Any person who serves as a Director or Officer of the Corporation without remuneration or expectation of remuneration shall not be liable for damage, injury or loss caused by or resulting from such person’s performance of, or failure to perform, duties of the position to which the person was appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties. The Directors, Officers, and employees of the Corporation shall not be liable for the Corporation’s obligations.

ARTICLE X
Amendments

Section 1. General. The Governance Committee shall consider and suggest adoption, amendment, or repeal of the Bylaws.

Section 2. Action by the Board of Directors. The Board of Directors of the Corporation may adopt, amend, or repeal the Bylaws at any Board meeting with at least thirty (30) days written notice of the proposed action regarding the Bylaws provided to the Directors.

ARTICLE XI
Fiscal Year

Section 1. The fiscal year of the Corporation shall be July 1 to June 30 unless otherwise fixed by resolution of the Board of Directors.

ARTICLE XII
Waiver of Notice

Section 1. Whenever any notice is required to be given under the provision of the Articles of Incorporation or these Bylaws, 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.

I CERTIFY THAT these Bylaws were duly amended and adopted by a vote of the Corporation at a properly called Board Meeting on March 28, 2024.

DocuSigned by:


Julie Mijo AD2643349D...
Secretary, Board of Directors