

JEFFCARE BOARD OF DIRECTORS

Corporate Bylaws

Article I

Name and Purpose

Section 1 - Name and Place of Business. JeffCare is an incorporated non-profit organization. The legal address of JeffCare is 3616 South I-10 Service Road, Metairie, Louisiana 70001, and the place of business is physically located at that address and 5001 West Bank Expressway, Marrero, Louisiana 70072, both in Jefferson Parish, Louisiana. These addresses and locations may be changed from time to time by action of the JeffCare Board of Directors (Board) and may be inclusive of the operation of legal business activity under names and locations that differ from the former.

Section 2 - Purpose. The primary Purpose/Mission for which the Board is formed is to provide governance and oversight of the operation of JeffCare along with the Jefferson Parish Human Services Authority (JPHSA) under terms noted in a fully executed Co-Applicant Agreement. The Board assures JeffCare's provision of primary and preventive health care and other health, dental, and/or social services covering the life span to the general community and medically underserved populations, without regard to individuals' ability to pay. These activities are conducted exclusively for charitable, educational, and scientific purposes within the meaning of § 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent state and federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

Article II

Board of Directors

Section I - Powers and Duties. The business and affairs of JeffCare are managed by the Board who serve without remuneration, actual or implied. The Board may exercise all such powers of the Board and do all such lawful acts and things not prohibited by statute, by the Articles of Incorporation, by these bylaws, or by the Co-Applicant Agreement. The Board carries the authorities for JeffCare, as specified in Article II, Section 2 of these bylaws, and all other Board responsibilities as required under Section 330 of the Public Health Service Act (and the regulations promulgated thereunder). No individual Board member, employee or agent of JeffCare may seek to represent or speak for the Board, or encumber JeffCare, without specific authorization from the Board.

Section 2 - Authority. The Board retains for itself the following authorities:

- A. Selects the services provided by JeffCare and the hours services are provided;
- B. Approves JeffCare's budget submitted by JPHSA;
- C. Approves all applications to HRSA and other funders;

- D. Approves the selection and dismissal of the Division Director acting as Chief Executive Officer (Division Director);
- E. Adopts health care policies, including quality assurance/improvement policies and a patient grievance process, and assures through cooperation with and evaluation of the Division Director that the policies are carried out;
- F. Adopts and assures the Division Director carries out the general policies established by JPHSA, including personnel and fiscal policies;
- G. Assures periodically JeffCare is operated in compliance with applicable laws and regulations; and
- H. Evaluates the Division Director and his/her effectiveness in carrying out the activities of JeffCare; and
- I. Approves the annual audit report provided by JPHSA.

Section 3 - Number and Character of Board Members, Limitations of Membership, Election and Terms of Office.

- A. Number of Voting Board Members: The Board is comprised of at least nine (9) but not more than eleven (11) Board members at any one time. However, the number may vary from time to time within this range due to resignations or other circumstances or in anticipation of change in Board membership due to completion of terms of service. In addition, the Division Director is a non-voting, ex-officio member of the Board.
- B. Eligibility of Board Members and Composition of the Board: Board members are at least 21 years of age, and 51% live or work in the service area of JeffCare. Board members are selected for their expertise, and not less than 51% must be consumers who are defined as individuals who utilize the services of JeffCare as their principal source of primary health care and who have used JeffCare's services within the past two (2) years. The Board members, as a group, reasonably represent the individuals served in terms of demographic factors, such as race, ethnicity, gender, age and socio-economic status. Board members representing finance, legal affairs, business, health, managed care, social services, labor relations, and government, etc. are included. No more than one-half of the non-user members may be health professionals, which is defined as deriving more than 10% of their income from the health care industry. Compliance with this requirement will be verified and documented yearly in the minutes of the annual meeting.

The Board includes one current JPHSA representative (the JPHSA Liaison) as a member of the Board. The JPHSA Liaison cannot serve as the Chair of the JeffCare Board.

No member of the staff of JeffCare or JPHSA can serve as an officer or director of the Board, except the Division Director, who is an ex officio member of the Board and of any Board committee. Former members of the JeffCare staff are ineligible to

be elected if their term of employment or duration of contract to provide services in behalf of the Board or JeffCare has occurred during the tenure of the current Division Director or any of the current Board members.

- C. Election and Terms of Office of Board Members: The term of office of Board members shall be three (3) years with the option, by election, of serving two more three (3) year terms. Board members, in all cases, are elected by the vote of a quorum, i.e. a simple majority of the current members at regularly scheduled meetings of the Board. The Board is responsible for assuring its membership reflects the geographic, economic, racial, and demographic profile of the community served and for identifying and putting forth the names of qualified candidates for Board membership for election by the Board.
- D. Election and Terms of Board Officers: The Board, at its December meeting, elects a Chair, Vice Chair, and Secretary, each of whom serve a term of two years. No officer serves in the same office for a period greater than four consecutive years. Chair of Ad Hoc Committees may be nominated by the Board Chair at any time throughout the year, subject to confirmation by a simple majority of the Board in quorum at a regularly scheduled meeting of the Board.
- E. Conflict of Interest: Conflict of interest, or the appearance of conflict of interest, by Board members, is prohibited. No person is elected to the Board who is considered an Immediate Relative of any member of the staff or any other member of the Board, defined as follows:

Immediate Relative

An individual with any of the following relationships, whether by blood, adoption, or marriage, to the employee:

1. Spouse, or parents thereof;
2. Sons or daughters, or spouses thereof;
3. Parents, or spouses thereof;
4. Brothers or sisters, or spouses thereof;
5. Grandparents or grandchildren, or spouses thereof; and
6. Domestic partner or parents thereof, including domestic partners of any individual in 1 through 5 of this definition.

No member of the Board is an employee of JeffCare, nor may any member of the Board resign solely to accept employment as a member of the staff. Such employment status is not conferred on any former member of the Board within two years of such resignation. Compliance with this requirement will be verified and documented yearly in the minutes of the annual meeting.

Neither Board members nor their Immediate Relatives may offer services to the Board or JeffCare for remuneration. Neither Board members nor Immediate Relatives may enter a contract with the Board or JeffCare when the contractor provides the goods and services within normal business operations; provides similar goods or

services to many different purchasers; normally operates in a competitive environment; provides goods or services that are ancillary to the operation of the Federal program; and is not subject to compliance requirements of the Federal program as a result of the relationship (although similar requirements may apply for other reasons, including as a result of contractual provisions).(45 CFR 75.2 and 45 CFR 75.351)

Board members, upon election and annually thereafter at the December meeting, execute an Annual Board of Directors Conflict of Interest Questionnaire. Such declaration discloses all affiliations, employment and business relationships, and other relationships with entities that may seek to compete with, or materially affect, decisions of the Board and the current operations and long-term status of JeffCare. These questionnaires are verified by the JPHSA Compliance Officer to confirm the Board member is not conflicted out of Board service.

It is the fiduciary responsibility of each Board member to advise the Board of any conflicts of interest that arise subsequent to the last written disclosure and effect a revised declaration. Notwithstanding such declaration, each member has a duty to ensure that any conflict of interest that exists is stated to the Board orally and in writing in any or all communications by the member regarding business before the Board in which the conflict of interest may be relevant. Such disclosure is made irrespective of prior written declarations. It is the duty of the member to abstain in any vote of the full Board or any Board committee where a conflict of interest exists, including the selection or award of a contract supported by a federal award, as defined in this paragraph. This abstention will be noted in the minutes. Board members with a conflict also will not participate in the administration of a contract supported by a federal award.

Board members will not solicit or accept gratuities, favors, or anything of monetary value for personal financial gain from JeffCare or JPHSA contractors, or parties to subcontracts, supported by a federal award. Disciplinary action will be enforced on any Board member that violates these standards.

Section 4 - Limits on Terms. No Board member serves more than three three-year full terms or nine successive years. Persons departing following resignation from the Board or who have attained completion of the maximum years of Board service are ineligible for election to the Board for a minimum of two years before becoming again eligible for election.

Section 5 - Board Training. The Board assures the members are provided with opportunities for training and development, so that the members are fully informed about JeffCare, the regulations that must be followed, and the environment and are able to assume full authority and oversight responsibility for JeffCare. The Board conducts or causes to be conducted evaluations of JeffCare operations, as well as conducts self evaluations, and acts on the results of such evaluations to assure the highest possible quality of services.

Section 6 - Standing Committees. The Standing Committees of the Board are as follows:

- A. Executive Committee. The Board has an Executive Committee that has all powers and authorities of the Board, when deemed necessary by a majority vote by the Board, to be used in emergency situations when full Board approval is not possible within the required timeframe. This authority does not include the powers to authorize purchasing, selling, leasing or mortgaging real property or borrowing money in the name of JeffCare. The Committee consists of the Chair of the Board, Vice-Chair, and Secretary. The Executive Committee meets with the Division Director as deemed necessary by either the Board or the Division Director. Each member of the Executive Committee has one vote regardless of the number of elected offices and chair positions held. A member of the Executive Committee reports to the Board regarding actions taken and seeks Board ratification at the subsequent monthly meeting.

- B. Performance and Quality Improvement Committee. The Board has a Performance and Quality Improvement (PQI) Committee to help ensure effective and efficient use of available resources to meet the needs of individuals served by JeffCare and to position JeffCare for long-term sustainability. The committee consists of at least three Board members, the Division Director, and the Medical Director. The Division Director and Medical Director are ex officio members of the committee. The PQI Committee utilizes qualitative and quantitative data to identify barriers impeding performance and service delivery, and makes recommendations for corrective and/or process improvement actions to the full Board. The committee reports to the Board findings and recommendations on no less than a quarterly basis.

- C. Finance Committee. The Board has a Finance Committee to help ensure effective and efficient use of JeffCare's funds to meet the need of individuals served. It also helps ensure JeffCare is positioned financially for long-term sustainability. The committee consists of at least three Board members, the JPHSA Liaison, and the Accountant assigned to JeffCare by JPHSA. The Accountant assigned to JeffCare by JPHSA is an ex officio member. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and monitoring of the annual budget. The Finance Committee utilizes qualitative and quantitative data to identify barriers impeding fiscal performance and makes recommendations for corrective and/or process improvement actions to the Board. The committee recommends to the Board approval of the overall budget and monitors to ensure all expenditures are within the budget.

Section 7 - Ad Hoc Committees. The Board may establish by resolution ad hoc committees on an as-needed basis to consist of two or more Board members who are nominated by the Chair and subject to confirmation of the Board. Any such committee has powers to the extent provided in the resolutions of the Board, except that no such committee has any power or authority as to the following: (i) the filling of vacancies in the Board, (ii) the adoption, amendment or repeal of the bylaws; (iii) the amendment or repeal of any resolution of the Board; (iv) action on matters committed by the bylaws or resolution of the Board to another committee of the Board; and (v) actions resulting in the adoption, amendment, modification or repeal of the existing Co-applicant Agreement with JPHSA.

Section 8 – Voting. Unless specified otherwise, all standing and ad hoc committees require a simple majority vote to make recommendations to the Board.

Section 9 - Removal and Resignation. Any Board member may be removed for cause, as determined by the Board, by a simple majority vote of the Board. Any Board member may resign at any time by submitting a written resignation to the Board Chair. That resignation will become effective immediately upon receipt. Vacancies in the Board resulting from resignation or removal are filled by simple majority vote of the Board at any regular Board meeting. The Board may declare vacant the office of a Board member if he or she is absent without cause from a total of three (3) regularly scheduled Board or Committee meetings in any twelve (12) month period.

Article III

Meetings of Board and Committees

Section 1 - Meetings and Notice. The Board holds regular monthly meetings at such time and place as the Board determines, and no less than a 24-hour notice of such meetings is required after the time and place is established by the Board and published at the beginning of each calendar year.

Special meetings may be called by the Chair at any time and are called by the Chair upon written request by one-third or more of the Board members. Written, telephone, electronic, facsimile transmission, or personal notice of every special meeting of the Board is given to each Board member at least seventy-two hours prior to the meeting.

For all meetings, notice of the agenda, date, time and place of the meeting will be made publicly available at least twenty-four hours before the meeting. All meetings are conducted under parliamentary procedures as set forth in Roberts Rules of Order, unless otherwise set forth in these bylaws. Items not listed on the published agenda may be considered upon unanimous approval of the members present at the meeting.

Chairs of committees establish the time and place of committee meetings by mutual agreement of the committee members. A meeting of the committee is considered as regularly scheduled if it is agreed to be conducted at a particular time and place each month by consensus of the committee membership. Meetings may be held on an irregular schedule at other times and places provided five (5) days advance notice is given in the manner outlined in Section 1, Article III or sooner than 5 days, by mutual consent of all members of the committee membership.

Section 2 - Executive Session. On a two-third vote of the Board members, the Board may conduct all or any part of a meeting in executive session for such purpose as it deems necessary, in accordance with La. R.S. §§ 42:16, 17, including, but not limited to, discussion of litigation (actual or threatened), evaluation of personnel or discussion of personnel issues, or receipt of the results of the annual audit. The Chair may invite the Division Director and such other persons as he or she deems appropriate to attend an executive session. Members of the public and any staff members shall be excluded from executive sessions except when invited to give testimony or

advice, after which they will be excused. However, no final or binding action shall be taken during an executive session.

Section 3 - Annual Meeting. The annual meeting of the Board is held in December of each year at a time and place determined by the Board and generally at the same time and place as regular meetings of the Board, unless 10 weekdays' notice is provided to the contrary.

Section 4 - Minutes. Minutes are taken at each Board, Standing Committee, and Ad Hoc Committee meeting, and approved at a subsequent meeting. The minutes contain attendance, key actions, and decisions. Original signed copies of minutes and other corporate resolutions are retained by JPHSA and published on their website for at least three months. Minutes are required for all meetings conducted by telephone conference call.

Section 5 - Quorum. A simple majority of the Board members in office is necessary to constitute a quorum of the Board for the transaction of business. Except as otherwise provided herein, the acts of a majority of the Board members present at a meeting at which a quorum is present is deemed the acts of the Board. Once a quorum is reached, business may continue to be conducted. If a quorum is not present at any meeting of the Board, the Board members present may adjourn the meeting. It is not necessary to give any notice of the adjourned meeting, or of the business to be transacted other than by announcement at the meeting at which such adjournment is taken.

Section 6 - Voting. Voting at meetings may be done by voice vote or any means deemed appropriate by the Chair of the Board. All votes, including dissenting votes or abstentions, are recorded and published. Voting by proxy or secret ballot is not permitted. Votes by email are acceptable in the case of emergencies that arise in between regularly scheduled meetings as necessary.

Article IV Officers

Section 1 - Titles and Terms. The executive officers of the Board are chosen by election by the Board, and are the Chair, Vice Chair, and Secretary. All officers are elected to their offices for a term of one (1) year and have such authority and perform such duties as are provided by the bylaws and as prescribed from time to time by the Board. Subject to the terms of the Co-applicant Agreement with JPHSA, the Board has the authority to select, evaluate, and dismiss a Division Director of JeffCare and discharges the day-to-day administrative, managerial, and financial functions of JeffCare.

Section 2 - Chair. The Chair presides at all meetings of the Board and all meetings of the Executive Committee and ensures all orders and resolutions of the Board are carried into effect.

Section 3 - Vice Chair. The Vice Chair acts in the absence of the Chair and in his/her absence, ensures all orders and resolutions of the Board are carried into effect. The Vice Chair assumes

the office of Chair upon the resignation of the Chair for any reason or the termination of the Chair's service prior to the completion of the full term.

Section 4 - Secretary. The Secretary attends all sessions of the Board and ensures accurate recording of all votes of the Board and the minutes of all transactions of all meetings. The Secretary ensures the Division Director of JeffCare provides notice of all meetings of the Board and performs such other duties as may be prescribed by the Board or Chair.

Section 5 - Resident Agent. The Division Director acting as the CEO is an ex-officio member of the Board and has the authority to sign for and implement actions required to discharge the day-to-day functions of the management of JeffCare.

Section 8 - Removal. Any officer or board member may be removed by a majority vote of the Board whenever in its judgment the best interests of JeffCare are served thereby.

Article V Division Director

Section 1 - Powers and Duties. The Division Director shall be the chief executive officer of the corporation and, subject to the control of the Board, shall have responsibility for the general care, supervision, and direction of its affairs in furtherance of the policies and programs established by the Board. The Division Director shall have the authority to employ, supervise, and discharge all staff personnel in accordance with the policies established by the Board. The Division Director may negotiate and execute contracts for the corporation, and shall report such action promptly to the Board, except that the Board may designate specific proposed contracts, or a threshold contract price above which the contract is, to be signed by one or more officers, or to be submitted to the Board for approval prior to execution. The Division Director or his/her designee shall attend all meetings of the Board, unless the Board requests the Division Director's absence during evaluation of the Division Director's performance.

Article VI Finances

Section 1 - Funds. Funds of JeffCare are disbursed in accordance with budgets approved by the Board. The Accountant assigned to JeffCare by JPHSA along with the Division Director in cooperation with JPHSA renders to the Board at the regular meetings of the Board, or whenever they may require, an accounting of all transactions and the financial condition of JeffCare.

Section 2 - Budget. Prior to the commencement of each fiscal year, the Division Director and Accountant collaborate with JPHSA to cause to be prepared an annual budget for JeffCare. The Board reviews and consults with JPHSA on revisions and has the authority to approve the budget presented for the upcoming fiscal year.

Article VII Strategic Planning

Section 1-Annual Requirement. The Board, in collaboration with the Division Director and JPHSA, undertakes annually a process of strategic planning that assesses needs and analyzes options to address the needs of the target populations.

Section 2 - Process. The strategic planning process followed by the Board is proactive, action-oriented, and reflects best practices in the analysis and planning process. The Board requests the Division Director and JPHSA to provide the following: an assessment of the external and internal environments to identify strengths, opportunities, weaknesses, and threats; identification of major issues; short and long term goals, strategies for reaching goals; and, an evaluation at regular intervals to determine whether goals and objectives are being achieved. The Board reviews the JPHSA mission and philosophy to examine the currency of the goals set for JeffCare.

Article VIII Dissolution

Section 1-Distribution Prohibited. No Board member, Officer, or JeffCare Employee is entitled to share in the distribution of any of the corporate assets upon the dissolution of JeffCare and its Board, and after payment or making provisions for the payment of all the liabilities of JeffCare, all remaining assets of JeffCare are transferred to JPHSA.

Article IX Amendments

Section 1- Vote Required. The bylaws may be amended, altered or repealed by vote of two-thirds of the members in office of the Board. A complete copy of any proposed amendment must be mailed to JPHSA in accordance with provisions of the existing Co-Applicant Agreement and to each Board member at least ten (10) days prior to the meeting at which any amendment is considered; however, proposed amendments may be further amended and adopted at such meeting to remain compliant with federal or state laws, regulations or related policies applicable to Section 330.

Section 2 - Effective Date. The provisions of these Bylaws become effective immediately following its ratification by the members of the Board at a meeting of members duly convened after notice to the members of such purpose.

Article X Indemnification

Section 1 - General Rule. The Board, subject to limitations set forth herein, indemnify any current or former Board member who was or is a party, witness, or other participant or is threatened to be made a party, witness, or participant to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was a Board member or officer, of the Board, against reasonable expenses

(including attorney's fees, court costs, transcripts costs, fees of experts and witnesses, travel expenses, and all other similar expenses), judgments, fines, penalties, and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit, or proceedings, provided the attorney or law firm selected by the Board is utilized. The Board may, but is not be required to, indemnify the Division Director.

Section 2 – Limitations on Indemnification. Persons indemnified as specified in Article X, Section 1 are indemnified to the fullest extent permitted under the laws of the State of Louisiana as they now exist or as they may from time to time be amended, except that no such person shall be indemnified for liability involving fraud, self-dealing, unlawful or criminal acts, violations of applicable taxing laws, or actions undertaken by such persons in bad faith.

Section 3 – Advance payment of expenses. The Division Director shall advance all reasonable expenses (including attorneys' fees, court costs, transcript costs, fees of experts and witnesses, travel expenses, and all other similar expenses) reasonably incurred in connection with the defense of or other response to any action, suit, or proceeding referred to in Section I above upon receipt of an undertaking by or on behalf of the person seeking the advance to repay all amounts advanced if it is ultimately determined upon final disposition of such action, suit, or proceeding that he/she is not entitled to be indemnified by the Board; provided, however, that in the event that such action, suit, or proceeding involves an allegation of conduct which, if proven, would result in the denial of indemnification under the terms of this Article, advance payment is not made except upon the vote of a majority of the Board members of JeffCare.

Section 4 – No Duplication of Payments. The Division Director is not liable under this Article to make any payment of amounts otherwise indemnifiable hereunder if and to the extent that the person seeking indemnification has otherwise actually received payment therefore under any insurance policy, contract, agreement, or otherwise. In the event that the Division Director makes an advance payment of expenses to a person, such person shall repay to JeffCare the amount so advanced, if and to the extent that he/she subsequently receives payment under any insurance policy, contract, agreement, or otherwise.

Section 5 – Insurance. The Board maintains at its own expense one or more policies of insurance to protect itself against any expense, liability, or loss incurred by a Board member in such capacity, whether or not the Board would have the authority to indemnify such person against any such expense, liability, or loss under this Article under the laws of the State of Louisiana.

Section 6 – Indemnification Agreements. JeffCare has the authority by vote of a majority of the Board to enter into an Indemnification Agreement with any person who may be indemnified by the Corporation pursuant to the provisions of this Article or otherwise. Any such Indemnification Agreement may contain such terms and conditions as a majority of the Board shall in the exercise of their discretion determine to be necessary or appropriate. Such terms and conditions may include provisions for greater or lesser indemnification than provided for in this Article, provisions establishing procedures for the processing or approval of indemnification claims, and other provisions. The fact that the Corporation has not entered into an Indemnification Agreement with any person does not in any way limit the indemnification rights of any such person under this Article or otherwise.

Section 7 – Non-exclusivity. The right to indemnification and to the payment of expenses incurred in defending against or otherwise responding to any action, suit, or proceeding in advance of its final disposition as set forth in this Article is not exclusive of any other rights which any person may now have or hereafter acquire under any agreement, vote of shareholders, or vote of disinterested Board members, or under any applicable law or under the Articles of Incorporation of JeffCare, or otherwise.

Section 8 – Survival of Rights. The indemnification rights provided to a person under the provisions of this Article continue after such person ceases to serve JeffCare, as to any action taken or any failure to take action, or any events which occurred while such person served JeffCare.

Section 9 – Modification of Repeal. The provisions of this Article may be modified or repealed in accordance with the procedures for amending these By-Laws; provided however, that any such modification or repeal does not have any effect upon the indemnification rights of any person as they relate to any action taken, any failure to take action, or events which occurred prior to the effective date of such modification or repeal.

Date ratified: March 26, 2013

Date Amended: May 12, 2015; July 21, 2015; September 17, 2019



Secretary, JeffCare Board of Directors