

***SIXTH AMENDED
AND RESTATED BYLAWS***

OF

Health Care Foundation

of

Greater Kansas City

Approved February 28, 2018

(a Missouri nonprofit public benefit nonprofit corporation)

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**BYLAWS
OF
HEALTH CARE FOUNDATION OF GREATER KANSAS CITY**

(a Missouri nonprofit public benefit nonprofit corporation)

ARTICLE 1. DEFINITIONS

The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

1.1 Act. The term "Act" means the Missouri Nonprofit Corporation, as amended (Missouri Revised Statutes §§ 355.001 et seq.), or successor provisions.

1.2 Appointing Charity. The term "Appointing Charity" means the Community Advisory Committee, a Missouri nonprofit public benefit corporation formed on April 14, 2010. The Appointing Charity may sometimes be referred to as the "Community Advisory Committee" or the "CAC." As a representative of the broad class of Supported Organizations that the Corporation serves the Appointing Charity is given the particular authority and privileges as set forth in these Bylaws.

1.3 Articles. The term "Articles" shall mean the Articles of Incorporation of the Corporation filed with and accepted by the Secretary of State of the State of Missouri, and as thereafter amended.

1.4 Board. The term "Board" shall mean the Board of Directors of the Corporation.

1.5 Bylaws. The term "Bylaws" shall mean the bylaws of the Corporation except where reference is specifically made to the bylaws of another corporation, entity, or unit.

1.6 Code. The term "Code" shall mean the Internal Revenue Code of 1986, as amended, the regulations promulgated pursuant thereto, or the corresponding provision of any applicable future United States Internal Revenue Law or regulations.

1.7 Corporation. The term "Corporation" shall mean Health Care Foundation of Greater Kansas City, a Missouri non-profit, public benefit corporation.

1.8 Director. The term "Director" shall mean any member of the Board of Directors.

1.9 Kansas Service Area. The term "Kansas Service Area" shall mean the Counties of Johnson, Wyandotte, and Allen in the State of Kansas within which the Corporation is authorized to pursue the purposes set forth in its Articles.

1.10 Missouri Service Area. The term "Missouri Service Area" shall mean the City of Kansas City, Missouri, and the Counties of Jackson, Cass, and Lafayette in the State of Missouri within which the Corporation is authorized to pursue the purposes set forth in its Articles. The Missouri Service Area and the Kansas Service Area are sometimes collectively referred to herein the "Service Areas".

1.11 Person. The term "Person" shall mean an individual, a corporation, a partnership, a limited liability company, an association, a joint stock company, a joint venture, a trust, an unincorporated organization or any agency or subdivision thereof.

1.12 State. The term "State" shall mean the State of Missouri.

1.13 Supported Organizations. The term "Supported Organizations" shall mean the various governmental units and organizations described in Section 509(a)(1) and Section 509(a)(2) of the Code, that support, promote, or further HCF's public health mission as more specifically set forth in Article V of its Articles of Incorporation.

ARTICLE 2. OFFICES and AGENTS

2.1 Offices. The Corporation may have such corporate offices anywhere within the Missouri Service Area as the Board from time to time may determine or the business of the Corporation may require. The principal office of the Corporation may be fixed and so designated from time to time by the Board, but the location or residence of the Corporation in the State shall be deemed for all purposes to be in the county in which its registered office in the State is maintained.

2.2 Registered Office and Registered Agent. The location of the registered office and the name of the registered agent of the Corporation in the State of Missouri shall be such as determined from time to time by the Board and on file in the appropriate office of the State pursuant to applicable provisions of law. Unless otherwise permitted by law, the address of the registered office of the Corporation and the address of the business office of the registered agent shall be identical.

ARTICLE 3. MEMBER OF THE CORPORATION

3.1 Membership. The Corporation shall have no members.

ARTICLE 4. BOARD OF DIRECTORS

4.1 General Authority. Subject to the limitations imposed by the Act, the Articles and these Bylaws, the business and affairs of the Corporation shall be managed by the Board. The Board shall make appropriate delegations of authority to the officers of the Corporation.

4.2 Expenditure of Foundation Funds.

4.2.1 Investment and Expenditure of Corporation Resources. The Board will

be vested with the responsibility of investing and expending Corporation resources (collectively, the "Fund") for the purposes set forth in the Articles in the Service Areas for the specific needs identified by the initial and ongoing community needs assessment process. A programmatic expense that is intended to have an effect or benefit in either the Missouri Service Area or the Kansas Service Area is authorized notwithstanding that such expenditure will or may have a secondary or incidental effect outside these Service Areas. The Foundation may participate in funding regional, bi-state, or statewide efforts when they benefit the Service Area. In fulfilling that responsibility, the Board shall follow the guidelines set forth in the Investment Guidelines for Eleemosynary Funds of the Missouri Revised Statutes (Sections 402.130-.148, R.S.Mo.).

(1) In making investment decisions, the Board members shall, as required by Section 402.132, manage and invest the fund in good faith and with the care an ordinary prudent person in a like position would exercise under similar circumstances and shall consider, if relevant, the following factors:

- (a) General economic conditions;
- (b) The possible effect of inflation or deflation;
- (c) The expected tax consequences, if any, of investment decisions or strategies;
- (d) The role that each investment or course of action plays within the overall investment portfolio of the Fund;
- (e) The expected total return from the income and the appreciation of investments;
- (f) Other resources of the Corporation;
- (g) The needs of the Corporation and the Fund to make the distributions and to preserve capital; and
- (h) An asset's special relationship or special value, if any, to the

charitable purposes of the Corporation.

(2) In determining the amount of expenditures, the Board, on behalf of the Corporation, as required by Section 402.134, shall act in good faith and with the care that an ordinary prudent person in a like position would exercise under similar circumstances and shall consider, if relevant, the following factors:

- (a) The duration and preservation of the Fund;
- (b) The purposes of the Corporation and the Fund;
- (c) General economic conditions;
- (d) The possible effect of inflation or deflation;
- (e) The expected total return from income and the appreciation of investments of the Corporation;
- (f) Other resources of the Corporation; and
- (g) The investment policy of the Corporation.

4.3 Number of Directors and Residency Requirement. The Board will consist of 17 to 21 persons (i) at least 14 and no more than 18 of whom must be residents of the Missouri Service Area and (ii) at least 3 and no more than 7 of whom must be residents of the Kansas Service Area or be Kansas taxpayers, Kansas property owners, or Kansas business owners. These numbers are exclusive of the President of the Corporation and the Chair (or his or her designee) of the Appointing Charity, both of whom shall be *ex officio*, non-voting members of the Board. Each year, the Board must determine the size of the Board which is to be elected at the next annual meeting at a Board meeting occurring no later than July 31st of the year preceding the Board election.

4.4 Qualifications of Directors. It shall be a goal of the Appointing Charity in the nomination of the Directors and a goal of the Board in the election of the Directors that the resulting Board generally represent the gender, racial, cultural, geographic, socio-

economic, age, professional and ethnic diversity of the Missouri and Kansas Service Areas. In nominating and electing all Directors, consideration shall be given to ensuring that the Board collectively possess experience in all of the areas mentioned in 4.4.1 through 4.4.8 below. Each Director shall, prior to his or her election or nomination, possess the following qualifications:

4.4.1. Each Director must be at least eighteen years of age, and meet the residency requirements set forth above;

4.4.2. Each Director must have knowledge, expertise, education, or experience in one or more (and the Board as a whole must possess experience and expertise in each) of the following: provision of health care to individuals, promoting community wellness, asset management and investment strategy, philanthropic administration, delivery of health care services to the uninsured or underinsured, improving the quality of or access to health in the communities served by the Corporation, or public health;

4.4.3. Each Director will be expected to contribute perspective in one or more of the following areas: consumers of health care services for the uninsured and underinsured; access to health services for the uninsured and underinsured; health promotion and education in underserved communities; health care quality and outcome improvement; health care needs of communities, women, children, the elderly, disabled, low income, ethnic and cultural minorities; and health education or general issues of public health;

4.4.4. Each Director must have demonstrated core leadership attributes;

4.4.5. Each Director must have a recognized reputation for integrity and competence;

4.4.6. Each Director must have demonstrated an ability to understand and appreciate the role and responsibility of a public health care philanthropic foundation and the need to balance various constituency requirements;

4.4.7. Each Director must have demonstrated a personal interest in and concern for the public health and welfare of residents within the Missouri and Kansas Service Areas and a commitment to accomplishing the Corporation's overall mission, purposes and goals;

4.4.8. Each Director must have demonstrated an ability to devote the time necessary to fulfill Board responsibilities. On an annual basis, each Director must attend at least 60% of all board meetings and committee meetings for which the Director is a member. Participation via telephone constitutes attendance for these purposes. Failure to attend at least 60% of the combined board meetings and committee meetings for which the Director holds a seat on the committee in any one-year period will result in automatic removal of the Director at the first board meeting after which the Director's attendance falls below 60% unless the Board waives the attendance requirement after the Director demonstrates good cause for his or her failure to attend meetings.

4.5 Persons not Eligible to Serve as Directors. Public officials and persons serving on the Appointing Charity are not eligible to serve as Directors. For purposes of this exclusion, "public official" means any elected or appointed officer or employee who has policy making authority, other than those who serve without compensation, of any city, county, or state government or of the federal government. Appointing Charity members may be nominated for election to the Board but must resign from the Appointing Charity if so elected. Any Director who determines to run for election to public office must resign as a Board member upon filing documents declaring his or her candidacy.

4.6 Terms. Other than as provided in Sections 4.7, 4.8 and 4.10, all Director terms will be three years.

4.7 Term Limits. A Director may not serve more than two consecutive three-year terms, but he or she is eligible for reelection, as if he or she had never sat on the Board, after one year has passed from the end of any term. Where the Board elects a Director to fill a vacancy on the Board (as described in Section 4.8), and the unexpired term for the

seat being filled is less than two full years, the remaining term will not count as a full term for purposes of applying this term limitation.

4.8 Vacancies. Any vacancies occurring on the Board of Directors are to be filled by the Appointing Charity in accordance with the procedure set forth in this Section 4.8, electing from nominees provided to the Board by the Appointing Charity. The Appointing Charity shall nominate a pool of nominees equal in number to at least two, or such lesser number of nominees as the Board may determine from time to time, and not more than three times the number of vacancies to be filled. Should the Attorney General determine that the then current composition of the Board is not in compliance with the diversity and other qualification requirements of Section 4.4 above, the Attorney General may direct that the next set of nominations made by the Appointing Charity shall be made in slates of not more than three nor less than two directors for each vacancy to be filled. The Board shall designate from among the persons nominated by the CAC the persons who shall be elected to fill the vacancies occurring on the Board. The CAC shall promptly then elect the persons so designated by the Board to fill the vacancies occurring on the Board.

A member of the Board elected to fill a vacancy shall be elected for the unexpired term of such member's predecessor in office. Such successor shall serve for the balance of the predecessor's term and until such member's successor is elected and qualified, unless the member sooner dies, becomes disabled, resigns or is removed. Any member elected by reason of an increase in the number of members of the Board shall hold office until the next election of the class for which such member was chosen and until such member's successor is elected and qualified, unless the member sooner dies, becomes disabled, resigns or is removed. With respect to any vacancy on the Board occurring by reason of the death, resignation or removal of any Director, the Appointing Charity shall complete its recommendation for filling the seat process no later than the date requested by the Board, which date shall be no less than thirty (30) days after written notification of the vacancy has been delivered to the Chair of the Appointing Charity.

4.9 Educational Processes. The Board will have the affirmative obligation to design and maintain an educational process for all Board members and Appointing Charity members concerning their responsibilities to the Corporation and its purposes, the identified needs of its Service Areas, and the necessity of continually re-assessing those needs.

4.10 Resignations and Removal. Any member of the Board may resign from the Board at any time by giving written notice to the Chairman or, if the resigning member is the Chairman, to the President. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Chairman (or if the resigning member is the Chairman, then the President) shall provide the remaining members of the Board with immediate notification of the resignation. Any member of Board may be removed from such position at any time, but only for good cause, by vote of two-thirds (2/3) of the other members of the Board then in office. As is the case with any not-for-profit organization, the Attorney General may petition the Circuit Court of Cole County for the removal of any member of the Board and, upon a showing of good cause, shall be entitled to an order removing that Director. Good cause, as used in this sub-section, shall include without limitation any breach of fiduciary duty, dereliction of duty, or conviction of any felony whatsoever.

ARTICLE 5. MEETINGS

5.1 Annual Meetings. An annual meeting of the Board shall be held each Calendar year, on such date as designated by the Board by resolution or by written consent of the members of the Board, for the purposes of electing members of the Board and officers and for the transaction of such other business as may properly come before the meeting. The place of the annual meeting shall be within the Missouri Service Area.

5.2 Regular Meetings. The Board shall hold at least one regular meeting within each quarter of the calendar year. The Board, by resolution adopted by a majority of its

members, may prescribe the time and place for the holding of the annual and regular meetings of the Board and may provide that the adoption of such resolution shall constitute notice of such meetings. If the Board does not prescribe the time and place for the holding of the annual or regular meetings, such meetings shall be held at the time and place specified by the President in the notice of each such regular meeting. The place of each regular meeting shall be within the Missouri Service Area.

5.3 Special Meetings. Special meetings of the Board may be called by, or at the direction of, the Chairperson or the President, or shall be called by the President or Secretary upon written request of not less than seven members of the Board, to be held at such time and place and for the purpose as shall be designated in the notice of the meeting. The place of each special meeting shall be within the Missouri Service Area.

5.4 Notice, Waiver. Without reduction of the Corporation's obligation to give public notice of every meeting of the Board or its Committees, notice of the time and place of the annual and any regular or special meeting of the Board shall be delivered to each member of the Board and the Chairperson of the Appointing Charity at least two (2) days prior to such meeting. Acceptable delivery methods include, but are not limited to, U.S. mail, electronic mail, commercial delivery and facsimile delivery, and the effective date of such delivery shall be as provided in Section 13.8 of these Bylaws. Any member of the Board may waive notice of any meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board attends such meeting for the express purpose of objecting to the transaction of any business at the meeting because the meeting is not lawfully called or convened. The purpose or purposes of any annual or regular meeting of the Board need not be specified in the notice or waiver of notice of such meeting except as required by statute. If the meeting is a special meeting, the purpose or purposes of the meeting shall be specified in the notice or waiver of notice of such meeting.

5.5 Quorum. Except as otherwise provided by these Bylaws, the Articles or the Act, a majority of the voting members of the Board in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the voting members of the Board are present at such meeting, a majority of the members of the Board present may adjourn the meeting from time to time without further notice.

5.6 Manner of Acting.

5.6.1 Formal Action by Board. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall constitute the act of the Board, unless otherwise required by these Bylaws, the Articles of Incorporation, or the Act.

5.6.2 Informal Action by the Board. No action of the Board shall be valid unless taken at a meeting at which a quorum is present.

5.6.3 Telephonic, Internet and other Electronic Meetings and Voting. Members of the Board may participate in any meeting of the Board by means of a conference telephone, internet, or similar communications equipment by means of which all persons participating in such meeting (including members of the public in an open meeting pursuant to Article 1412 of these Bylaws) can communicate with each other by one or more means, unless otherwise prohibited by statute. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting for the purpose of the quorum requirement and voice/email/electronic votes, except for roll call votes. With respect to roll call votes, the Members attending by electronic means may indicate their vote electronically, but any decision reached without a quorum or required majority present in person, must be ratified at a subsequent Board meeting where both a quorum is present in person and the required majority of affirmative votes is present in person.

5.7 Compensation and Immunity of Members of the Board. Members of the Board or any committee with Board delegated powers serve in a voluntary capacity and, as such, shall not receive any compensation for their services as members of the Board or of

such committee, but may be reimbursed for reasonable expenses of attendance at meetings of the Board or the applicable committee and for reasonable expenses incurred by the Director for attendance at conferences or other events or programs pre-approved by the Chairperson or Vice-Chairperson. Any expenses incurred by someone traveling with a Director to a meeting or other Board-sanctioned event or program shall not be reimbursed. It is the intent of the Corporation that the members of the Board be immune from personal liability for any civil damages arising from acts performed in his or her official capacity, except for damages caused by such person's intentional, wanton or willful conduct, or gross negligence, as provided in Revised Missouri Statutes Section 537.117, as it may be amended from time to time.

ARTICLE 6. COMMITTEES

6.1 Standing and Special Committees. The Board may create such standing or special committees of two or more Directors, or other persons as permitted by Sections 6.1.3 and 6.1.4, as it deems desirable and may delegate to it such Board powers, duties and responsibilities, not inconsistent with law or these Bylaws, as may be stated in the resolution creating the committee. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office. All provisions of these Bylaws relating to meetings, notice, waiver of notice, and quorum and voting requirements shall apply to such committees and committee members.

The Board shall have the following Standing Committees:

6.1.1 Executive Committee. There shall be an Executive Committee of the Board which shall consist of the Chairperson, Vice Chairperson, Treasurer, Secretary, the Chairs of the Finance and Investment, Programs/Grants, Governance and Administration and Logistics Committees, up to two other at-large member of the Board, and the immediate past Chair of the Executive Committee, who shall be an ex officio, non-voting member of

the Executive Committee so long as he or she remains a member of the Board, all of whom (other than the past Chair) shall be elected by the Board for terms of one year. The Chairperson shall serve as the Chair of the Executive Committee. No member of the Executive Committee shall serve more than two consecutive one-year terms as Chair of the Executive Committee. The Executive Committee shall act on behalf of the Board and shall have all of the powers of the Board between meetings of the Board, except as provided in Section 6.3 below.

6.1.2 Audit Committee. There shall be an Audit Committee of the Board which shall consist of not less than three members of the Board, none of whom may be employed by, or be an officer of, the Corporation. The members of the Audit Committee shall be elected by the Board for terms of one year. The Board shall elect one of the members of the Audit Committee to serve as the Chair of the Audit Committee; provided, however, that no member of the Audit Committee shall serve more than two consecutive one-year terms as Chair of the Audit Committee. The Audit Committee shall recommend to the Board annually who shall be employed as the independent auditors of the Corporation, shall visit with such auditors, shall receive and review the annual audit and other reports of such auditors and shall perform such other duties as the Board may from time to time direct.

6.1.3 Finance and Investment Committee. There shall be a Finance and Investment Committee of the Board which shall consist of not less than three members of the Board. The members of the Finance and Investment Committee who are Directors shall be elected by the Board for terms of one year. The Board shall elect one of the members of the Finance and Investment Committee who is a Director to serve as the Chair of the Finance and Investment Committee; provided, however, that no member of the Finance and Investment Committee shall serve more than two consecutive one-year terms as Chair of the Finance and Investment Committee. In addition, the Chairperson of the Board may, with approval of the Board, appoint up to two prior members of the Board who are no longer Directors to serve as voting members of the Finance and Investment Committee for terms of one year, for up to three terms. These appointees will not be considered members of the Board and will only serve on the Finance and Investment Committee. The Finance and Investment Committee shall propose to the Board, for review and approval: 1) an annual

budget; 2) criteria, policies and procedures for the investment and protection of the investment assets of the Corporation; 3) determine permitted investments in accordance with such criteria, policies and procedures; and 4) perform such other duties as the Board may from time to time direct.

6.1.4 Program/Grants Committee. There shall be a Program/Grants Committee of the Board which shall consist of not less than three members of the Board. The members of the Program/Grants Committee who are Directors shall be elected by the Board for terms of one year. The Board shall elect one of the members of the Program/Grants Committee who is also a member of the Board to serve as the Chair of the Program/Grants Committee; provided, however, that no member of the Program/Grants Committee shall serve more than two consecutive one-year terms as Chair of the Program/Grants Committee. In addition, the Chairperson of the Board may, with approval of the Board, appoint up to two prior members of the Board who are no longer Directors to serve as voting members of the Program/Grants Committee for terms of one year, for up to three terms. These appointees will not be considered members of the Board and will only serve on the Program/Grants Committee. The Program/Grants Committee shall recommend to the Board what programs, grants and other expenditures should be made by the Corporation in furtherance of the Corporation's purposes and shall perform such other duties as the Board may from time to time direct.

6.1.5 Governance Committee. The Governance Committee shall consist of no fewer than three members of the Board. The Secretary of the Board shall be a member of the committee. The members of the Governance Committee shall be elected by the Board for terms of one year. The Board shall elect one of the members of the Governance Committee to serve as the Chair of the Governance Committee; provided, however that no member of the Governance Committee shall serve more than two consecutive one-year terms as the Chair of the Governance Committee. The primary responsibilities of this committee shall include periodic review of bylaws, propose nominations for board officers, recommendations regarding training for board members, and review of conflicts of interest.

6.2 Sub-committees. The committee chair for any Standing Committee specified in Section 6.1 shall have the power to appoint one or more sub-committees. The committee chair may delegate to it such powers, duties and responsibilities of the delegating Standing Committee, not inconsistent with the law or these Bylaws. Each sub-committee shall have no less than two members.

6.3 Special Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors and/or Officers of the Corporation, and the Chairman of the Board shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

6.4 Limitation on Powers of Committees. No committee or sub-committee of the Board shall have the power to: (a) elect or remove members of the Board; (b) fill vacancies occurring in the members of the Board; (c) adopt amendments to the Articles; (d) amend or repeal or adopt new Bylaws; (e) amend or repeal any resolution of the Board; (f) create any other committees of the Board or appoint the members of any such committee, except sub-committees as permitted by section 6.2 above; or (g) approve any merger, reorganization, voluntary dissolution or disposition of all or substantially all of the assets of the Corporation. The Board may not delegate any authority to a committee which, if exercised by the Board, would require a supermajority vote of the Board.

6.5 Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be held and governed in accordance with the provisions of these Bylaws concerning meetings and actions of the Board, with such changes in the content of those provisions as are necessary to substitute the committees and their members for the Board and its members. Minutes shall be kept of each meeting of each committee of the Board and shall be filed with the records and minutes of the Board.

ARTICLE 7. PERIODIC NEEDS ASSESSMENT OF THE COMMUNITY

The Board will periodically reassess health care needs of the Service Areas to guide it in its expenditures, and the Board will continue to focus its expenditures on assisting the medically indigent and underserved and related needs.

ARTICLE 8. OFFICERS

8.1 Officers. The officers of the Corporation shall be a Chairperson, Vice-Chairperson, President, Secretary and Treasurer. The Chairperson, Vice-Chairperson, Secretary and Treasurer must be members of the Board. One person may hold two or more offices, if permitted by the Act. The President shall not be a voting member of the Board, but shall serve as an ex officio, non-voting member of the Board. Some of the duties of certain offices are prescribed in the following sections. When the incumbent of an office other than the President is unable or unwilling to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the officer), the duties of the office shall, unless otherwise provided by the Board, be performed by the President or a person designated by the President. The Board may elect or authorize the appointment of, such other additional officers as the business of the Corporation may require, and each of whom shall have the title, hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time authorize or determine.

8.2 Appointment and Tenure. The Chairperson, Vice-Chairperson, Secretary and Treasurer of the Corporation shall be nominated by the Nominating Committee and elected by the Board at each regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and qualified, or until the officer's earlier death, disability, resignation or removal; provided

however that the Chairperson shall serve a term of no more than one (1) year and that no person may serve as the Chairperson for more than two such terms.

8.3 Resignations and Removal. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed from such office at any time, with or without cause, by a majority vote of the entire Board regardless of the number of Directors that are present at the meeting, without prejudice to the contract rights, if any, of the person so removed. Election of an officer shall not in itself create any contract rights.

8.4 Delegation of Authority to Hire, Discharge and Designate Duties. The Board shall delegate to the President, and in the absence of the President may delegate to the Chairperson of the Board, or other officer or executive employee of the Corporation, authority to hire, discharge and fix and modify the duties, salary, or other compensation of employees of the Corporation under their jurisdiction, and the Board may delegate to such officer or executive employee similar authority with respect to obtaining and retaining for the Corporation the services of attorneys, accountants and other experts.

8.5 Duties of the Officers of the Corporation.

8.5.1 Chairperson. The Chairperson shall preside over all meetings of the Board. The Chairperson shall have no authority to act outside of the meetings of the Board. The Chairperson shall exercise such other powers and perform such duties as are set forth from time to time by the Board, except as otherwise provided by these Bylaws, the Articles, and the laws of the State.

8.5.2 Vice-Chairperson. The Vice-Chairperson shall assist the Chairperson with his or her duties and shall carry out the duties of the Chairperson in his or her absence.

8.5.3 President. The President (sometimes also referred to as the “Chief Executive Officer” or “CEO”) shall, subject to the direction and supervision of the Board, (1)

also be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees, including authority to hire, discharge and fix and modify the duties, salary, or other compensation of employees of the Corporation under his/her jurisdiction, (2) be responsible for directing and administering the activities, departments, and programs of the Corporation, (3) see that all orders and resolutions of the Board are carried into effect, and (4) perform all other duties incident to the office of President and as from time to time may be assigned to the President by the Board. The President may execute all bonds, notes, debentures, mortgages and other contracts requiring a seal, under the seal of the Corporation, and may cause the seal to be affixed thereto, and all other instruments for and in the name of the Corporation. Unless the Board otherwise provides, the president, or any person designated in writing by the President may: (i) attend meetings of other corporations to represent the Corporation thereat and to vote or take action with respect to the shares of any such corporation owned by this Corporation in such manner as the President or the President's designee may determine; and (ii) execute and deliver waivers of notice and proxies for and in the name of the corporation with respect to any such shares owned by this Corporation. The President shall, unless the Board otherwise provides, be an ex-officio nonvoting member of all standing committees. The President shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board.

8.5.4 Secretary. The Secretary shall (1) attend and record the minutes of all meetings of the Board and provide for the retention of said minutes in the official minute book of the Corporation, (2) give or cause to be given notice of all special meetings of the Board, (3) be the custodian of the corporate records and seal, and (4) perform all other duties incident to the office of Secretary and as from time to time may be assigned to the Secretary by the Board and/or the President and Chief Executive Officer. Subject to the approval of the Board, the Secretary may delegate any duties to one or more assistants or others as may be deemed appropriate.

8.5.5 Treasurer. The Treasurer shall (1) be the principal financial officer of the Corporation, (2) keep an account of the financial transactions and condition of the Corporation, (3) be responsible for and have the custody of all of the funds, securities, evidences of indebtedness and other personal property of the Corporation, (4) provide a full and accurate accounting of all receipts and disbursements and books belonging to the Corporation, (5) deposit all monies and valuable assets in the name and credit of the Corporation into such depositories as may be designated by the Board, (6) render to the Board, whenever the Board shall require it, as well as at all regular meetings, an accounting of the financial transactions and condition of the Corporation, and (7) perform all other duties incident to the office of Treasurer and as from time to time may be assigned to the Treasurer by the Board and/or the President and Chief Executive Officer. Subject to the approval of the Board, the Treasurer may delegate any duties to one or more assistants or others as may be deemed appropriate.

8.6 Compensation. No officer who is also a voting member of the Board shall receive any compensation for services as an officer, but may be reimbursed for their reasonable and necessary expenses associated with their services as an officer. The compensation of other officers shall be as fixed from time to time by the Board. No payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under Section 4958 of the Code.

8.7 Surety Bonds. The Board may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

8.8 Duties of Officers May be Delegated. If any officer of the Corporation be absent or unable to act, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, some or all of the functions, duties, powers and

responsibilities of any officer to any other officer, or to any other agent or employee of the Corporation or other responsible person.

ARTICLE 9. CONFLICTS OF INTEREST

The Conflicts of Interest Policy of the Corporation as it may be amended from time to time is attached to these Bylaws as Exhibit A.

A conflict of interest exists with respect to an issue on which the Corporation may or must act when a Covered Person (such as a member of the Board of Directors) has or may have an actual or apparent Financial or Institutional Interest in the outcome of the matter (as those terms are defined in the Conflicts of Interest Policy). A conflict of interest transaction is not voidable if the transaction is not unfair to the Corporation at the time it is entered into or is approved.

(a) In advance by the Board of Directors or a committee of the Board if, in accordance with the Corporation's Conflict of Interest Policy:

(1) The material facts of the transaction and the Director's interest are disclosed or known to the Board or committee of the Board;

(2) Any Director disclosing a Financial and/or Institutional Interest abstains from Involvement (as defined in the Conflicts of Interest Policy) in the transaction; and

(3) The Directors approving the transaction in good faith reasonably believe that the transaction is not unfair to the Corporation; or

(b) Before or after it is consummated by obtaining the approval of the:

(1) Attorney General; or

(2) The circuit court in an action in which the Attorney General is joined as a party.

For the purposes of the above paragraph (a), a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the Directors on the Board, or on the committee, who have no direct or indirect Financial and/or Institutional Interest in the transaction, but a transaction may not be approved by a single Director. If a majority of the Directors on the Board who have no direct or indirect Financial and/or Institutional Interest in the transaction vote to approve the transaction, a quorum is deemed present for the purpose of the vote and action taken under this paragraph.

If the transaction is approved, the minutes of the meeting shall reflect the names of the persons who disclosed Financial or Institutional Interests; the nature of the such interests and whether the Board determined there was a conflict; the names of the persons present for discussion and votes relating to the transactions; the content of the discussions, including any alternatives to the proposed transaction; and a roll call of the vote.

ARTICLE 10. INDEMNIFICATION

10.1 Indemnity. The Corporation shall indemnify and hold harmless any member of the Board or officer of the Corporation, or former member of the Board or officer of the Corporation, who was or is a party to or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such Person is or was a member of the Board or officer of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a member, manager, Director, officer, or agent of another Person, against expenses (including reasonable attorneys' fees), losses, costs, damages, judgments, fines, and amounts paid in settlement actually and reasonably incurred by that Person in connection with such action, suit, or proceeding if the Person acted in good faith and in a manner the Person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect

to any criminal action or proceeding, had no reasonable cause to believe his/her/its conduct unlawful; provided, however, the Corporation will not be required to indemnify any Person in respect of any claim, issue, or matter as to which such Person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her/its duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the Person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Person did not act in good faith and in a manner which the Person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her/its conduct was unlawful.

10.2 Authorization by the Board. Any indemnification hereunder shall be made by the Corporation upon the occurrence of either one of the following: (a) authorization in the specific case upon a determination that indemnification of the Person is proper under the circumstances because the Person has met the applicable standard of conduct set forth in this Article 12; or (b) issuance of a final court judgment or order requiring indemnification or stating that it would be lawful in the specific case. The determination described in clause (a) of this Section 10.2 shall be made (i) by the Board by a majority vote of the members of the Board who were not parties to such action, suit, or proceeding, or (ii) if a quorum is not obtainable, or even if obtainable, and a majority of disinterested members of the Board so directs, by independent legal counsel in a written opinion.

10.3 Cooperation of Indemnitee. Any Person seeking indemnification pursuant to this Article 10 shall promptly notify the Corporation of any action, suit, or proceeding for which indemnification is sought and shall in all ways cooperate fully with the Corporation and its insurer, if any, in their efforts to determine whether or not indemnification is proper in the circumstances, given the applicable standard of conduct set forth in this Article 10.

Any Person seeking indemnification pursuant to this Article 10 other than with respect to (a) a criminal action, suit, or proceeding, or (b) an action, suit, or proceeding by or in the right of the Corporation, shall (i) allow the Corporation and/or its insurer the right to assume direction and control of the defense thereof, if they elect to do so, including the right to select or approve defense counsel, (ii) allow the Corporation and/or its insurer the right to settle such actions, suits, or proceedings at the sole discretion of the Corporation and/or its insurer, and (iii) cooperate fully with the Corporation and its insurer in defending against, and settling such actions, suits, or proceedings.

10.4 Advance of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding brought other than by the Corporation shall be paid by the Corporation in advance until the earlier to occur of (a) the final disposition of the action, suit, or proceeding in the specific case, or (b) a determination by the Board that indemnification is not proper under the circumstances because the applicable standard of conduct set forth in this Article 12 has not been met. Expenses incurred in defending a civil or criminal action, suit, or proceeding brought by the Corporation may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board in its sole discretion in the specific case. Any advance of expenses shall not commence until receipt by the Board of an undertaking by or on behalf of the individual seeking such advance to repay any advanced amount unless it shall ultimately be determined that he/she/it is entitled to be indemnified by the Corporation as authorized in this Article 10.

10.5 Non-Exclusivity. The indemnification provided by this Article 10 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Missouri Revised Statute Sections 537.117, 355.471. or 355.476., these Bylaws or any agreement, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office or position, and shall continue as to a Person who has ceased to be a member of the Board or officer of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such Person.

10.6 Insurance. The Corporation may purchase and maintain insurance on behalf of any Person who is or was a member of the Board, officer, employee, or agent of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a member, manager, director, officer, employee, or agent of another Person against any liability asserted against that Person and incurred by him/her/it in any such capacity, or arising out of his/her/its status as such, whether or not the Corporation would have the power to indemnify the Person against such liability under the provisions of the Act. The acquisition of insurance for any such Person under this Section 10.6 shall not give rise to or increase, as the case may be, the obligation of the Corporation to indemnify any Person.

10.7 Additional Indemnification. The Corporation may provide further indemnity, in addition to the indemnity provided by this Article 10 to any Person who is or was member of the Board or officer of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a member, manager, director, officer, or agent of another Person, provided that no such indemnity shall indemnify any Person from or on account of such Person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

10.8 Set-off. The Corporation's indemnity of any Person who is or was a member of the Board or officer of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a member, manager, director, officer, or agent of another Person, shall be reduced by any amounts such Person may collect as indemnification (a) under any policy of insurance purchased and maintained in his/her/its behalf by the Corporation, or (b) from another Person, or from insurance purchased by any of them.

10.9 Limitation. Nothing contained in this Article 10, or elsewhere in these Bylaws, will operate to indemnify a member of the Board or officer of the Corporation or any other Person if such indemnification is for any reason contrary to law.

ARTICLE 11. GRANTS ADMINISTRATION

11.1 Purpose of Grants. The Corporation shall have the power to make grants and contributions and to render other financial assistance to achieve the purpose set forth in the Articles.

11.2 Power to Make Grants. The President and Chief Executive Officer has the authority to make grants for amounts to be set at least yearly at the annual meeting by the Programs/Grants Committee. The Programs/Grants Committee may also set a different amount at any meeting of the Programs/Grants Committee. Any decision by the Programs/Grants Committee in which the Program/Grants Committee sets or changes the amount of such grants shall be submitted to the Board for approval at the next meeting of the Board. The updated list of grantees and the corresponding projects for all grants approved by the President and Chief Executive Officer will be presented to the Program/Grants Committee and Board at each meeting for notification and discussion. Grants in excess of the amounts for which the President and Chief Executive Officer has the authority to act without Board approval shall be made exclusively by the Board.

11.3 Refusal; Withdrawal. The Board, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of purposes expressed in the Articles.

11.4 Accounting Required. The Board shall require that grantees furnish a periodic accounting to show that the funds granted by the Corporation were expended for the purposes that were approved by the Board.

11.5 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation. The Corporation shall retain complete control and discretion over the use of all contributions, gifts, bequests and devises it receives. Contributions received by the Corporation from solicitations for specific grants shall be regarded as for the use of the Corporation and not for any particular organization or individual mentioned in the solicitation.

ARTICLE 12. PUBLIC ACCESS TO BOOKS AND RECORDS

It is the policy of the Corporation to subject itself to the provisions of Mo. Rev. Stat. Chapter 610, as amended, the regulations promulgated pursuant thereto, or the corresponding provision of any applicable future law or regulations related to the same subject matter (collectively, "Chapter 610") as though the Corporation were a public governmental body (as that term is defined in Chapter 610) insofar as they can be made applicable and are not otherwise inconsistent with the Corporation's Articles or these Bylaws; provided that no action of the Corporation can be invalidated for having failed to abide by the provisions of Chapter 610; provided further that neither the Corporation nor any of its Directors, officers, employees or agents shall be liable for any monetary damages or civil fines or other penalties for violation of Chapter 610; and provided further that, in addition to those matters listed in Chapter 610, the Corporation is authorized to close meetings, records and votes to the extent that they relate to (a) investment decisions or investments (including the purchase or sale of any properties or securities) made by the Corporation, (b) the processes of the Board and Appointing Charity in identifying qualified individuals to be nominated to fill Board vacancies and staff positions, and (c) the deliberative process relating to the Corporation's grant award activities. The Attorney General of the State of Missouri will have the exclusive authority to enforce this provision.

ARTICLE 13. MISCELLANEOUS

13.1 Contracts. To the extent of its authority, the Board may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

13.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, and all 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. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Secretary.

13.3 Deposits. All funds of the Corporation shall be deposited promptly to the credit of the Corporation in accounts maintained with such financial institutions, trust companies, or other depositories as the Board may from time to time determine.

13.4 Books and Records. The Corporation shall keep correct and complete books and records of account and the minutes of the proceedings of the Board; records shall be open to inspection by members of the Board at any reasonable time and the right to make such inspection shall include the right to make extracts.

13.5 Annual Financial Report. The Treasurer shall cause an annual financial report, certified by independent public accountants, to be submitted to the Board as soon as possible after the close of each fiscal year of the Corporation containing such information as shall be specified by the Board.

13.6 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

13.7 Seal. The Board may provide a corporate seal for use by the Corporation.

13.8 Notice.

13.8.1 Effective Date. Any notice required or permitted to be given pursuant to the provisions of the applicable laws of the State, the Articles or these Bylaws, shall be effective as of the date personally delivered; if sent via electronic mail, on the date the electronic mail is sent if the notice is sent to the last known electronic mail address for the recipient as shown in the records of the Corporation; if sent via facsimile transmission, on the date of transmission if confirmation is received; or, if sent by U.S. mail, on the date deposited with the United States Postal Service prepaid and addressed to the intended recipient at his or her last known address as shown in the records of the Corporation.

13.8.2 Waiver of Notice. Whenever any notice is required to be given pursuant to the provisions of the applicable laws of the State, the Articles or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

13.9 Loans to Officers, Staff and Board Members Prohibited. No loans shall be made by the Corporation to members of the Board, officers, or staff of the Corporation.

13.10 Revocation of Authorizations. No authorization, assignment, referral or delegation of authority by the Board to any committee, officer, or agent shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the Corporation. The Board shall retain the right to rescind any such authorization, assignment, referral, or delegation.

13.11 Policies. The Board may adopt, amend, or repeal policies (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its officers, agents, employees, and committees.

13.12 Vote by Presiding Officer. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member, be entitled to vote on the same basis as if not acting as presiding officer.

13.13 Articles and Other Headings. The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

ARTICLE 14. BYLAWS AND AMENDMENTS

14.1 Review. The Governance Committee or an appropriate sub-committee thereof shall perform a periodic comprehensive review of these Bylaws.

14.2 Proposed Amendments - Notice. Proposed amendments to these Bylaws must be submitted in writing to the members of the Board no less than thirty (30) days in advance of the meeting of the Board at which they will be considered for adoption.

14.3 Approval Required. These Bylaws may only be amended by a vote of at least two-thirds of the Directors then in office; provided, however, that no amendment to the Articles or Bylaws which alters or affects or relates to the applicability of the Sunshine Law or the composition or function of the Appointing Charity can be effective without the approval of the Attorney General. Notwithstanding anything in this paragraph to the contrary, at any time a majority of the Directors then in office may amend these Bylaws for the sole purpose of changing the name of the Corporation.

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***HEALTH CARE FOUNDATION
OF
GREATER KANSAS CITY***

Conflict of Interest Policy

I. Purpose

The Corporation (as defined below) serves a leading role in assessing, maintaining and enhancing the health of the communities it serves. To preserve and protect the integrity of the Corporation and its decisions, and to foster an open and trusting relationship between and among members of the Board (as defined below) and Corporation staff, this Policy requires employees, officers and Board members of the Corporation to maintain the highest standard of corporate ethics not only to avoid Conflicts of Interest (as defined below) in the Corporation's affairs, but also to avoid even the appearance of impropriety that undisclosed Conflicts of Interest can create.

II. General Policies

- A. Every Covered Person (as defined below) must file with the Secretary of the Corporation an Attestation and Statement of Personal Interests, which Attestation and Statement shall be maintained among the open records of the Corporation. In the event of disclosure of any Attestation and Statement to anyone other than another Covered Person, the Secretary may redact from the Attestation and Statement such information as he or she deems necessary to protect the legitimate privacy interests of the Covered Person provided that, in every event, sufficient material remains to disclose the general nature of the interests and the types of matters in which such interests may arise.
- B. All Covered Persons should maintain an awareness of the activities, business affairs, principal corporate policies, financial transactions, and contracts of the Corporation. Such an awareness includes a duty to make a reasonable inquiry if circumstances appear to warrant investigation.

- C. Except as otherwise set forth herein, no Covered Person may have any Involvement (as defined below) in any action by the Corporation with regard to which the Covered Person has a Conflict of Interest (as defined below).
- D. Where a Covered Person has or may have a Conflict of Interest with respect to a Corporate action, the Covered Person must disclose that Conflict of Interest at every relevant opportunity and that Covered Person's participation in the Corporate action must be limited as set forth below.

III. Definitions

- A. An "**Attestation and Statement of Personal Interests**" means a written disclosure (in such form as the Board shall require) stating that the Covered Person has received a copy of this Policy, has read and understands it, and agrees to be bound by it. The Attestation and Statement must also list every Financial and Institutional Interest of a Covered Person, and shall include a full disclosure of all material facts regarding a possible Conflict of Interest. An Attestation and Statement must be filed by every Covered Person every year, and must be amended promptly by the Covered Person whenever the information included or to be included therein undergoes a material change.
- B. "**Board**" or "**Board of Directors**" shall mean the Board of Directors of the Corporation.
- C. "**Confidential Information**" means any information of a confidential nature disclosed by the Corporation to a Covered Person or obtained by a Covered Person in the course of his or her service to the Corporation. "Confidential Information" does not include information which is or becomes generally available to the public, information that is obtained by a Covered Person through sources other than the Corporation, and information which is known by a Covered Person prior to his or her becoming a Covered Person.
- D. A "**Conflict of Interest**" exists with respect to an issue on which the Corporation may or must act when a Covered Person has or may have an actual or apparent Financial Interest or Institutional Interest in the outcome of that matter.
- E. "**Corporation**" means the Health Care Foundation of Greater Kansas City, a nonprofit public benefit corporation organized under the laws of the State of Missouri.
- F. "**Covered Person**" means every employee, officer, committee member or board member of the Corporation. For all purposes under this policy, a Covered Person's interests and relationships include not only his or her own, but also the interests and relationships of his or her father, mother, grandparents, siblings, spouses, parents-in-law, children, step-children, sons-in-law, daughters-in-law, grandchildren, or any of his, her, or their legal guardians.

- G. A **"Financial Interest"** exists with respect to a matter when the outcome of the matter may or will inure to the financial betterment or detriment (directly or indirectly) of a Covered Person. For example, a Covered Person has a Financial Interest with respect to a matter when the Covered Person is an employee or compensated consultant or advisor to an entity that has a Financial Interest in the outcome of the matter. For purposes of this definition, a Financial Interest does not exist merely because the outcome of the matter may affect a publicly traded corporation less than 5% of which is owned by the Covered Person.
- H. An **"Institutional Interest"** exists with respect to a matter when the outcome of the matter may or will impact (directly or indirectly) an organization with which the Interested Person has a relationship that is other than financial. For purposes of this definition, a "relationship other than financial" exists when the Covered Person is an uncompensated consultant, officer, committee member, or board member of an organization. Such a relationship also exists when the Covered Person has any other course of dealing with the organization such that the person is likely to consider, or is likely to be perceived to consider, the interests of the organization as his or her own. For example, such a relationship can arise when a Covered Person, though not an employee, officer or director of an organization, held such a position in the past, or is a long-term donor or volunteer with the organization.
- I. **"Interested Person"** means a Covered Person who has a Conflict of Interest.
- J. **"Involvement"** with respect to a matter means approving, voting on, analyzing, preparing or making recommendations regarding, preparing or making formal presentations regarding, attending any portion of a meeting regarding, participating in any informal discussions with other Covered Persons regarding, or seeking to influence or persuade (in or out of any meeting) any other Covered Person with respect to, that matter.
- K. **"Supervisor"** means the executive or other employee to whom a Covered Person reports directly and, in the case of the President, the Chairperson of the Board.

IV. Procurement

The Corporation may not purchase goods or services from any entity in which any Covered Person as a result of such transaction will or may have a Conflict of Interest unless such goods or services are purchased as a result of a competitive bidding process, in which case the Interested Person must disclose his or her Financial and/or Institutional Interest, ensure that his or her disclosure is reflected in the minutes, and must abstain from any Involvement in the matter. The Corporation should not select a vendor with

respect to which a Conflict of Interest exists or may exist unless that vendor has submitted, clearly and objectively, the best bid, as determined in accordance with the factors set forth below.

In determining the “best bid” as required above, the Board or committee making such determination shall, prior to entering into such transaction, consider whether a more advantageous transaction or arrangement is reasonably attainable under circumstances that would not give rise to a Conflict of Interest, and the Board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in the Corporation's best interest and for its own benefit, whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

V. Employment

Members of the Board or any of its committees or the Appointing Charity, or members of their immediate families as described in the definition of Covered Persons above, may not be employed by the Corporation.

VI. Compensation

- A. Members of the Board or any of its committees or the Appointing Charity may not be compensated in any way for their services to the Corporation.
- B. The Board may not delegate responsibility for establishing, reviewing, and revising the compensation of Corporation executives. This policy does not prohibit the use of a committee to make recommendations to the Board in this regard, but the Board as a whole - and each individual director - acknowledges its and their non-delegable responsibility for these decisions.

VII. Gifts, loans, and reimbursement of expenses

- A. Other than items of nominal value, Covered Persons may not accept or give gifts, gratuities, loans or favors of any kind from or to any entity receiving or seeking a grant from, or otherwise doing or seeking to do business with, the Corporation, and must report solicitations for the same to the Chairperson of the Board.
- B. Covered Persons whose service to the Corporation requires out-of-town travel may be reimbursed only their actual, reasonable and necessary expenses, which shall not include expenses associated with others traveling with the Covered Person.

VIII. Confidential Information

Each Covered Person with access to Confidential Information regarding the

Corporation or the Corporation's business is expected to hold such Confidential Information in confidence and to refrain from either using such information for personal gain or disclosing it unnecessarily outside the scope of such Covered Person's duties with respect to the Corporation.

IX. Grantmaking matters

- A. Upon the receipt by the Corporation of a grant proposal from any person or entity seeking a grant from the Corporation (each, a "Proposal"), the President of the Corporation or his designee shall review all Attestations and Statements of Personal Interests to determine if an actual or apparent Conflict of Interest exists with respect to such Proposal and any Covered Person. The Involvement of any Covered Person who is determined to have a Conflict of Interest shall thereafter be restricted as set forth below.
- B. Notwithstanding sub-section A above, Covered Persons who have or may have a Conflict of Interest with respect to any grant application, grantee performance review, or other matter involving expenditure of Corporation funds on programmatic matters (collectively, a "Grantmaking Matter"), have a affirmative duty to disclose such Conflict of Interest orally at the earliest opportunity in any meeting following the receipt of a Proposal relating thereto, whether or not a decision or action with respect to such matter is expected, and take responsibility for ensuring that such disclosure is included in the minutes. In the event that a Covered Person is an employee or the President has or may have a Conflict of Interest with respect to a Grantmaking Matter, he or she shall promptly inform his or her Supervisor and refrain from further Involvement as set forth below.
- C. An Interested Person with respect to a Grantmaking Matter may not have any Involvement with respect to such Grantmaking Matter, commencing upon the Corporation's receipt of a Proposal relating thereto. An Interested Person who finds himself or herself in an informal discussion with any other Covered Person in which the matter comes up must disclose his or her interest and absent himself or herself from discussion.
- D. In the event of a possible Conflict of Interest with respect to a Covered Person, such Conflict of Interest, the facts and circumstances relevant to such Conflict of Interest, including the nature and extent of the Financial and/or Institutional Interest giving rise thereto, shall be reviewed by the disinterested members of the Executive Committee of the Corporation. In conducting such review, the Executive Committee may consult with legal counsel and such other authorities as may be necessary or desirable, and may request any additional information as may be deemed relevant. Upon a determination that a Conflict of Interest with respect to any Covered Person exists in a Grantmaking Matter, such Covered Person shall thereafter be deemed an "Interested Person" and shall have no Involvement

with respect to such Grantmaking Matter. A Covered Person who is the subject of review as set forth in this sub-section D may not seek to influence or persuade the members of the Executive Committee conducting such review, and shall have no Involvement with respect to the relevant Grantmaking Matter unless and until such Covered Person is affirmatively determined not to have a Conflict of Interest.

X. Enforcement and Remedies

- A. Any Covered Person who has reason to believe that another Covered Person has violated any aspect of this policy shall inform the chairperson of the Executive Committee or his designee. The person to whom such a report is made should inform the suspected violator of the basis for the report and afford the suspected violator an opportunity to explain. The Executive Committee shall then make a determination of whether a violation has occurred and the appropriate remedy, and shall inform the person making the report of all steps taken concerning the matter.
- B. Appropriate remedies for violators who are executives or other employees of the Corporation may include termination regardless of whether the violator's contract of employment expressly so provides.
- C. A material violation by a Board member or committee member who is not a Board member will constitute good cause for removal from the Board or committee pursuant to the Bylaws or by legal action pursuant to Section 355.356, RSMo. Any vote on a matter by a Board member or committee member taken prior to the discovery of such Board or committee member's violation of this policy may be voided at the discretion of the majority of the disinterested members of Executive Committee.
- D. Where the circumstances of a violation do not merit termination or removal, appropriate remedies may include additional training for the violator or any other manner of redress or cure deemed appropriate by the Executive Committee.
- E. This Policy is intended for the purposes set forth above and is solely for the benefit of the Corporation. This Policy does not create, and should not be construed by any person or court to create, enforceable rights on the part of any grant applicant or recipient, actual or prospective vendor, employee, or any other person or entity, and no such person or entity shall be entitled to enforce or rely on this Policy for any purpose whatsoever.