

***SEVENTH AMENDED
AND RESTATED BYLAWS***

OF

***Health Care Foundation
of
Greater Kansas City
dba, The Health Forward Foundation
Approved December 1, 2022***

(a Missouri public benefit corporation)

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BYLAWS
OF
HEALTH CARE FOUNDATION OF GREATER KANSAS CITY
dba, THE HEALTH FORWARD FOUNDATION**

(a Missouri public benefit 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 Act, as amended (Missouri Revised Statutes §§ 355.001 et seq.), or successor provisions.

1.2 Appointing Charity. The term "Appointing Charity" means the Community Advisory Council, a Missouri public benefit corporation formed on April 14, 2010. The Appointing Charity may sometimes be referred to as the "Community Advisory Council" or the "CAC." As a Supported Organization of the Corporation, the Appointing Charity is given the 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, dba The Health Forward Foundation, a Missouri 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.

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 Service Areas. The term "Service Areas" shall mean herein the Missouri Service Area and the Kansas Service Area collectively.

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

1.14 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 the Corporation's public health mission as more specifically set forth in Article V of the Articles.

ARTICLE 2. OFFICES and AGENTS

2.1 Offices. The Corporation may have such corporate offices anywhere within the Service Areas as the Board from time to time may determine or the business of the Corporation may require. The principal office of the Corporation, which shall be in the State, may be fixed and so designated from time to time by the Board. may be fixed and so designated from time to time by the Board

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.

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, Articles, and 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 Corporation may participate in funding regional, bi-state, or statewide efforts when they benefit the Service Areas. In fulfilling that responsibility, the Board shall follow the applicable requirements and guidelines set forth in the Missouri Revised Statutes (Sections 402.130-.148, R.S.Mo.).

4.3 Number of Directors, Residency Requirement, and Racial/Ethnic Diversity. The Board will consist of 17 to 21 persons with a balanced residency representation of the Missouri and Kansas Service Areas, at least 51% of whom must be people of color. These numbers are exclusive of the President of the Corporation and the Chair of the Appointing Charity, both of whom shall be *ex officio*, nonvoting members of the Board. Each year, the Board must determine the size of the Board which is to be elected by the Appointing Charity. The Board shall designate from among the people nominated by the Appointing Charity the people who shall be elected as new members of the Board and for the transaction of such other business as may properly come before the meeting.

4.4 Qualifications of Directors. It shall be a goal of the Appointing Charity in the nomination and the election of the Directors and a goal of the Board in the designation 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, designating, and electing all Directors, consideration shall be given to ensuring that the Board collectively possesses experience in all the areas mentioned in 4.4.1 through 4.4.5 below. Each Director shall, prior to election or nomination, possess the following qualifications:

4.4.1 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: promoting community wellness, institutional asset management and investment management, finance, philanthropic administration, delivery of health care services, improving the health of the communities of focus served by the Corporation, public health, and the practice of diversity, equity, inclusion and antiracism;

4.4.2. Each Director must be at least eighteen years of age, meet the residency requirements set forth above and must have demonstrated core leadership attributes;

4.4.3. Each Director must have a recognized reputation for integrity and competence, and have demonstrated an ability to understand and appreciate the role and responsibility of a philanthropic health foundation and the need to balance various constituency requirements;

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

4.4.5. Each Director must demonstrate an ability to devote the time necessary to fulfill Board responsibilities by attending at least 60% of all board meetings and committee meetings on an annual basis. Participation in accordance with Section 5.6.3 constitutes attendance for these purposes. Failure to meet the attendance expectation may result in the removal of the Director by an affirmative vote of a majority of the Directors then in office. Further guidance regarding the resignation and removal of a Director is addressed in Article 4.8.

4.5 Persons not Eligible to Serve as Directors. Public officials and persons serving on the Board of Directors of the Appointing Charity are not eligible to serve as Directors. For purposes of this exclusion, "public official" means any elected or appointed officer who receives compensation for policy making in any city, county, state, or federal government. Members of the Board of Directors of the Appointing Charity may be elected to the Board but must resign from the Board of Directors of 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. All Director terms will be three years except as provided in Sections 4.6, 4.7 and 4.8.

4.6.1 Term Limits. A Director may not serve more than two consecutive three-year terms, unless the Director fills a vacancy of another Director's unfulfilled term. In this case, years served in filling a vacancy at the beginning or end of years of service will not count toward the term limit of two consecutive three-year terms.

4.6.2 Re-election for Second Term. The Board, in counsel with the President, will designate Directors for re-election to the Appointing Charity for the second three-year term. The Appointing Charity will vote to re-elect the candidates designated by the Board.

4.7 Vacancies. For vacancies resulting from resignations, removal, or death, unexpired Board terms may be filled or remain unfilled. The Board, in counsel with the President, may fill the vacancy:

(a) by the designation of a current Director who is scheduled to term out at the end of the current year. If the Board determines to fill a vacancy by designation of a current Director, thereby extending the current Board member's term, the Appointing Charity must elect the designee. Elections involving a current Director shall be made only once per individual.

(b) through nomination and election of candidates by the Appointing Charity, including candidates previously nominated within the past two years whom, should the Board choose, be presented for election outside of the Board's annual meeting.

The Appointing Charity must elect all Directors. The Appointing Charity shall nominate one nominee per vacancy and not more than two times the number of vacancies to be filled. The Board shall designate from among the people nominated by the Appointing Charity the people who shall be elected to fill the vacancies occurring on the Board. The Appointing Charity shall promptly then elect the people designated by the Board to fill the vacancies occurring on the Board.

4.7.1 Board Composition. 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 nominees for each vacancy to be filled.

4.8 Resignations and Removal. Any member of the Board may resign from the Board at any time by giving written notice to the Board Chair or, if the resigning member is the Board Chair, 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 Board Chair (or if the resigning member is the Board Chair, then the President) shall provide the remaining members of the Board with immediate notification of the resignation. Any member of the Board may be removed from such position at any time and such removal shall constitute automatic removal from any Officer

position held by the person. Consideration for removal of a Board member is the responsibility of the Governance Committee. By recommendation of the Governance Committee, the Board must vote to recommend removal to the Appointing Charity by a vote of two-thirds (2/3) of the other members of the Board 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 in accordance with the Act.

ARTICLE 5. MEETINGS

5.1 Annual Meetings. An annual meeting of the Board shall be held each calendar year, on a date designated by the Board by resolution or by written consent of the members of the Board. The Board shall designate from among the people nominated by the Appointing Charity the people who shall be elected as new members of the Board 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 Service Areas.

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 Board Chair or the President, in the notice of each such regular meeting. The place of each regular meeting shall be within the Service Areas.

5.3 Special Meetings. Special meetings of the Board may be called by, or at the direction of, the Board Chair or the President, or shall be called by the 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 Service Areas.

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 meetings of the Board shall be delivered to each Director 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 Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends such meeting for the express purpose of objecting, upon

arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act or these Bylaws, to the lack of notice and does not vote or assent to the objected-to action. The purpose or purposes of any annual or regular meetings of the Board need not be specified in the notice or waiver of notice of such meeting except as required by the Act. 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 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. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, without prior notice and without a vote if all members of the Board consent to such action in writing.

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 or by written consent.

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 virtual meeting, or similar communications equipment by means of which all persons participating in such meeting, including members of the public in an open meeting, can communicate with each other by one or more means, unless otherwise prohibited by the Act. 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.

5.7 Compensation 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.

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, which shall have the power to evaluate and amend their Committees composition, responsibilities, and frequency of meetings, by charter, from time to time, provided amendments to Committee charters are approved by the Board:

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 immediate Past Board Chair, all Committee Chairs, except for the Audit Committee Chair as described in 6.1.2. The Executive Committee may also designate two at-large members of the Board, all of whom shall be elected by the Board for terms of one year. If the immediate past Board Chair/Executive Committee Chair has reached their term limit, then the individual may be designated by the Board and elected by the Appointing Charity as a voting member of the Board of Directors for a term of one year. In such case, the Immediate Past Board Chair shall be included in the 17-21 voting members of the Board. The Board Chair 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 the powers of the Board between meetings of the Board, except as provided in Section 6.3 below. Additionally, the Executive Committee, through the leadership of the Board Chair, shall annually review and evaluate, in writing, the President/CEO's performance goals and conduct a performance assessment.

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 Board shall elect a Director to serve as the Chair of the Audit Committee, provided however, that no Director 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. To foster objectivity and appropriate separation, the Chair of the Audit Committee shall not be a member of the Executive Committee.

6.1.3 Finance and Investment Committee. There shall be a Finance and Investment (F&I) Committee of the Board which shall consist of not less than three members of the Board. The Board shall elect a Director to serve as the Chair of the Finance and Investment Committee, provided however, that no Director shall serve more than two consecutive one-year terms as Chair of the F&I Committee. The F&I Committee shall propose to the Board, for review and approval: 1) an annual budget; 2) an Investment Policy Statement that outlines the criteria, policies and procedures for the investment, protection and growth of the assets of the Corporation; 3) determine and approve community capital investments, in collaboration with the Impact Committee, provided such exceeds President/CEO approval authority; and 4) perform such other duties as the Board may from time to time direct.

6.1.4 Impact Committee. There shall be an Impact Committee of the Board which shall consist of not less than three members of the Board. The Board shall elect a Director to serve as the Chair of the Impact Committee, provided however, that no Director shall serve more than two consecutive one-year terms as Chair of the Impact Committee.

Annually, the Impact Committee shall review and approve the grantmaking and capital deployment authority of the President. The Impact Committee shall receive grantmaking recommendations from the President, or from staff of the Corporation on behalf of the President and recommend approval of such grants and other expenditures made by the Corporation in furtherance of the Corporation's purposes, provided such exceeds the approval authority of the President. The Impact Committee shall also perform other duties and hold additional responsibility 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 Corporation shall be a member of the Committee. The Board shall elect a Director to serve as the Chair of the Governance Committee, provided however, that no Director shall serve more than two consecutive one-year terms as Chair of the Governance Committee.

The primary responsibilities of this committee shall include periodic review of these Bylaws, propose nominations for Officers, recommend educational processes and training for Board members to increase Board effectiveness, develop and make recommendations for policies on issues related to Director service and policies that reflect best practices for overall good governance. The Committee shall also evaluate the Board's current composition and identify the current and future needs of the Corporation to ensure the Board has the necessary diversity, perspectives, experience, skills, maturity and judgment to effectively pursue the Board's duties in governance and policymaking and regularly review a conflict-of-interest policy.

The Committee shall meet as determined each year based on need, but at a minimum of at least once per year. In the event a Board member's conduct or behavior necessitates removal, the Governance Committee is responsible to deliberate, make a formal recommendation for removal of the Director to the Board in accordance with section 4.8, and liaise with the Chair of the Appointing Charity to facilitate information sharing necessary for the Appointing Charity's vote.

6.2 Sub-committees. The committee chair for any Standing Committee specified in Section 6.1, in consultation with the Board Chair, 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, who must be Directors.

6.2.1 Compensation Sub-Committee. The Compensation Sub-Committee shall be a subcommittee of the Executive Committee, consisting of the Officers of the Corporation and chaired by the Board Chair/Executive Committee Chair. The Board Chair may appoint one additional Director with compensation expertise. The Compensation Subcommittee shall assist the Executive Committee in discharging its responsibility with respect to the Corporation's executive compensation program and philosophy, and specifically, the compensation of the Corporation's President. The President shall set the compensation of executive staff in alignment with the Corporation's executive compensation program. The Compensation Subcommittee shall, if needed, provide input to the Finance and Investment Committee concerning considerations for the Corporation's spending policy to achieve executive compensation program goals. The Subcommittee shall meet as determined each year based on need, but at a minimum of at least once per year.

6.3 Special Committees. Other committees, not having and exercising the authority of the Board 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 Board Chair 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 Limitations 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 on the Board; (c) adopt amendments to the Articles; (d) amend, 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 two-thirds vote of the Directors then in office.

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, through the leadership of the President, will periodically reassess the health needs of the Service Areas to guide it in its expenditures. The Board will continue to focus its expenditures on the purpose and mission of the Corporation.

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. 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 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 Governance 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 Board Chair shall serve a term of no more than one year and that no person may serve as the Board Chair 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. The resignation and removal of a Director is addressed in Article 4.8.

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 Board Chair, or other elected 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 officer similar authority with respect to obtaining and retaining for the Corporation the services of attorneys, accountants and other experts.

The President may designate or cause to be designated one or more employees of the Corporation as Vice Presidents, including Senior Executive Vice Presidents, Executive Vice Presidents, and Senior Vice Presidents, or other similar titles intended to denote the seniority or areas of special competence or responsibility of the employee (Executive Officers), but which could be construed to suggest or imply that the employee is an elected officer of the Corporation. Executive Officers will not be considered Officers of the Corporation for any purposes unless also elected by the Board. Any reference to the officers of the Corporation in these Bylaws or otherwise to the officers of the Corporation will refer exclusively to the individuals elected by the Board pursuant to these Bylaws and the Articles.

8.5 Duties of the Officers of the Corporation.

8.5.1 Chairperson. The Chairperson (or Board Chair) 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 Act.

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 the individual’s 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 in the ordinary course of the business 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 or other entities to represent the Corporation thereat and to vote or take action with respect to the shares, membership or other voting interest held by the Corporation in any such corporation or other entity 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 ex-officio, non-voting 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 or cause the minutes to be recorded for all meetings of the Board and provide for the retention of said minutes in the official records 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. 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. Subject to the approval of the Board, the Treasurer may delegate any duties to the Chief Financial Officer, or 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, agent or employee of the Corporation, or responsible person.

ARTICLE 9. BOARD POLICIES

Directors shall abide by policies adopted by the Board from time to time, including without limitation, policies relating to conflicts of interest, confidentiality, business conduct and ethics, health and safety, and whistleblowers.

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 of the individual to believe the 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 the individual's 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 the individual's 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 10; 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 Directors 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 Directors 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 the individual elects 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 10 has not been met. Expenses incurred in defending a civil or criminal action, suit, or proceeding brought by the Corporation shall 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 individual 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 the individual in any such capacity, or arising out of the individual's 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 the individual's 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. Annually, the Impact Committee shall review and recommend to the Board the grantmaking and capital deployment authority of the President. The President has the authority to make grants for amounts to be approved annually by the Board. The Impact Committee may also set a different amount at any meeting of the Impact Committee.

The Board shall receive grantmaking recommendations from the President, or from staff of the Corporation on behalf of the President and approve such grants and other expenditures made by the Corporation in furtherance of the Corporation's purposes, provided such exceeds the approval authority of the President. An updated list of grantees and the corresponding projects for all grants approved by the President will be presented to the Impact Committee and Board at each meeting for notification and discussion. Grants in excess of the amounts for which the President has the authority to act without Board approval shall be made by the Board, unless the board determines to delegate this authority from time to time.

11.3 Refusal; Withdrawal. The Impact Committee, 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 Impact Committee, 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 depositaries 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 Act, 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 the individual's 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 Act, 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 (excluding advancement of expenses pursuant to Section 10.4) 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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BYLAWS - Exhibit A

**HEALTH CARE FOUNDATION
OF
GREATER KANSAS CITY
dba THE HEALTH FORWARD FOUNDATION**

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 Directors 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 deemed 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, understands, 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 Forward Foundation, a 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 the individual,

but also the interests and relationships of the individual's father, mother, grandparents, siblings, spouses, parents-in-law, children, step-children, sons-in-law, daughters-in-law, grandchildren, or 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 the individual's 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 Board Chair.

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 the

individual's Financial and/or Institutional Interest, ensure that the individual's 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 Board Chair.

- 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, the individual shall promptly inform the individual's 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 themselves in an informal discussion with any other Covered Person in which the matter comes up must disclose the individual's interest and absent themselves 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 the individual's 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 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.