

**SECOND AMENDED
AND RESTATED BYLAWS
of
THE COMMUNITY ADVISORY COUNCIL
of
Health Care Foundation
of
Greater Kansas City
dba, The Health Forward Foundation
Approved November 2, 2023**

(a Missouri public benefit corporation)

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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," "the 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 Community Advisory Council 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, unless where otherwise specified.

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 Officer. The term "Officer" shall be defined as a CAC Council member nominated and appointed to the position by the Health Forward President and CAC.

1.12 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.

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

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

1.15 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.

1.16 Appointing Authority. The term "Appointing Authority" means any person serving as a mayor or lead county official having the power by delegated authority to appoint individuals to serve as county or civic representatives on the Community Advisory Council.

1.17 CAC Director. The term "CAC Director" shall mean any member of the Community Advisory Council.

ARTICLE 2. COMMUNITY ADVISORY COUNCIL

2.1 Appointing Authority. At the expiration of the term of each initial CAC Director, the following individuals ("the Appointing Authorities") shall have the right to appoint individuals to fill the stated number of seats on the Council:

Mayor of Kansas City shall appoint individuals to fill eight seats;

Mayor of Independence shall appoint individuals to fill three seats;

Chair of Johnson County, Kansas Commission shall appoint individuals to fill three seats;

Mayor of Lee' s Summit shall appoint individuals to fill two seats;

Jackson County, Missouri Executive shall appoint individuals to fill three seats;

Mayor of Lexington shall appoint an individual to fill one seat;

Mayor of Belton shall appoint an individual to fill one seat;

Mayor of Harrisonville shall appoint an individual to fill one seat;

Mayor of Iola shall appoint an individual to fill one seat; and

Mayor of Kansas City, Kansas/Wyandotte County Unified Government shall appoint an individual to fill one seat.

2.2 Persons not Eligible to Serve as CAC Directors. Public officials and persons serving on the Board of Directors of the Corporation are not eligible to serve as CAC 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 Community Advisory Council may be elected to the Board of Directors but must resign from the Council if so elected. Members of the Community Advisory Council need to reside or work in the jurisdiction of the Appointing Authority. Any CAC Director who determines to run for election to public office must resign as a Council member upon filing documents declaring his or her candidacy.

2.3 Terms. All CAC Director terms will be three years except as provided in Sections 2.4, 2.5, and 2.6.

2.3.1 Term Limits. A CAC Director may not serve more than two consecutive three-year terms unless the CAC Director fills a vacancy of another CAC 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.

2.3.2 Re-election for Second Term. The Council, in counsel with the President, will designate CAC 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 Council.

2.4 Vacancies. For vacancies resulting from resignations, removal, or death, unexpired Council terms may be filled through appointment of the Appointing Authority or remain unfilled.

2.5 Duties. The Appointing Charity must elect all Board 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.

2.6 Resignations and Removal. Any member of the Council may resign from the Council at any time by giving written notice to the CAC Chair or, if the resigning member is the CAC 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 CAC Chair (or if the resigning member is the CAC Chair, then the President) shall provide the remaining members of the Council with immediate notification of the resignation.

ARTICLE 3. MEETINGS

3.1 Regular Meetings. The CAC shall hold at least one regular meeting within each quarter of the calendar year. The CAC, by resolution adopted by a majority of its members, may prescribe the time and place for the holding of the regular meetings of the Council and may provide that the adoption of such resolution shall constitute notice of such meetings. If the CAC does not prescribe the time and place for the holding of the regular meetings, such meetings shall be held at the time and place specified by the CAC Chair, in the notice of each such regular meeting. The place of each regular meeting shall be within the Service Areas.

3.2 Special Meetings. Special meetings of the CAC may be called by, or at the direction of, the CAC Chair, or shall be called by the Secretary upon written request of not less than 15% of the total CAC membership, 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.

3.3 Notice, Waiver. Without reduction of the Corporation's obligation to give public notice of every meeting of the Council or its Committees, notice of the time and place of any regular or special meetings of the Council shall be delivered to each CAC 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. Any CAC Director may waive notice of any meeting. The attendance of a CAC Director at any meeting shall constitute a waiver of notice of such meeting, except where a CAC 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 regular meeting of the CAC 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.

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

3.5 Manner of Acting.

3.5.1 Formal Action by CAC. 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 CAC consent to such action in writing.

3.5.2 Informal Action by the CAC. No action of the CAC shall be valid unless taken at a meeting at which a quorum is present or by written consent.

3.5.3 Telephonic, Internet and other Electronic Meetings and Voting. Members of the CAC 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.

3.6 Compensation Members of the CAC. Members of the CAC or any committee with Council delegated powers serve in a voluntary capacity and, as such, shall not receive any compensation for their services as members of the CAC or of such committee, but may be reimbursed for reasonable expenses of attendance at meetings of the CAC or the applicable committee and for reasonable expenses incurred by the CAC Director for attendance at conferences or other events or programs pre-approved by the Chairperson. Any expenses incurred by someone traveling with a CAC Director to a meeting or other Council-sanctioned event or program shall not be reimbursed.

ARTICLE 4. COMMITTEES

4.1 Standing and Special Committees. The CAC may create such standing or special committees of two or more CAC Directors, or other persons as it deems desirable and may delegate to it such CAC 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 CAC Directors in office when the action is taken. 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 Standing Committees of the CAC are a Nominating Committee, a Community Input Committee, and a Review Committee.

4.1.1 Nominating Committee. There shall be a Nominating Committee which shall consist of not less than 15% of the total membership of the Council. The members of the Nominating Committee shall be elected by the CAC for a term of one year. The CAC shall elect one of the members of the Nominating Committee who is also a member of the Council to serve as the Chair of the Nominating Committee; provided, however, that no member of the Nominating Committee shall serve more than two consecutive one-year terms as Chair of the Nominating Committee. The Nominating Committee shall propose to the Board nominations for officers of the Corporation. The Nominating Committee shall also propose to the Board nominations for the Board of Directors of HFF. It shall be a goal of The Community Advisory Council and the Board that the HFF Board Directors 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 HFF Board Directors, consideration shall be given to ensuring that the HFF Board of Directors collectively

possess experience in all of the areas mentioned in 4.1.1.1 through 4.1.1.8 below. Each HFF Director shall, prior to his or her election or nomination, possess the following qualifications:

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

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

4.1.1.3 Each HFF 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 care services for the uninsured and underinsured; health promotion and education in underserved communities; health care quality and outcome improvement; health care needs of women, children, the elderly, low income, ethnic and cultural minorities; and health education or general issues of public health;

4.1.1.4 Each HFF Director must have demonstrated core leadership attributes;

4.1.1.5 Each HFF Director must have a recognized reputation for integrity and competence;

4.1.1.6 Each HFF 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;

4.1.1.7 Each HFF 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 HFF' s overall mission, purposes and goals; and

4.1.1.8 Each HFF Director must have demonstrated an ability to devote the time necessary to fulfill HFF Board responsibilities. On an annual basis, each HFF Director must attend at least 60% of all board meetings and committee meetings for which the HFF 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 HFF

Director holds a seat on the committee in any one-year period will result in automatic removal of the HFF Director at the first HCF Board meeting after which the HFF Director's attendance falls below 60% unless the HFF Board waives the attendance requirement after the HFF Director demonstrates good cause for their failure to attend meetings.

4.1.2 Community Input Committee. There shall be a Community Input Committee which shall consist of not less than six members of the Council. The members of the Community Input Committee shall be elected by the Council for a term of one year. The Council shall elect one of the members of the Community Input Committee who is also a member of the Council to serve as the Chair of the Community Input Committee; provided, however that no member of the Community Input Committee shall serve more than two consecutive one-year terms as Chair of the Community Input Committee. The Community Input Committee shall seek, receive, review, analyze, and advise the Council on individual, community and public health, programs, projects, and services designed to improve, protect, and restore individual, community and public health within the Kansas and Missouri service areas.

4.1.3 Review Committee. There shall be a Review Committee which shall consist of not less than six members of the Council. The members of the Review Committee shall be elected by the Board for a term of one year. The Council shall elect one of the members of the Review Committee who is also a member of the Council to serve as the Chair of the Review Committee; provided, however, that no member of the Review Committee shall serve more than two consecutive one-year terms as Chair of the Review Committee. The Review Committee shall review, evaluate, and report to the Board on the performance of the Corporation and the Health Forward Foundation.

4.1.4 Subcommittees. The committee chair for any Standing CAC Committee specified in Section 4.1 shall have the power to appoint one or more subcommittees. The committee chair may delegate to it such powers, duties, and responsibilities of the delegating Standing CAC Committee, not inconsistent with the law or these Bylaws. Each subcommittee shall have no less than two members.

4.2 Limitations on Powers of Committees. No committee or sub-committee of the CAC shall have the power to: (a) elect or remove members of the Council; (b) fill vacancies occurring on the Council; (c) adopt amendments to the Articles; (d) amend, repeal, or adopt new Bylaws; (e) amend or repeal any resolution of the Council; (f) create any other committees of the Council or appoint the members of any such committee, except subcommittees as permitted by section 4.1 above; or (g) approve any merger, reorganization, voluntary dissolution or disposition of all or substantially all of the assets of the Corporation.

The Council may not delegate any authority to a committee which, if exercised by the Council, would require a two-thirds vote of the CAC Directors then in office.

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

ARTICLE 5. OFFICERS

5.1 Officers. The Officers of the CAC shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Chairperson, Vice-Chairperson, Secretary and Treasurer must be members of the CAC. One person may hold two or more offices. The Chair shall not be a voting member of the Council, but shall serve as a non-voting member of the Council. Some of the duties of certain offices are prescribed in the following sections. When the incumbent of an office other than the Chair 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 CAC, be performed by the Chair President or a person designated by the Chair.

5.2 Appointment and Tenure. The CAC Council Officers, including the Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be nominated by President/CEO and elected by the CAC at last CAC Council meeting of the year. If the election of CAC Officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter.

5.3 Duties of the Officers of the Council.

5.3.1 Chairperson. The Chairperson (or CAC Chair) shall preside over all meetings of the Board. The Chairperson shall have no authority to act outside of the meetings of the CAC. 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.

5.3.2 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.

5.3.3 Secretary. The Secretary shall (1) attend and record or cause the minutes to be recorded for all meetings of the Council 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 Council, (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 Council and/or the President. Subject to the approval of the Council, the Secretary may delegate any duties to one or more assistants or others as may be deemed appropriate.

5.3.4 Treasurer. The Treasurer shall (1) be the principal financial officer of the CAC, (2) keep an account of the financial transactions and condition of the CAC, (3) be responsible for and have the custody of all of the funds, securities, evidences of indebtedness and other personal property of the CAC, (4) provide a full and accurate accounting of all receipts and disbursements and books belonging to the CAC, (5) deposit all monies and valuable assets in the name and credit of the CAC into such depositories as may be designated by the CAC Council, (6) render to the CAC and/or Board, whenever the CAC and/or 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 CAC 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.

5.4 Compensation. No Officer who is also a voting member of the CAC 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.

5.5 Duties of Officers May be Delegated. If any Officer of the CAC 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 6. 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 7. BYLAWS AND AMENDMENTS

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

7.2 Approval Required. These Bylaws may only be amended by a vote of at least two-thirds of the CAC 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 CAC Directors then in office may amend these Bylaws for the sole purpose of changing the name of the Corporation.