

BYLAWS

OF

Community Catalyst, Inc.

As Adopted and Amended as of

\_\_\_\_, 2015

ARTICLE I

NAME AND PURPOSES

Section 1.01. Name. The name of the organization is Community Catalyst, Inc.

Section 1.02. Purpose. The Corporation is organized and will be operated exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent internal revenue laws, particularly: promoting a more inclusive, affordable, high-quality, and consumer-oriented health system in the United States; facilitating access to public and other social benefit programs with particular emphasis on health and income maintenance; engaging in other charitable and educational activities designed to benefit traditionally disenfranchised people and those made vulnerable by such factors as health conditions, economic status, age, race, gender, or ethnicity. The corporation's activities will focus on empowering consumers and increasing community participation in shaping health and related policies and systems to meet community and individual needs. To accomplish its goals, Community Catalyst will act as a support center for organizations operating at the national, state, and local levels, providing them with consumer-oriented health policy information and technical assistance in planning, policy development, and community organizing. It will provide updated information to national, state, and local organizations about public benefits, social policy developments, and community and constituency outreach approaches; will forge partnerships with national, state, local, and constituency-based advocacy groups; and will foster communication and collaboration among diverse interest groups and geographic constituencies around common goals.

ARTICLE II

MEMBERS

Section 2.01. General. After initial election of the Directors by the incorporator at the initial meeting, the Members shall elect the Directors of the corporation, approve any amendments to these Bylaws or to the Articles of Organization, and exercise such other powers and rights as are vested in them by law.

Section 2.02. Number and Appointment. The incorporator at the initial meeting, and thereafter the Board of Directors at its regular annual meeting, shall fix the number of Members and shall elect the number so fixed. (The Members so elected by the incorporator at the initial meeting shall hereinafter be referred to as original Members.) There shall, at all times, be at least three (3) Members, but no more than thirty (30). At any special or regular meeting, the Board of Directors may (a) elect new Members to

replace Members who have died, resigned, or been removed; (b) increase the number of Members, but not above thirty (30), and elect new Members to fill the vacancies created; or (c) decrease the number of Members, but not below three (3), and only to eliminate vacancies caused by the death, resignation, or removal of one or more Members; provided, notwithstanding any provision of this Section 2.02 of Article II hereinbefore stated, that as long as at least one (1) original Member continues to serve as a Member, (i) there shall be no fewer than three (3) Members; (ii) the Board of Directors shall elect two (2) Directors to also serve as Members for a 5 year term (hereinafter each referred to as a “Board-elected Member”) and shall have the right to remove any Board-elected Member pursuant to Section 2.05 and elect a Director to fill a vacancy caused by the death, resignation, or removal of any Board-elected Member at any special or regular meeting of the Board of Directors; and (iii) the Members at any special or regular meeting may (and the Board of Directors may not) (a) elect new Members to replace any Members, except for any Board-elected Member, who have died, resigned, or been removed; (b) increase the number of Members, but not above five (5), and elect new Members to fill the vacancies created by any such increase; or (c) decrease the number of Members, but not below three (3) and only to eliminate vacancies caused by death, resignation, or removal of one or more Members, except for any Board-elected Member; and, provided, further, that if no original Members continue to serve as Members, then a special meeting of the Board of Directors shall be called and held within seven (7) days of such event, such call to be by one-third or more of the Directors, at which meeting the Directors shall fix the number of Members at a number equal to the number of Directors and elect all the Directors as Members.

Formatted: Highlight

Section 2.03. Tenure. Each Member shall hold office for a term of five (5) year and until his or her successor is elected and qualified or until he or she sooner dies, resigns, or is removed in accordance with Section 2.05.

Section 2.04. Resignation. A Member may resign at any time by delivering his or her written resignation to the President, Treasurer, or Clerk of the corporation, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 2.05. Removal. Any Member may be removed with or without cause by vote of a majority of the Directors then in office at any special meeting called for such purpose or at any regular meeting; provided, that during any period when at least one (1) original Member continues to serve as a Member, (a) , any original Member may be removed with or without cause only by vote of a majority of the original Members then in office at any special or regular meeting of the Members and (b) any other Member, except for any Board-elected Member, may be removed with or without cause by vote of a majority of the Members then in office at any special or regular meeting of the Members.

Formatted: Highlight

### ARTICLE III

#### AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The board of directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Selection, and Tenure. The board shall be elected by the Members and consist of not less than five (5) and not more than thirty (30) directors. The number of directors will be set by the incorporator at the initial meeting, and thereafter by the Members at any annual or special meeting of Members. The board shall appoint a Member nominating/governance committee consisting of at least three (3) directors. The board shall also appoint the chair of the committee who, along with

Formatted: Highlight

the members of the committee, shall serve at the pleasure of the board. The nominating/governance committee shall identify, evaluate, and recommend to the Members candidates for election to the board and generally advise the Members and the board on the board's composition and effectiveness. The Members may also elect to the board any candidate who has not been recommended by the nominating/governance committee if such candidate is nominated for election by at least two Members during the meeting at which the vote takes place. Directors will serve three-year terms, except that one-third of the initial directors and one-third of any directors first elected to a newly-created directorship shall serve an initial one-year term, and one-third of the initial directors and one-third of any directors first elected to a newly-created directorship shall serve an initial two-year term, so that each year one-third of all directors reach the end of their terms. A director may serve for any number of three-year terms, consecutive or otherwise.

Board members shall not be compensated for serving on the board, but may be reimbursed for actual expenses incurred on behalf of the Corporation. Board members who also serve as employees of the Corporation may be compensated for their service as employees.

Section 3.03. Resignation and Removal. Resignations are effective upon receipt by the Secretary of written notification. A director may be removed at any time by the vote of a majority of the members with or without cause.

Section 3.04. Meetings, Attendance, Notice and Voting. The board of directors shall hold at least two (2) regular in-person meetings, regularly spaced and with a majority of voting members attending, per calendar year.

Each director must attend a minimum of one Board meeting per year. If a director fails to meet this minimum, his or her office will become vacant for the remainder of the term. At the discretion of the Board, application of this rule may be waived due to extenuating circumstances.

Meetings shall be at such times and places as the board shall determine. Meetings may be called by any two directors with at least 48 hours telephone or written notice. Notice may also be given by fax or e-mail to any director who consents to such notice by providing a fax number or e-mail address to be used for such purpose. Notice may be waived by a director in writing before or after the meeting, and every director present at any meeting shall be conclusively presumed to have received due notice thereof.

A quorum shall consist of a majority of the total number of board Members in office. All decisions will be by vote of a majority of those present at a meeting at which a quorum is present unless a larger number is required by these bylaws or any provision of law.

Section 3.05. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the board of directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the board or of the committee as the case may be.

Section 3.06 Participation in Meeting by Conference Telephone. members of the board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 3.07. Committees. The board of directors may, by resolution adopted by a majority of

the directors in office, establish committees of the board including an Executive Committee, which may exercise the policy-making authority of the board, and a Member nominating/governance committee as required by Section 3.02. The board may make such provisions for appointment of the chair of such committees, establish procedures to govern their activities, and delegate to them such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Corporation.

#### ARTICLE IV

##### AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, a Treasurer, a Clerk, and such other officers as the board of directors may designate. If the Clerk is not a resident of Massachusetts, the Corporation shall appoint a resident agent. Each officer shall have such duties and powers as are commonly incident to his or her office, and such duties and powers as the board of directors may from time to time designate.

Section 4.02. Appointment of Officers; Terms of Office. Officers shall serve one year terms. The President, the Clerk and the Treasurer shall be appointed by the board at its annual meeting in each year for a term expiring at the next succeeding annual meeting. Officers shall be eligible for reappointment.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of a written notification.

Section 4.04. Removal. An officer may be removed by the board of directors at a meeting, or by action in writing pursuant to Section 3.05, whenever in the board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### ARTICLE V

##### FINANCIAL ADMINISTRATION

Section 5.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 to December 31 but may be changed by resolution of the board of directors.

Section 5.02. Checks, Drafts, Etc. All checks shall be signed or endorsed by the President or Treasurer, or such other officers or agents of the Corporation as the board shall determine.

Section 5.03. Contracts. Unless the board of directors determines otherwise by resolution, the President, Clerk, Treasurer, Board Chair and Chair of the Executive Committee (if any) shall all be authorized to execute contracts on behalf of the corporation. Unless otherwise expressly determined by the board, no other individuals shall be authorized to bind the corporation to any contract, including the chair of any committee other than the Executive Committee.

Section 5.04. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the board of directors or any committee to which such authority has been delegated by the board may select, or as may be selected by any officer or agent of the Corporation, to whom such power may from time to time be delegated by the board. For the purpose of deposit and

for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 5.05. Annual Financial Statements. Complete financial statements prepared in conformity with generally accepted accounting principles (GAAP), accompanied by an audit report of an independent certified public accountant, shall be presented to and reviewed by the board after the close of each fiscal year. Financial statements shall include: (a) significant categories of contributions and other income; (b) expenses reported in categories corresponding to the description of major programs and activities contained in the Corporation's annual report, solicitations and other informational materials; (c) a detailed schedule of expenses by natural classification (e.g., salaries, employee benefits, occupancy, postage, etc.), representing the natural expenses incurred for each major program and supporting activity; (d) accurate presentation of all fund-raising and administrative costs; (e) total costs and the basis for allocating any fund-raising or other expenses associated with multi-purpose activities (e.g., fund raising combined with social advocacy or public education campaigns).

## ARTICLE VI

### CONFLICT OF INTEREST POLICY

Section 6.01. Disclosure of Financial Interests. To identify possible conflicts of interest, all directors, officers, and members of any committee exercising Board-delegated powers must disclose to the Board of Directors, or to the members of such committee, the existence of any financial interest in any entity with which the Corporation or any legally related organization has or is negotiating a transaction or arrangement, and all material facts related to that interest. Financial interests includes any direct or indirect relationship, through business, investment, or family, such as actual or potential ownership or investment interests or compensation arrangements.

Section 6.02. Nonparticipation of interested party. After disclosing the existence of the financial interest and providing the Board or committee with any and all relevant information, the interested person must not participate in the determination of whether or not the financial interest may result in a conflict of interest, nor in the resolution of such a conflict. The interested person must retire from the room in which the Board or committee is meeting and may not participate in any vote on the matter.

Section 6.03. Determination of Conflicts of Interest. After the interested person has delivered all relevant information and has retired from the room, the Board or committee must determine whether or not the financial interest may result in a conflict of interest. Such a conflict exists when the financial interest of the interested person competes with a financial or other interest or benefit of the Corporation. The fact that a director, officer, or committee member is also a director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the Corporation also obtains or seeks funds shall not by itself be deemed to be a conflict of interest.

Section 6.04. Resolution of Conflicts of Interest. If the Board determines that a conflict of interest does exist, it must take steps to protect the Corporation's best interests. With respect to the actual or potential transaction or arrangement which is the source of the conflict, the Board or committee may, if appropriate, appoint a non-interested person or committee to investigate alternatives. After exercising due diligence, the Board or committee must determine, by majority vote, whether the transaction or arrangement, or some alternative: a) is in the organization's best interests and for its own benefit; b) is fair and reasonable to the organization; and c) is the most advantageous transaction or

arrangement the Corporation can obtain with reasonable efforts under the circumstances.

Section 6.05. Compensation. In establishing appropriate compensation levels, whether as employees or under contractual arrangements, for an individual who is a director, officer, Member of a committee with Board-delegated powers, or anyone else exercising substantial influence over the Corporation, in addition to complying with the other provisions of this conflict of interest policy, the Board or committee shall:

- recuse Members who receive directly or indirectly a substantial portion of their income from the corporation; and
- rely on appropriate comparative data, including comparable agreements in similar organizations; compensation levels for similar positions in both exempt and taxable organizations; and regional economic data; and
- shall document the bases upon which it relies for its compensation determinations.

The Board, may, if it chooses, establish a compensation committee to set appropriate levels of compensation. Any such compensation committee shall consist solely of disinterested persons with respect to the transaction in question and shall follow the above-outlined procedures. Persons who receive, directly or indirectly, a substantial portion of their income from the Corporation (as employee or as independent contractor) shall not serve on any compensation committee, nor participate in Board or committee decisions setting compensation if no independent committee is established.

Section 6.06. Violation of Conflict of Interest Policy. If an officer, director, or Member of a committee with Board-designated powers violates this conflict of interest policy, the Board, in order to protect the Corporation's best interests, may take appropriate disciplinary action against the interested person. Such action may include formal reprimand, cancellation of the transaction or arrangement generating the conflict, suspension of employment, and/or removal from the Board.

Section 6.07. Recordkeeping. The minutes of all Board meetings, and all meetings of committees with Board-designated powers, at which potential conflicts of interests are discussed shall include: the names of the persons who disclosed financial interests; the nature of the financial interests; whether or not the Board determined that a conflict existed; the names of the persons present for the discussions and votes related to the relevant transaction or arrangement; the content of those discussions, including any alternative transactions or arrangements; and a record of the vote.

Section 6.08. Distribution of Conflict of Interest Policy. All officers, directors, and Members of committees with Board-delegated powers shall receive a copy of the Conflict of Interest Policy, as it appears in these By-laws. All officers, directors, and Members of committees with Board-delegated powers shall sign an annual statement declaring that the person: received a copy of the policy; has read and understands the policy; agrees to comply with the policy; understands that the policy applies to all committees and sub-committees having Board-delegated powers; and understands that the Corporation is a charitable and educational organization and that in order to maintain its tax-exempt status, it must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## ARTICLE VII

### AMENDMENT OF BYLAWS

These Bylaws may be amended upon approval by both a majority of the Members and a majority of the board of directors. Approval by a majority of the Members may be obtained at any regular or special meeting. Approval by a majority of the board of directors may be obtained at any meeting, provided seven (7) days prior notice is given of the proposed amendment or provided all members of the board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.05.