

**BYLAWS
OF
CAREOREGON FOUNDATION**

**ARTICLE 1.
NAME AND OFFICE**

1.1 Name. The name of this corporation shall be CareOregon Foundation (the “**Corporation**”), which shall be a nonprofit, public benefit, nonmembership corporation organized under Oregon Nonprofit Corporation Act (the “**Act**”) and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), or the corresponding provision of any future federal income tax laws.

1.2 Offices. The principal office for the transaction of the business of the Corporation shall be established by the Board of Directors (the “**Board**”) in the state of Oregon. The Corporation also may have another office or offices within or without the state of Oregon, as the Board may from time to time establish.

1.3 Seal. A corporate seal is not required on any instrument executed for the Corporation. If a corporate seal is used, it shall have inscribed thereon the words “CareOregon Foundation.”

**ARTICLE 2.
PURPOSES AND POWERS**

The purpose for which the Corporation is formed shall be as provided in its Articles of Incorporation. The Corporation shall have all statutory powers.

**ARTICLE 3.
NO MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE 4.
BOARD OF DIRECTORS**

4.1 Powers. The Board shall exercise, or delegate or otherwise authorize the exercise of, all corporate powers and shall direct the management of the Corporation’s affairs, subject to any limitation set forth in the Corporation’s Articles of Incorporation, these Bylaws, or the Act. The Board shall retain authority over an exercise of corporate powers that the Board delegates or authorizes under this Section 4.1.

4.2 Number of Directors. The number of directors serving on the Board shall be a minimum of seven (7) and a maximum of fifteen (15). The Board may fix or change from time to time the number of directors within such minimum and maximum number of directors, provided that (i) no decrease in number of directors shall have the effect of shortening the term of any incumbent director, and (ii) at all times at least a majority of the total positions for directors shall

be designated for “**Appointed Directors**” and the remaining positions for directors shall be designated for “**Elected Directors.**”

4.3 Selection of Directors; Qualifications. The directors serving on the Board shall be appointed or elected in accordance with this Section 4.3.

(a) CareOregon shall appoint individuals to serve as the Appointed Directors and shall appoint individuals as required to fill all vacancies of Appointed Directors on the Board.

(b) The incumbent Board of Directors shall nominate and elect individuals to serve as Elected Directors and shall nominate and elect individuals required to fill all vacancies of Elected Directors.

(c) To the extent reasonably practicable, the Board will have, in the aggregate, expertise in the areas of health care, public health, insurance, philanthropy, finance, law, general management, public affairs and consumer affairs, in order to provide appropriate direction and governance of the Corporation, and CareOregon and the Board will consider such qualifications, among other factors they deem appropriate, in their evaluation and selection of candidates for the Board of Directors.

4.4 Term; Staggered Terms. Each director shall serve for a term of three (3) years, or until his or her successor is appointed or elected or he or she dies, is disqualified, resigns or is removed. There shall be no mandatory term limits, but it is expected that directors will normally serve not more than a total of nine (9) years, plus any fractional year resulting from being appointed or elected at other than an annual meeting. To the extent reasonably practicable, such three (3) year terms shall be staggered so that approximately one-third (1/3) of the total number of directors then in office shall be appointed or elected during each calendar year.

4.5 Resignations. Any director may resign by delivering written notice to the Executive Director, the Board Chair, or the Board. A copy of such written notice of resignation shall be promptly provided by the Corporation to the President and Chief Executive Officer of CareOregon. Such resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date. Resignation as a director of the Corporation shall also constitute a resignation as a member of all committees of the Board. If the Executive Director is a member of the Board, he or she shall immediately resign as a director upon ceasing to be the Executive Director.

4.6 Removal.

(a) Any Elected Director may be removed, with or without cause, by the vote of two-thirds of the directors then in office. No motion to remove an Elected Director shall be presented at any meeting of the Board unless it was specified in the notice or waiver of notice of such meeting.

(b) Any Appointed Director may be removed, with or without cause, by CareOregon by written notice to the director, with a copy of such notice being provided to the Board Chair and/or the Executive Director. Such removal shall be effective when the notice is delivered, unless the notice specifies a later effective date.

4.7 Meetings of the Board.

(a) Place of Meetings. All meetings of the Board shall be held at the principal office of the Corporation or at such other place as may be designated for that purpose from time to time by the Board.

(b) Annual Meeting. The annual meeting of the Board shall be held each year at such time and place as designated by the Board. Unless otherwise required by the Act, the Articles of Incorporation or these Bylaws, no notice of the annual meeting of the Board need be given if the Board has so fixed the time and place of such meeting.

(c) Regular Meetings. The Board shall hold regular meetings at least quarterly at such times and places as designated by the Board. Unless otherwise required by the Act, the Articles of Incorporation or these Bylaws, no notice of any regular meeting of the Board need be given if the Board has so fixed the time and place of such meetings.

(d) Special Meetings. Special meetings of the Board may be called for any purpose at any time by the Executive Director, the Board Chair, the Executive Committee, if any, or any three (3) directors. Notice of any special meeting of the Board shall be given at least two (2) days before the meeting. Unless otherwise required by the Act, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

4.8 Notice of Meetings; Attendance.

(a) *Effective Date of Notice.* Notice of a meeting of the Board delivered orally is effective when communicated if communicated in a comprehensible manner. Notice of a meeting of the Board delivered by electronic mail or other means of electronic transmission is effective upon the earlier of when received by the director or two (2) days after the notice is transmitted to the director's address or number shown in the Corporation's records. Notice of a meeting of the Board delivered by mail is effective five (5) days from when postmarked when mailed by United States mail addressed to the director at the director's address and with first class postage thereon affixed.

(b) *Waiver of Notice.* Any director may at any time waive notice of any meeting of the Board. Except as provided in the next sentence, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting (or promptly upon the director's arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

4.9 Assent to Actions Taken. A director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding it or transacting business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

4.10 Quorum and Manner of Acting. A majority of the directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. The Board Chair shall have the right to vote on all matters. Proxy voting by directors is not permitted.

4.11 Directors' Action without Meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if all the directors take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the Corporation. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be so described in any document. For purposes of this Section 4.11, "written" includes a communication that is transmitted or received by facsimile, electronic mail or any other means of electronic transmission permitted by the Act. For purposes of this Section 4.11, "sign" includes an "electronic signature" as defined by the Act.

4.12 Use of Electronic Means to Take Action. Unless the Articles of Incorporation provide otherwise, the Board may use electronic mail or other electronic means to take action without a meeting, by an affirmative vote of a majority of directors who hold office at the time of the action, unless the Articles of Incorporation or these Bylaws require an affirmative vote of a greater number of directors, provided that before taking such action: (i) the Corporation shall send an announcement to the electronic mail address provided by each director that includes a description of the matter on which the Board will take action, and specifies a deadline of not less than forty-eight (48) hours for each director to vote on such matter, and (ii) the Corporation includes the electronic mail announcement and a record of the directors' votes in the minutes for the directors' meeting or other documents that reflect the action taken by the Board. A director may change the director's vote at any time before the deadline set forth in the electronic mail announcement described in clause (i) of the preceding sentence. Action by the Board under this Section 4.12 has the effect of a meeting vote and the Corporation may describe the action as a meeting vote in any document. The Board's action under this Section 4.12 is effective on the deadline specified in the electronic mail announcement provided to the directors for voting on the matter, unless the announcement specifies a different effective date or time.

4.13 Participation in Meetings by Conference Telephone, Videoconference or Other Means. Directors may participate in a meeting of the Board, or any committee of the Board,

through the use of conference telephone, videoconference, or other similar communications, as long as all directors participating in such meeting can simultaneously communicate during the meeting. A director's participation in a meeting by telephone, videoconference, or other similar communications shall constitute that director's presence in person at such meeting for all purposes, including determining whether a quorum exists.

4.14 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any Board's meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

4.15 Directors' Compensation. By resolution of the Board, each director may be reimbursed for actual expenses of performing his or her duties as a director. This Section 4.16 shall not preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE 5. OFFICERS OF THE BOARD AND THE CORPORATION

5.1 Officers of the Board. The officers of the Board shall be the Board Chair, a Vice Chair, and such other officers of the Board as the Board shall from time to time deem advisable. Each officer of the Board shall be a member of the Board at the time of his or her election and during his or her term of office.

5.2 Officers of the Corporation. The officers of the Corporation shall be an Executive Director; a Secretary; a Treasurer; and such other officers of the Corporation as the Board shall from time to time deem advisable. Officers of the Corporation are not required to be members of the Board. An individual may hold more than one office, but the same individual may not simultaneously serve as the Executive Director, Secretary and Treasurer.

5.3 Election, Term, Resignation, Removal, Vacancy.

(a) The Board Chair and other Board and corporate officers shall be elected for one (1) year terms by the Board at its annual meeting. There shall be no term limits and no automatic progression through officer positions.

(b) Each officer of the Board and officer of the Corporation shall hold office at the pleasure of the Board (but removal shall not affect the rights, if any, of any officer under any contract of employment) and until his or her successor shall be elected and shall have qualified.

(c) The resignation or removal of any officer shall automatically terminate his or her position as an officer. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired term at any meeting of the Board.

5.4 Other Officers. The Board may elect or authorize the appointment of officers other than those mentioned above as the business of the Corporation may require, each of whom shall hold office for such period and shall have such authority and perform such duties as the Board may from time to time prescribe.

5.5 Board Chair and Vice Chair. The Board Chair, or in his or her absence, the Vice Chair, shall preside at all meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned by the Board.

5.6 Executive Director. Subject to the control of the Board, the Executive Director shall have general supervision, direction and control of the business and affairs of the Corporation. He/she shall be a non-voting advisory member of the Board and all committees of the Board, and shall have the general powers and duties of management usually vested in the office of president of a corporation, as well as such other powers and duties as may be prescribed by the Board and these Bylaws. The Executive Director shall provide regular reports to the Board on the activities of the Corporation, and shall provide at least quarterly financial reports and annual audited financial reports to the Board.

5.7 Secretary. The Secretary shall keep, or cause to be kept, at the principal office of the Corporation, the original or a copy of the Articles of Incorporation and Bylaws, as amended. The Secretary also shall keep, or cause to be kept at the principal office, or at such other place as the Board may order, a book of minutes of all meetings of the directors. The Secretary shall give or cause to be given notice of all meetings of the Board required by these Bylaws or law, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

5.8 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receivables, payables, profits and losses. The books of account shall at all times be open to inspection by any director. The Treasurer shall use such depositories as may be designated by the Board or the Treasurer and Executive Director if the selection of depositories is delegated to such officers by the Board. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board and these Bylaws.

5.9 Resignation and Removal. An officer may resign at any time by delivering notice to the Board, the Executive Director, or the Board Chair. Any such resignation shall take effect on the date of receipt of such notice or any later time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

5.10 Removal. Any officer elected or appointed may be removed, with or without cause, by the Board whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

5.11 Vacancies. Any vacancy in any office shall be filled as they occur and not on an annual basis. Should a vacancy occur in any office, the Board may delegate the powers and duties

of such office to any officer or director until such time as a successor officer has been elected or appointed.

**ARTICLE 6.
COMMITTEES**

6.1 Appointment of Committees. The Board may create such committees as it deems appropriate or necessary and shall define the duties of such committees. The Board shall appoint directors to each committee or shall designate a method of selecting committee members. Any committee having authority of the Board shall consist of two (2) or more directors who serve at the pleasure of the Board. The Board shall retain the right to limit the powers and duties of any committee that it has created and to disband any such committees in its sole discretion.

6.2 Powers and Authority of Committees. The Board may delegate to any committee having the authority of the Board any of the powers and authority of the Board in the management of the business and affairs of this Corporation; provided, however, that no committee may: (a) authorize distributions (as defined by the Act); (b) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of this Corporation's assets; (c) elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; or (d) adopt, amend or repeal the Articles of Incorporation, the Bylaws, or any resolution of the Board.

**ARTICLE 7.
MISCELLANEOUS PROVISIONS**

7.1 Contracts. The Board may authorize any officer or officers and agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.3 Checks; Drafts. All checks, drafts, or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers and agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

7.5 Books and Records. The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board, and such other records as may be necessary or advisable.

7.6 Fiscal Year. The fiscal year of the Corporation shall end on December 31, unless otherwise determined by resolution of the Board.

7.7 Political Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

7.8 Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

ARTICLE 8. INDEMNIFICATION

8.1 Indemnity. The Corporation shall indemnify its directors and officers to the fullest extent not prohibited by law and in accordance with the Articles of Incorporation.

8.2 Indemnification of Agents, and Employees Who Are Not Directors or Officers. Unless otherwise provided in the Articles of Incorporation, the Board may cause the Corporation to indemnify and advance expenses to any employee or agent of the Corporation, who is not a director or officer of the Corporation, to any extent consistent with public policy, as determined by the general or specific action of the Board.

8.3 Insurance. The Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, agent, or employee of the Corporation, or a fiduciary with respect to any employee benefit plan of the Corporation, or is or was serving at the request of the Corporation as a director, officer, agent, or employee, or a fiduciary of an employee benefit plan, of another corporation, or as its representative in a partnership, joint venture, trust, limited liability company, or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

ARTICLE 9. CONFLICTS OF INTEREST

The Board of Directors shall adopt and enforce a policy on conflicts of interest and self-dealing that requires the disclosure by all directors, officers, and other persons in a position to influence corporate decisions of actual and potential conflicts of interest and that will ensure that no person holding such a position will be permitted to vote on any issue, motion, or resolution that directly or indirectly inures to his or her benefit financially or with respect to which he or she shall have any other conflict of interest, except as expressly permitted by such policy. Further, such individual may be counted in order to qualify a quorum and, except as the Board of Directors may otherwise direct, may participate in the discussion of such an issue, motion or resolution if he or she first discloses the nature of his or her interest.

ARTICLE 10. DISSOLUTION

Upon the dissolution or liquidation of the Corporation, the assets of the Corporation shall be distributed according to the Articles of Incorporation.

**ARTICLE 11.
AMENDMENTS**

The authority to make, alter, amend or repeal these Bylaws is vested exclusively in the Board and may only be exercised upon the affirmative vote of two-thirds (2/3) of the Board then in office, at any duly held meeting at which a quorum of three-fourths (3/4) of the directors are present; provided, however, that any amendment to these Bylaws is subject to the approval of CareOregon. The notice for the meeting must state the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly appointed and acting Secretary of CareOregon Foundation, an Oregon nonprofit, public benefit corporation; and

2. That the foregoing Bylaws, consisting of nine (9) pages, this page included, constitute the Bylaws of the Corporation as duly adopted by the Board.

IN WITNESS WHEREOF, I have executed this Certificate as of _____, 2023.

By: _____

Name: _____