

**BYLAWS
OF
DAP Health, Inc.
A California Nonprofit Corporation
(Revised: November 28, 2023
Amendment added August 6, 2024)**

**ARTICLE I
NAME**

The name of this organization is DAP Health, Inc., hereinafter referred to as "The Corporation."

**ARTICLE II
PURPOSE**

SECTION 1 NONPROFIT

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

SECTION 2 GENERAL PURPOSE:

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code section 501(c) (3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, The Corporation shall not, except to an insubstantial and lawful degree, engage in any activities or exercise any powers that do not further the purposes of The Corporation, and The Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax and Internal Revenue Code section 501(c) (3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c) (2) or the corresponding provision of any future United States internal revenue law.

SECTION 3 SPECIFIC PURPOSES:

The Mission of the Corporation is to enhance and promote the health and well-being of our community.

The specific and primary purposes of the Corporation are:

- A. To reduce disparities, increase access and eliminate barriers to improve the health of all people regardless of their ability to pay, race, and ethnicity, gender, sexual orientation or gender identity.
- B. To develop, promote and manage programs and facilities to provide comprehensive, high quality, culturally appropriate health, wellness and prevention services to all

people, with an emphasis on members of marginalized communities, including those living with, affected by or at risk for HIV or AIDS, and lesbian, gay, bisexual and transgender (LGBT) people.

- C. To provide outpatient comprehensive health services in underserved areas for medically underserved populations as a community clinic.
- D. To promote collaborative relationships and coordination between the Corporation and other providers of health and social services so as to develop an accessible, high quality, comprehensive and culturally competent service continuum.
- E. To protect the public health through education and community building activities.
- F. To provide the community, public officials and policy makers with information and proposed policies in order to promote equal access to and utilization of health care, supportive services and health education.
- G. To engage in all other reasonable and necessary activities, programs, services, contracts and acquisitions, as directed by the Board.

ARTICLE III

LOCATION

The principal office for the conduct of the activities of The Corporation is at 1695 North Sunrise Way, Palm Springs, in Riverside County, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this section; alternatively, this Section may be amended to state the new location.

ARTICLE IV

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provision, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE V

DEDICATION OF ASSETS

This Corporation's assets are irrevocably dedicated to public benefit purposes. No part of

the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquid payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE VI MEMBERSHIP

The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. Any action for which there is no specific provision in the Nonprofit Public Benefit Corporation Law applicable to a corporation which has no members and which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors (the "Board"). All rights which would otherwise vest in the members shall vest in the directors. The Corporation's Board may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board finds appropriate.

ARTICLE VII BOARD OF DIRECTORS

SECTION 1 GENERAL POWERS

Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The board ensures that no other individual, entity or committee reserves or has approval/veto power over the health center board with regard to the authorities and functions. The board also ensures that the collaborations or agreements with other entities do not restrict or infringe upon the health center's board required authorities and functions. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- A. To select and remove all the Chief Executive Officer (CEO) of the corporation, prescribe powers and duties for the CEO as may not be inconsistent with law, the Articles or these Bylaws, fix its compensation, and require from it security for faithful service.
- B. To conduct, manage, and control the affairs and activities of the corporation, including establishing the priorities of the corporation's clinics, and to make such rules and regulations not inconsistent with law, the Articles, or these Bylaws, as they may deem best.
- C. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered, in the corporate name, promissory notes, bond, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

- D. To change the principal office or the principal business office of the corporation in California from one location to another; and cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or county and conduct its activities within or outside California.

SECTION 2 SPECIFIC DUTIES

In addition to the General Powers, the Board shall have the specific responsibility for:

- Meet monthly with quorum
- Approval for the selection and dismissal, as well as the annual evaluation of the Chief Executive Officer of the Corporation.
- Approving applications related to the health center project, including the annual budget, which outlines the proposed uses of both federal health center program award and non-federal resources and revenue
- Approving the health center's sites, hours of operation and services and if applicable decisions to sub-award or contract for a substantial portion of the health center's services
- Monitoring the financial status of the health center, including reviewing the results of the annual audit and ensuring appropriate follow-up actions are taken
- Conducting long-range/strategic planning at least once every 3 years, which at a minimum addresses financial management and capital expenditure needs
- Evaluating the performance of the health center based on quality assurance/quality improvement assessments or other information which includes but not limited to: achievement of project objectives, service utilization patterns, quality of care, efficiency and effectiveness and patient satisfaction, including addressing any patient grievances
- Establishing personnel policies and procedures including selection and dismissal procedures, employee grievance procedures, and equal opportunity practices
- Assuring that the Corporation is operated in compliance with applicable Federal, State, and local laws and regulations
- The Board shall evaluate the corporation's achievements and the performance of its principal officers and its compliance with community health center requirements at least annually
- The Board is responsible for identifying and assuring that it meets its educational and training needs including orientation and training new Board members
- The Board shall approve services beyond those required in law to be provided by the Health Center, as well as the location and mode of delivery of those services

- Establishing and maintaining general personnel policies for the health center which include but not limited to:
 - Sliding Fee Discount Program;
 - Personnel Policies (including those addressing selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices;
 - Billing and Collections (including a policy for waiving or reducing patient fees and if applicable refusal to pay); and
 - Quality Improvement/Assurance Program

SECTION 3 NUMBER OF BOARD MEMBERS

The board shall be comprised of at least nine (9) but no more than twenty-five (25) members, as appropriate, for the complexities of our organization.

SECTION 4 TERM OF OFFICE*

The term of office for members of the Board shall be, except as provided below, three (3) years and until a successor has been designated and qualified. Staggered terms shall be used to assure continuity.

The term of office for a member of the Board who has not previously been a member of the Board shall be for one year. At the end of the first year, the term may be extended by a majority vote of the board—the new member not voting—until the end of the normal three year term and until a successor has been designated and qualified.

No member of the Board shall serve for more than three (3) consecutive terms.

(*See First Amendment)

SECTION 5 BOARD COMPOSITION

The Health Center's governing board shall meet the following requirements:

- A. A majority of the board members, at least 51% are served by the health center as patients (consumers). These "patient board members" must be a current registered patient of the health center and must have accessed the Health center in the past 24 months to receive at least one or more in-scope services where both the service and the site where the service was received are within the HRSA approved scope of project that generated a health center visit. A legal guardian of a patient who is a dependent child or adult, a person who has legal authority to make healthcare decisions on behalf of a patient or a legal sponsor of an immigrant patient may also be considered a patient of the health center for the purposes of board representation.
- B. The board represents the individuals being served by the Health Center in terms of demographic factors such as race, ethnicity and, gender.

- C. The non-consumer members of the board shall live or work in the community in which the center's service area is located and shall be selected for their expertise in community affairs, local government, finance, banking, legal affairs, trade unions and other commercial and industrial concerns or social service agencies within the community.
- D. No more than one half (50%) of the non-consumer board members may derive more than 10% of their annual income from the health care industry. Healthcare industry is defined as hospitals and other healthcare institutions, as well as medical professionals (e.g. nurses, doctors, dentists and other licensed healthcare professionals).

SECTION 6 ADDITIONAL QUALIFICATIONS

All Board members shall meet the following additional qualifications:

- A. Board members shall be at least eighteen (18) years old.
- B. Board members shall participate in appropriate training and educational programs necessary to properly fulfill their responsibilities as members of the Board.
- C. Board members shall, within 30 days of election, acknowledge their acceptance of the position as a member of the Board either in writing or by attendance at a meeting of the Board.

SECTION 7 BOARD SELECTION

- A. Nomination; The Governance Committee shall nominate qualified candidates for election to the Board in consideration of the composition and other requirements contained herein and the best interests of the Corporation. Nomination shall be made by providing to each member of the Board a list of nominated candidates and a description of their credentials at least seven (7) days in advance of the date on which an election is to be held. Notwithstanding the foregoing, any member of the Board may at any meeting of the Board place names in nomination for election to the Board, provided that any such nomination will be voted upon no sooner than seven (7) days after such nomination is made.
- B. Vote Required for Election. Candidates for the Board shall be voted on by the Board members then in office. Each Board member then in office shall be entitled to one vote for each vacancy to which a candidate has been nominated. A candidate must receive the votes of a majority of the Board members participating in a meeting duly held at which a quorum is present.
- C. Time of Election. Board members shall be elected at the Annual Meeting and/or at any regular meeting of the Board and/or at any duly noticed special meeting of the Board.

SECTION 8 VACANCIES

In the event of a vacancy the board of directors may request that the Governance Committee nominate a person or persons to fill the vacancy. Board members may also nominate persons to fill the vacancy.

SECTION 9 REMOVAL OF DIRECTORS

The Board may declare vacant the office of a director for the following causes:

- A. The Director has been declared of unsound mind by a final order of a court.
- B. The Director has been convicted of a felony, excepting motor vehicle offenses;
- C. The Director is listed on the Office of the Inspector General's Exclusion List;
- D. The Director has been found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit, Public Benefit, Corporation Law; or
- E. The Director has been absent from regular Board meetings, for either two (2) consecutive meeting or four (4) meetings in any one twelve (12) month period.
- F. The removal from the board automatically includes removal as an officer.

SECTION 10 REMOVAL OF DIRECTOR WITHOUT CAUSE

The Board may remove any director without cause, by approval of two-thirds of the directors then in office. This same applies to officers of the board. The Board also confirms that selection and removal of board members are without limitation and includes but not limited to the Board Chair, the majority of the health center board members and the majority of non-patient board members.

SECTION 11 RESIGNATION

Subject to the provisions of Section 5226 of the Nonprofit Corporation Law, any director and/or officer may resign, effective upon giving written notice to the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed by the Board before such time, to take effect when the resignation becomes effective.

SECTION 12 NOTICES

Notice shall be mailed to each director in advance of each meeting of the board. Notice is effective if mailed to the director's last known address by first class mail at least five days before the meeting date, or by electronic mail at least three days before the meeting date. A director waives a lack of or defective notice by his or her presence at the meeting.

SECTION 13 PLACE AND FREQUENCY OF MEETINGS

The Board shall meet at least monthly with quorum at such place as designated by the Board. Board meetings may be held by teleconference or videoconference as designated by the Board. The regular schedule for these meetings is the fourth Tuesday of each month, at 5:30 p.m., except when Board Chair or CEO determine that a change of date is required.

SECTION 14 ANNUAL MEETING FOR INSTALLATION OF OFFICERS AND DIRECTORS

The annual meeting of the Corporation shall be held in May of each year. The date, time and place of the meeting shall be set by the board.

SECTION 15 SPECIAL MEETINGS

A special meeting may be called by the Chair or two members of the executive committee or five directors. A minimum of 48 hours' notice of the meeting shall be provided all directors and officers. Only that business specified in the notice of the meeting may be acted upon.

SECTION 16 TELEPHONE AND/OR EMAIL VOTING

The Board may authorize voting by telephone, facsimile and/or email. The Board shall develop appropriate rules and procedures to insure that such votes are fairly and accurately taken and recorded.

SECTION 17 CONSENT AGENDA

A consent agenda will be created for each meeting. Staff reports shall normally be considered on the consent agenda and shall be provided for the agenda at least five (5) days prior to the board meeting. Any board member may have an item removed from the consent agenda by so notifying the Chair at least 24 hours prior to the board meeting. The matter may then be discussed at the board meeting.

SECTION 18 QUORUM

A quorum for any general meeting of the Board of Directors is a simple majority of the Board. The quorum for the Executive Committee of the Board is a simple majority of that body.

SECTION 19 ACTION WITHOUT MEETING

- A. Any action required or permitted to be taken by the Board under any provision of law, the Articles of Incorporation of these Bylaws may be taken by e-mail without a meeting if all of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed on behalf of this corporation relating to an action taken by the Board without a meeting shall state that the action was taken by written consent of the Board of Directors without a meeting, and that the Bylaws of the corporation authorize its Directors to so act.

- B. Members of the Board may participate in a meeting through the use of a conference telephone or similar communication equipment, provided that all Directors participating in such meeting can hear and speak to one another. Participating in this manner shall constitute presence in person at such meeting.

SECTION 20 CONFLICTS OF INTEREST

The Corporation ensures that Conflict of Interest standards are applicable to all board members, officer, employees and agents involved in the selection, award or administration of contracts that at a minimum apply to its procurement paid for in whole or in part by federal award.

The following standards apply to board members and officers of the Corporation:

- A. No member of the Board of Directors shall be an employee of the corporation, or spouse or child, parent, brother or sister by blood, adoption or marriage of such an employee;
- B. All members of the Board shall comply with the disclosure requirements of California Corporations Code Section 5324 concerning transactions between the Corporation and any other entity in which a director is an officer or director;
- C. The Corporation will make no loan of money or other property, or guarantee the obligation, of any director or officer of the corporation, except as authorized by California Corporations Code Section 5236.
- D. Board members are prohibited from participating in the selection, award or administration of a contract supported by Federal funds if a real or apparent conflict of interest would be involved. Additionally, members may not solicit or accept gratuities, favors or anything of monetary value from contractors or parties to sub agreements.
- E. Require annual written disclosure of any real or apparent conflict by completing the Conflict of Interest Disclosure Statement.
- F. Process for Disclosing Conflict is found in the Policy and Procedure entitled "Conflict of Interest."

ARTICLE VIII OFFICERS

SECTION 1 OFFICERS

The officers of the Corporation are Chair, one or two Vice-Chairs as deemed necessary, Secretary, President and Treasurer. The Chief Executive Officer is a non-voting, ex-officio

member of the Board of Directors. The Secretary may not serve concurrently as the Chair or Vice-Chair of the Board.

SECTION 2 TERMS OF OFFICERS

Officers shall be elected annually by those present and voting at the meeting specified in Article VII. Officers are elected for one-year terms and shall serve until their successors are elected and installed. Officers must be duly elected members of the board of directors. Officers are not limited in the number of terms they may serve.

SECTION 3 NOMINATION AND ELECTION

The election of officers shall take place immediately following the election of directors. The Governance Committee shall submit its slate of proposed officers to the board at the board meeting immediately preceding the annual meeting. Notification of nominations may be made to board members by email. Additional candidates for any office may be nominated at the election meeting. Election shall be by majority vote of those directors attending.

SECTION 4 VACANCIES

If an officer position becomes vacant the governance committee shall nominate one or more candidates to fill the vacancy. Board members may nominate a replacement at the board meeting. The person elected shall serve the remainder of the term of the vacated office.

SECTION 5 POWERS AND DUTIES OF OFFICERS

- A. Chair: The Chair of the Board shall preside at all meetings of the Board of Directors and Executive Committee. The Chair of the Board shall appoint, with the approval of the Board of Directors, all standing and special committees of the Board and their chairpersons, serve as an ex-officio member of all standing committees, and report annually to the Board of Directors on the current state of the corporation and plans for the future. The Chair of the Board shall be empowered to call special meetings of the Board of Directors as set forth herein, and shall discharge all other duties as may be required by these Bylaws and from time to time may be assigned by the Board of Directors.
- B. Vice-Chair: If the Chair is absent or unable to perform the duties of his/her office, one of the Vice-Chairs shall perform all duties of the Chair. When so acting, a Vice-Chair shall have all powers of and be subject to all restrictions on the Chair. The have such other powers and perform such other duties as the board or the bylaws may require.
- C. Secretary: The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of

meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members meetings. The Secretary shall keep or cause to be kept at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the board, and of committees of the board that these bylaws require to be given. The Secretary shall have such other powers and perform such other duties as the board or the bylaws may require.

D. President: The President shall be the Chief Executive Officer of the corporation and shall report directly to and be subject to the control of, and be evaluated annually by the Board of Directors, have general supervision, direction and control of the business of the corporation and shall be held responsible for the proper functioning of the corporation. He or she shall organize the administrative functions of the corporation, delegate duties and establish formal means of accountability on the part of his or her subordinate staff. He or she shall be an ex-officio member of all committees unless otherwise determined by the Board of Directors. He or she shall have the general powers and duties of management usually vested in the Chief Executive Officer and shall have other powers and duties as may be prescribed by the bylaws. The President shall be directly employed by the Corporation.

E. Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the board of directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times. The Treasurer shall: (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (ii) disburse the corporation's funds as the board may order; (iii) render to the Chair and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the board or the bylaws may require. If required by the board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his/her death, resignation, retirement or removal from office.

ARTICLE IX FINANCES

SECTION 1 FUNDS

The board shall establish a general fund into which all funds shall be deposited and from which all disbursement shall be made. The board may authorize the creation of other depository accounts for special funds as need arise.

SECTION 2 SIGNATURES REQUIRED

The board shall determine how many signatures are required on checks and who is authorized to sign checks. The board shall provide the Treasurer and Chief Executive Officer and Chief Financial Officer with these requirements.

SECTION 3 BONDING

The Board shall have the power to require that any Officer, Director or employee responsible for funds or other assets of the Corporation be bonded.

ARTICLE X COMMITTEES

SECTION 1 MEMBERS

The Corporation shall have eight standing committees. It may also have task forces as created by the board. The Chair shall appoint the chairperson and members of all standing or ad hoc committees of the Corporation. Committee members need not be directors or employees of the Corporation. Each committee shall contain at least one director.

SECTION 2 STANDING COMMITTEES

The standing committees of this corporation, and the duties and responsibilities of such committees, are as follows:

- A. Executive Committee: The four officers and the immediate past Chair constitute this committee; provided, however, in the event that the immediate past Chair is unable or unwilling to serve, then, the Chair shall appoint a sitting director to serve. The executive committee has those powers and duties granted to them by the board of directors. The Executive Committee acts for the Health Center only during the interim period between board meetings (i.e. emergencies) and must act consistent with established Board policies and/or direction. Any action completed by the Executive Committee will be brought forth and the next board meeting to be ratified by the full governing board. [Examples of "emergencies" shall include, but are not limited to: unexpected major expense(s) (repairs); emergency policies (e.g. Covid-19 working restrictions)].
- B. Finance Committee: The Chair shall appoint two members of the board of directors, the treasurer and four additional persons to constitute this committee. The committee shall operate under the direction of and report to the board of directors. The finance committee shall have responsibility for periodic oversight and review of the day-to-day financial records and dealings, and review of annual budgets.
- C. Audit Committee:

1. The Audit Committee shall have at least one member who is a financial expert. A financial expert is defined as having an: understanding of generally accepted accounting principles and financial statements; ability to assess the application of those principles to accounting estimates, accruals, and reserves; experience preparing, auditing, analyzing, or evaluating financial statements, or experience actively supervising persons engaged in such activities; understanding of internal controls and procedures for financial reporting.
 2. The Audit Committee must pre-approve all audit and non-audit services provided by the Corporation's auditor.
 3. The Audit Committee shall implement a "hotline" for confidential complaints to Audit Committee regarding financial matters.
 4. The Audit Committee shall establish a policy for pre-approving non-audit services provided by the auditor.
 5. The Corporation's President and the Audit Committee chairman shall certify that the financial statements within each periodic report fairly present, in all material respects, the corporation's financial condition.
 6. The Audit Committee shall assure that the Corporation includes in its annual report an assessment by management of the effectiveness of the internal control structure and procedures for financial reporting, and the auditor must attest to and report on that assessment.
 7. The President and Audit Committee chairman must certify that: financial reports do not contain any misrepresentation of material facts or material omission; financial information is fairly presented; they are responsible for internal controls; they have reported any significant deficiencies in internal controls and/or fraud involving management to the Audit Committee; they have indicated any material changes in internal controls; internal controls reports and auditor attestation related to internal Controls; each annual report must include an "internal control report" stating that management is responsible for an adequate internal control structure and containing an assessment by management of the controls' effectiveness over financial reporting, including preparation of a formal risk assessment, documentation of the control environment and external certification of the system of internal controls.
- D. Resource Development Committee: The Chair shall appoint not less than two members from the Board and any other persons to constitute the Resource Development Committee. The Committee will collaborate with the staff of the Corporation and develop a plan for acquiring resources for the Corporation. The Committee shall have oversight, supervisory and implementation responsibilities for all activities of the Corporation related to private, non-grant fundraising.
- E. Governance Committee: The Chair shall appoint not less than two members of the Board and any others to constitute the Governance Committee. The committee shall focus on development of the Board through recruitment and the annual Board

retreat, and other governance issues as needed.

F. Planned Giving Committee: The Chair shall appoint not less than two members from the Board and any other persons to constitute the Planned Giving Committee. The committee shall provide guidance about planned giving policy and procedures act as a resource for questions relating to planned giving and provide professional expertise regarding the suitability of various planned gifts to DAP Health.

G. Medical and QI Committee:

The Medical and Quality Committee oversees the development, review and revision of the organization's practices and protocols and provides the guidance and approval for developing key processes and procedures for day-to-day quality improvement and patient safety assurance.

It shall also oversee the efficient operation of all medical and clinical services provided by the agency and following established policies and guidelines. These include scope and availability of services, location and hours of services, undertaking a quality of care audit.

SECTION 3 BOARD MAY ESTABLISH ADDITIONAL STANDING COMMITTEES

By vote of a majority of the Board members then in office, the Board may designate various additional standing committees to serve at the pleasure of the Board and to carry out such duties as the Board shall determine.

SECTION 4 STANDING COMMITTEE COMPOSITION

No standing committee shall have fewer than three members. Persons other than Board members may be selected to serve on standing committees, provided that such persons may not constitute more than one-third (1/3) of the membership of any standing committee.

SECTION 5 TASK FORCES

The Chair may convene task forces for special assignments. Each task force will have a date by which its work must be completed, provided, however this completion date may be extended by the Chair. The members of such task forces may be drawn from the Board, from staff of the Corporation, or from outside the Board or staff, Persons other than Board members may be selected to serve on task forces, provided that any task force must include at least one member of the Board.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHERS SECTION 1 INDEMNIFICATION AUTHORIZED

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations code section 5238(a); 73237(a) and 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section; and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporation Code.

SECTION 2 APPLICATION

On written request to the board by any person seeking indemnification under Corporations code section 5238(a); 7237(a), 9246(b) or section 5238(c) or 7237(c) 9246(c), the board shall promptly decide under Corporations code section 5238(e); 7237(e) or 9246(3) whether the applicable standard of conduct set forth in corporations code section 5238(b); 7237(b); 9246(b) or section 5238(c); 7237(c) or 9246(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall refer the matter to the American Arbitration Association for resolution.

SECTION 3 EXPENSE ADVANCE

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE XII

ERRORS AND OMISSIONS INSURANCE

SECTION 1 DISCLOSURE

Any duality of interest, or potential conflict of interest on the part of any Board or Committee member should be disclosed to other members of the Board or Committee, as the case may be, and made a matter of record, and all such matters should be disclosed in a conflict of interest questionnaire to be completed by each Board and committee member annually and, when new interests are acquired by any Board or committee member, such disclosure shall immediately be made by way of supplement to the most recently submitted questionnaire, and all such matters shall be again disclosed at the time that any such interest becomes a matter of Board or committee action.

SECTION 2 VOTING

Any board or committee member having a conflict or potential conflict of interest on any matter relating to The Corporation must disclose same to the board of directors. If the board confirms that there is a conflict of interest, the board member shall not be allowed to vote or participate in discussion concerning the matter at issue.

ARTICLE XIII AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed by an affirmative vote of two-thirds(2/3) of the Directors voting at any Board meeting; provided, however, that written notice of such proposed amendment or repeal shall have been mailed to all Directors at least seven (7) days prior to the meeting.

ARTICLE XIV PARLIAMENTARY AUTHORITY

The rules and procedures specified in Robert's Rules of Order, Newly Revised, shall govern procedure at all meetings of this Corporation, provided that such rules and procedures are not inconsistent with state law or with these Bylaws.

ARTICLE XV DISSOLUTION OF BOARD

In the event that a majority of the Board of Directors votes to dissolve the corporation, a Certificate of Dissolution as specified by the Secretary of State's Office must be filed with the State of California. Final state tax returns must be filed and the status of the organization must be verified with the Franchise Tax Board. If any assets remain, a Dissolution Waiver must be obtained from the Attorney General's Office before assets are disposed of. Submit final notice of dissolution to both the Secretary of State's Office and the Office of the Attorney General.

CERTIFICATE OF ADOPTION OF REVISED BYLAWS

The undersigned, being the duly elected and serving Secretary of the DAP Health, Inc., does hereby certify that the foregoing Revised Bylaws were duly adopted as amendments to the previous Bylaws at a regular meeting of the Board held on the 27th day of March 2018, by no less than a two-thirds vote of the Board, and were therefore declared fully adopted.

DocuSigned by:

28D41EAC0AFDD46E...
Mark Hamilton
Board Secretary

**FIRST AMENDMENT TO
BYLAWS
OF
DAP HEALTH, INC., A CALIFORNIA NONPROFIT CORPORATION**

August 6, 2024

This First Amendment (“**First Amendment**”) to the Bylaws (the “**Bylaws**”) of DAP Health, Inc., a California nonprofit public benefit corporation (the “**Corporation**”), was approved and adopted by a 2/3 majority of the directors of this Corporation and is effective as of August 6, 2024.

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. Article VII, Section 4. Section 4 of Article VII of the Bylaws is hereby amended and restated in its entirety to read as follows:

“SECTION 4. TERM OF OFFICE.

The term of office for members of the Board shall be, except as provided below, three (3) years and until a successor has been designated and qualified. Staggered terms shall be used to assure continuity. Initial terms shall begin immediately following the conclusion of the Annual Meeting.

The term of office for a member of the Board who has not previously been a member of the Board shall be for one year. At the end of the first year, the term may be extended by a majority vote of the board—the new member not voting—until the end of the normal three year term and until a successor has been designated and qualified. Existing members may be re-elected to successive three year terms by a vote of majority of the board-the existing member not voting."

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

Except as specifically set forth in this First Amendment to the Bylaws, the Bylaws shall remain in full force and effect in accordance with their terms.

In the event of any conflict between this First Amendment and the Bylaws, this First Amendment to the Bylaws shall control.

IN WITNESS WHEREOF, the undersigned hereby certifies that this First Amendment to the Bylaws has been approved by the vote or approval of a 2/3 majority of the corporation's directors.

Signed by:

David Brinkman

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David Brinkman, Chief Executive Officer