

**BYLAWS
OF
MOUNTAIN VIEW HEALTH SERVICES**

ARTICLE 1. NAME OF CORPORATION

The name of this corporation shall be Mountain View Health Services, hereinafter referred to as MVHS. This is a nonprofit organization incorporated in the State of Alaska.

ARTICLE 2. MEMBERSHIP ELIGIBILITY

Unless otherwise established by the Board of Directors, the corporation shall have no members.

ARTICLE 3. PURPOSE OF MVHS

The organization is organized exclusively for charitable purposes under the Section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code. The general objectives of the corporation, to which its members are joined together and mutually pledge, shall be the furtherance and promotion of the following:

- Section I: To operate a non-profit neighborhood health clinic.
- Section II: To provide space and services for the general health and welfare of individuals, families and organizations located in South-Central Alaska.
- Section III: For other exempt charitable purposes under 501(c)(30).

ARTICLE 4. POWERS AND DUTIES

4.1 Duties. The organization is authorized to do and engage in any and all lawful activities that may be incidental or reasonably necessary to the foregoing purposes, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws, and shall have and exercise all other powers and authority now or hereafter conferred upon nonprofit corporations under the laws of the State of Alaska.

4.2 Contracts. Contracts for this organization shall be made on behalf of MVHS and upon such terms as the Board of Directors or other authorized representatives of MVHS shall in each case determine. The Board of Directors may contract for or employ an executive director

and define the duties as they see fit, and may authorize any officer or officers, agent or agents of this organization, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of MVHS and such authority may be general or confined to specific instances.

ARTICLE 5. OFFICES

5.1 Registered Office and Registered Agent. The registered office of the Corporation shall be located in the State of Alaska at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office as stated in the Articles of Incorporation or in the most recent amendment filed with the Department of Commerce, Community and Economic Development.

5.2 Other Offices. The Corporation may have other offices within the State of Alaska at such place or places as the Board of Directors may from time to time determine.

ARTICLE 6. BOARD OF DIRECTORS

6.1 Number and Powers. The management of all the affairs, property and interest of the Corporation shall be vested in a Board of Directors, consisting of at least three (3) persons, who shall hold such office until resignation, removal by majority vote of the other directors, or until the annual election of directors and until their successors are elected and qualified. In addition to the powers and authorities by these Bylaws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise, in good faith, all such powers of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances, and do all such lawful acts as are allowed by Alaska law.

6.2 Term of Office. Directors shall serve for up to four (4) consecutive two (2) year terms. Each director shall hold office until his or her successor is elected or until his or her earlier death, resignation or removal.

6.3 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

6.4 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the President of the Board of Directors. A director so appointed to fill any vacancy shall hold office until resignation, removal by majority vote of the other directors, or until the annual election of directors.

6.5 Resignation. A director may resign at any time by delivering written notice to the board of directors, its chairperson, the president or the secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

6.6 Removal of Directors. Upon an affirmative vote by three quarters (3/4) of the members at a Board meeting, the Board may remove an officer, a Board member or a standing committee member from office.

6.7 Annual Meeting Time. The Board shall meet at least once in each of the first, second, third and fourth calendar quarters of that year at a date, time and place designated by the Board.

6.8 Other Meetings. Regular meetings of the Board of Directors, or any committee designated by the Board of Directors or by the President, may be called at any time by the President. The Vice President has authority to call a meeting in the absence of the President.

6.9 Notice. Notice of the time and place of the annual and all regular meetings of the Board of Directors, stating the date, time and place thereof, shall be given at least ten (10) days prior to the date of the meeting. If one or more officers are to be elected at a meeting, or if an amendment to these bylaws will be submitted to a vote of the directors, the notice shall include a statement to that effect, otherwise, such notice need not specify the business to be transacted at, or the purpose of, the meeting. The methods of notice shall include, notice in the form of a record, in a tangible medium delivery, faxes, emails and other forms of electronic communication.

6.10 Governing Procedure. The Board meeting shall be governed by Roberts Rules of Order, which order may be suspended upon vote of the Board.

6.11 Quorum. A simple majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. If a member is unable to attend a Board meeting, a Director may submit a proxy via email to the Executive Director. The proxy can be given to any Director on the Board with the exception of the Board President. The proxy must be received before the Board meeting and is only valid for that Board meeting. Any Director on the Board can hold no more than two (2) proxies per meeting.

6.12 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

6.13 Attendance. A director who fails to attend in person three (3) consecutive meetings without prior notification to the Board, forfeits his or her membership and the vacancy shall be filled as if the director had resigned.

6.14 Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, or the President acting with the advice and consent of the other officers, may designate and appoint one or more committees each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. No such committee, however, shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law.

6.15 Remuneration. No stated salary shall be paid directors, as such, for their services. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy.

6.16 Loans. The Corporation shall not loan money or credit to its directors.

6.17 Disbursement. The Corporation shall not make any disbursements of income to any director.

6.18 Action by Directors without a Meeting. Any action required or which may be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting if a consent in written or electronic communication, setting forth the action so to be taken, shall be signed before such action by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

6.19 Action of Directors by Communications. Directors may participate in a meeting of directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 7. OFFICERS

7.1 Designations. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors shall elect all officers from within the Board.

7.2 Appointment and Term of Office. The officers of the Corporation shall be appointed each year by the directors at the annual meeting of the Board of Directors, and shall each serve a one year term with renewal possible. The exception is the President who shall serve two years. Each officer shall hold office until a successor shall have been appointed and qualified, or until such officer's earlier death, resignation or removal.

7.3 Powers and Duties. If the Board appoints persons to fill the following positions, such officers shall have the powers and duties set forth below:

7.3.1 The President. The President, subject to the direction and control of the Board of Directors shall be the principal executive officer of MVHS and shall in general supervise and control all of the business affairs of the corporation subject to the orders of the Board and/or the Executive Committee. The President shall sign with the secretary, treasurer, executive director or other proper officer or member of the corporation authorized by the Board, any deeds, mortgages, bonds, or other instruments which the Board or Executive Committee has authorized to be executed.

7.3.2 Vice President. During the absence or disability of the President, the Vice-President shall in general supervise and control all of the business affairs of the corporation subject to the orders of the Board and Executive Committee. The Vice-President shall also perform other duties as assigned.

7.3.3 Secretary. The Secretary shall keep minutes of all Board meetings and any other relevant correspondence as assigned by the Board.

7.3.4 The Treasurer. The Treasurer shall be responsible for reviewing monthly financial statements and, shall cause the financial records of the corporation to be audited annually by an independent public accountant. The Treasurer shall perform such other duties incident to his or her office or that are properly required of him or her by the Board of Directors.

7.4 Other Duties. In addition to the above-assigned duties, officers shall make such reports and perform such other duties as are incidental to their respective offices or are properly required of them by the Board.

7.5 Standards of Conduct for Officers:

7.5.1 An officer with discretionary authority shall discharge such officer's duties under that authority:

(a) in good faith;

(b) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

(c) in a manner the officer reasonably believes to be in the best interests of the Corporation.

7.6 Delegation. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may, in its sole discretion, select.

7.7 Vacancies. In the event that an office of the board becomes vacant the Board will elect from among their members a replacement to complete the term of the office.

7.8 Resignation. An officer may resign at any time by delivering notice to the Corporation. Such notice shall be effective when delivered unless the notice specifies a later effective date.

7.9 Removal. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

ARTICLE 8. DEPOSITORIES

The moneys of the Corporation shall be deposited in the name of the Corporation in such banks or depository financial institution, trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE 9. NOTICES

Except as may otherwise be required by law, any notice to any director may be delivered personally, by mail, or electronic communication. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, with postage thereon prepaid.

ARTICLE 10. BOOKS AND RECORDS

The Corporation shall keep at its registered office, its principal office in this state, or its secretary's office if in this state, the following:

- (a) Current Articles and Bylaws;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of officers and directors names;
- (d) A list of officers' and directors' names and addresses;
- (e) Minutes of the proceedings of the Board of Directors, and any minutes which may be maintained by committees of the Board of Directors. Records may be written, or electronic if capable of being converted to writing.

ARTICLE 11. AMENDMENTS

Only the Board of Directors of the Corporation shall have the authority to make bylaws. The Bylaws of this Corporation may be amended, altered or repealed by the Board of Directors at any meeting called for that purpose. An affirmative vote of not less than two thirds (2/3) of the members present at the meeting shall be required for such amendments. Notice of proposed amendments must be given at least ten (10) days in advance of the meeting in which the vote to amend will occur.

ARTICLE 12. INDEMNIFICATION

Directors and Officers and former Directors and Officers of the corporation shall be indemnified to the fullest extent of the law as provided in the Alaska Statutes 10.20.011(14), or any successor provision or amendment thereto, against expense actually and reasonable incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been a director or officer of the corporation, except in relation to matters in which that person was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his/her corporate duties.


ARTICLE 13. DISSOLUTION

Upon the dissolution of MVHS, the officers shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal revenue Law), as the Officers shall determine.


ARTICLE 14. NON-DISCRIMINATION CLAUSE

MVHS is committed to diversity at all levels of its organization and is committed to implementing its institutional goals in a manner which is non-discriminatory. MVHS is committed to non-discrimination and inclusion of all persons regardless of age, race or ethnicity, color, gender, gender identity, gender expression, disability, creed or religion, sexual orientation, national origin, marital or parental status, military status, or political or union ideology or affiliation.

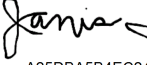
Adopted by resolution of MVHS Board of Directors on September 10, 2020.

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 Brant Smith 9/12/2020
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Board President

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 Heather Smith 9/12/2020
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Vice-president / Secretary

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Treasurer