



Carole Everhart, DNP, FNP-BC  
1236 Bear Trail, Cana, VA 24317  
Phone: (276) 755-2203  
Fax: (276) 755-2201

**Bylaws of Everhart Primary Health Care**  
EIN 80-0768853

## **Article I**

### Name, Office, and Duration

#### **1.01 Name**

The name of this corporation shall be Everhart Primary Health Care (EPHC). The business of the corporation may be conducted as Everhart Primary Health Care or EPHC.

#### **1.02 Location**

The principle place of business and administrative office shall be located at 1236 Bear Trail, Cana, Virginia 24317.

#### **1.03 Duration**

The corporation shall have perpetual existence.

## **Article II**

### Purposes and Powers

#### **2.01 Purpose**

Everhart Primary Health Care is a non-profit corporation and shall be operated exclusively for healthcare, health promotion, health education, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986 or the corresponding section of any future Federal tax code.

Everhart Primary Health Care's purpose is to address, educate, coordinate and provide quality, affordable primary health care service to those needing such services regardless of gender, economic status, race, ethnicity, or creed.

To maximize our impact on current efforts, we may seek to collaborate with other health care organizations/providers for the provision of health care, health promotion, health education, and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities and provide opportunities for involvement in said activities and programs in order to have a greater impact for positive change in the provision of health care, health promotion, and health education.

#### **2.02 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction with others, to do any and all lawful acts which may be necessary or convenient to affect the purposes for which the corporation is organized and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

#### **2.03 Nonprofit Status and Exempt Activities Limitations**

- (a) Nonprofit Legal Status Everhart Primary Health Care is a Virginia non-profit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation Notwithstanding any other provisions of these Bylaw, no director, officer, employee, member, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation may inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes at forth in the Articles of Incorporation and these Bylaws.
- (c) Distribution Upon Dissolution Upon termination or dissolution of Everhart Primary Health Care, any asset lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Everhart Primary Health Care hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Everhart Primary Health Care by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicates the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Commonwealth of Virginia.

In the event that the court shall find that this section is applicable, but that there is no qualifying organization known to it which has a charitable purpose, which at least generally, includes a purpose similar to Everhart Primary Health Care, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Virginia to be added to the general fund.

## **Article III**

### **Membership**

#### **3.01 No Membership Classes**

The corporation shall have no members. There shall be no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

#### **3.02 Non-voting Affiliates**

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or on the corporation website. Affiliates have no voting rights and are not members of the corporation.

#### **3.03 Dues**

Any dues for affiliates shall be determined by the board of directors.

## **Article IV**

### **Board of Directors**

#### **4.01 Board of Directors**

Everhart Primary Health Care shall designate a Board of Directors who shall be initially appointed by a majority of the incorporators to serve as Directors.

#### **4.02 Number**

The Board of Directors shall consist of at least seven (7) and no more than 15 directors. Within these limits, the board may increase the number of directors serving on the board, including for the purposes of staggering the terms of directors.

#### **4.03 Powers**

All corporate powers shall be exercised by or under the authority of the board and the affairs of Everhart Primary Health Care shall be managed under the direction of the board, except as otherwise provided by law.

#### **4.04 Terms**

All directors serve until such director's death, resignation, or removal as provided by these bylaws. The incorporating Board of Directors shall serve initial terms of five (5) years unless otherwise asked and agreed upon by a majority of the board of directors.

#### **4.05 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age, have prior experience serving on a not-for-profit board, or general business/entrepreneurial experience, and have a desire to serve with what they have, know, or have access to. Directors may be elected at any board meeting by the majority vote of the exiting board of directors. The election of directors to replace any director who has resigned, been removed, or who has expired shall take place at the discretion of the board.

#### **4.06 Vacancies**

The board of directors may fill vacancies due to resignation, death or removal by majority vote of the remaining directors though less than a quorum or the remaining board members may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these bylaws. Each person so elected or appointed shall serve until the duration of the unexpired term.

#### **4.07 Removal of Directors**

A director may be removed by two-thirds vote of the board of directors then in office, if:

- (a) The director is absent and unexcused from two (2) or more meetings of the board in a twelve (12) month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

- (b) For cause or no cause, including failure to act in the best interests of the corporation or lack of sympathy with the stated purpose of the corporation. Before any meeting of the board at which a vote on removal will be made, the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### **4.08 Board of Directors Meetings**

- (a) Regular Meetings The board of directors shall have a minimum of one meeting quarterly/four (4) meetings each calendar year at times and places fixed by the board for the purpose of organization and transaction of other business. Board meetings shall be held upon at least a four (4) day notice by electronic mail, facsimile transmission, or forty-eight (48) hours notice delivered personally or by telephone. If sent by facsimile transmission or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- (b) Special Meetings Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be precluded by at least two (2) days notice to each director of the date, time, and place, but not the purpose of the meeting.
- (c) Waiver of Notice Any director may waive notice of any meeting, in accordance with Virginia law.

#### **4.09 Manner of Acting**

- (a) Quorum A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- (b) Majority Vote Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- (c) Hung Board Decisions On the occasion that the board of directors are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- (d) Participation Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet, video meeting, or by telephone conference call.

#### **4.10 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities such as travel expenses to attend board meetings.

#### **4.11 Compensation for Professional Services by Directors**

Directors are not restricted from remuneration for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in advanced and in accordance with the board Conflict of Interest policy and Virginia law.

## **Article V**

### Committees

#### **5.01 Committees**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) Take any final action on matters which also requires board members approval or approval of a majority of all members;
- (b) Fill vacancies on the board of directors in any committee which has the authority of the board;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) Appoint any other committee of the board of directors or members of these committees;
- (f) Expend corporate funds to support a nominee for director; or
- (g) Approve any transaction:
  - i. To which the corporation is a party and one or more directors have a material financial interest; or
  - ii. Between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

#### **5.02 Meetings Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committees not inconsistent with the provision of these Bylaws.

#### **5.03 Informal Action by the Board of Directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing setting forth the action so taken, shall be agreed by the consensus if a quorum. For purposes of this section an email address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

## Article VI

### Officers

#### **6.01 Board Officers**

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer; all of whom shall be chosen by, and serve at the pleasure of the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

#### **6.02 Term of Office**

Each officer shall serve a two year term of office and may not serve more than three consecutive terms of office unless unanimously elected by the board at the end of his/her six (6) year terms or to fill a vacancy in an officer's position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

#### **6.03 Removal and Resignation**

The board of directors may remove any officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

#### **6.04 Board President**

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

#### **6.05 Vice President**

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions of the board president. The vice-president shall have other such powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

#### **6.06 Secretary**

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

#### **6.07 Treasurer**

The treasurer shall be the lead director for oversight for the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

#### **6.08 Non-Director Officers**

The board may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

## Article VII

### Contracts, Checks, Loans, Indemnification, and Related Matters

#### **7.01 Contracts and Other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such document in accordance with policies approved by the board.

#### **7.02 Checks, Drafts, and Major Transactions**

All checks, drafts, or other orders for payments of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such a manner as shall from time to time be determined by resolution of the board. Major financial transactions are those considered causing indebtedness of \$500 or more to the corporation. Such transactions must be authorized by resolution of the board prior to being incurred. Such authority may be general or confined to specific instances.

### **7.03 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 depository as the board or a designated committee of the board may select.

### **7.04 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 resolution of the board. Such authority may be general or confined to specific instances.

### **7.05 Indemnification**

- (a) Mandatory Indemnification The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding in which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) Permissible Indemnification The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors in the specific case, upon receipt of (I) a good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- (d) Indemnification of Officers, Agents, and Employees An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Virginia law and public policy, provided that such indemnification and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## **Article VIII**

### Miscellaneous

#### **8.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

#### **8.02 Fiscal Year**

The fiscal year of the corporation shall be from July 1 to June 30 of each year.

#### **8.03 Conflict of Interest**

The board shall adopt and annually review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board delegated powers.

#### **8.04 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Everhart Primary Health Care not to discriminate on basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

#### **8.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

- (a) That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any further Federal tax code;
- (b) That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by two-thirds vote of a quorum of directors at a board meeting; and
- (c) That all amendments be consistent with the Articles of Incorporation

## **Article IX**

### Counterterrorism and Due Diligence

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Everhart Primary Health Care shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication "Voluntary Best Practice for U.S. Board Charities" is not mandatory, Everhart Primary Health Care will fully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate, and strengthen

a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

## Article X

### Document Retention Policy

#### 10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, and destruction and to promote the proper treatment of Everhart Primary Health Care records.

#### 10.02 Policy

- (a) General Guidelines Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files.

From time to time, Everhart Primary Health Care may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are listed. While minimum retention periods are established, the retention of those listed and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

- (b) Exception for Litigation Relevant Documents Everhart Primary Health Care expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all offices, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or Everhart Primary Health Care informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.
- (c) Minimum Retention Period for Specific Categories
- a. Corporate Documents Corporate records include the corporation's Articles of Incorporation, Bylaws, IRS Form 1023, and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
  - b. Tax Records Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
  - c. Employee Records/Personnel Records State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be retained for seven years.
  - d. Board and Board Committee Materials Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.
  - e. Press Releases/Public Filings The corporation should retain permanent copies of all press releases and publically filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
  - f. Legal Files/Client Records Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years. Client Records should be retained a minimum for ten years following the last patient encounter with the following exceptions: (1) Records of a minor, including immunizations, must be maintained until the child reaches the age of 18 or becomes emancipated with a minimum time for record retention of ten years from last patient encounter regardless of age of child. (2) Records previously transferred to another health care provider or provided to patient or personal representative. (3) Records that are required by contractual obligation, revision of Virginia Department of Health Professions Board of Medicine requirements, or federal law to be maintained for a longer period of time. Client records are considered by EPHC to be inactive if there is no contact for a period of 24 calendar months. Such records will be scanned and saved as a PDF file on a computer external hard drive and a flash drive. All flash drives will be maintained in a safety deposit box with Carter Bank and Trust. Persons with access to the safety deposit box include Board of Director President, Board of Director Secretary, and the health care practice business manager/Health Information Director. Should none of these persons be available due to a catastrophic event to access the safety deposit box, the Board of Directors will determine by majority vote the alternate designee. Carter Bank and Trust will be notified in writing of and changes to personnel authorized to access the safety deposit box contents.
  - g. Marketing and Sales Documents The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, general three years. An exception to the three year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
  - h. Developmental/Intellectual Property and Trade Secrets Developmental documents are subject to intellectual property protection in their final form (e.g. patents and copy rights). The documents detailing the developmental process are often also of value to the corporation and are protected as a trade secret where the corporation:
    - i. derives independent economic value from the secrecy of information; and
    - ii. has taken affirmative steps to keep the information confidential.The corporation should keep all documents designated as containing trade secrets information for at least the life of the trade secrets.
  - i. Contracts Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publically filed contracts.
  - j. Correspondence Unless correspondence falls under another category listed elsewhere in this policy, correspondence should be saved for two years.
  - k. Banking and Accounting Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips, and checks, unless for important payments and purchases (i.e. >\$500) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
    - l. Insurance Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
    - m. Audit Records External audit reports should be kept permanently. Internal audit reports should be kept for three years.
- (d) Electronic Mail E-mail that needs to be saved should either: (1) be printed in hard copy and kept in the appropriate file, or (2) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends of the subject matter of the e-mail, as covered elsewhere in this policy.

## Article XI

### Transparency and Accountability/Disclosure of Financial Information

#### 11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governances publicly available, Everhart Primary Health Care practices and encourages transparency and accountability to the general public. This policy will:

- (a) Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public.
- (b) Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public.
- (c) Specify the procedures whereby the open/closed status of documents and materials can be altered.

#### 11.02 Financial and IRS Documents (Form 1023 and Form 990)

Everhart Primary Health Care shall provide its Internal Revenue Forms 990, 990-T, 1023, and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

#### 11.03 Means and Conditions of Disclosure

Everhart Primary Health Care shall make “widely available” the aforementioned documents on its internet website: [www.everhartphc.com](http://www.everhartphc.com) to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view, and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Everhart Primary Health Care shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Everhart Primary Health Care shall inform anyone requesting the information where this information can be found, including the web address. An administrative fee will be assessed for any hard copies requested.

#### 11.04 IRS Annual Information Returns (Form 990)

Everhart Primary Health Care shall submit the Form 990 to its board of directors prior to filing of the Form 990. While neither the approval of or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the board of directors via hard copy or e-mail before the Form 990 is filed with the IRS.

#### 11.05 Board

- (a) All Board deliberation shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

#### 11.06 Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that:
- (d) Staff records shall be made available to the board when requested.

#### 11.07 Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that:
- (d) Donor records shall be made available to the board when requested.

## Article XII

### Code of Ethics and Whistleblower Policy

#### 12.01 Purpose

Everhart Primary Health Care requires and encourages directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Everhart Primary Health Care to adhere to all laws and regulations that

apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

**12.02 Reporting Violations**

If any director, officer, staff, or employee reasonably believes that some policy, practice, or activity of Everhart Primary Health Care is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

**12.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

**12.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Everhart Primary Health Care and provides Everhart Primary Health Care with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection is only available to individuals that comply with this requirement.

Everhart Primary Health Care shall not retaliate against any director, officer, staff, or employee who, in good faith, made a protest or raised a complaint against some practice of Everhart Primary Health Care or of another individual or entity with who Everhart Primary Health Care has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Everhart Primary Health Care shall not retaliate against any director, officer, staff, or employee who disclose or threaten to disclose to a supervisor or a public body any activity, policy, or practice of Everhart Primary Health Care that the individual reasonably believes is in violation of law, or a rule or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health safety, welfare, or protection of the environment.

**12.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**12.06 Handling of Reported Violations**

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs, or employees and they shall have the opportunity to ask questions about the policy.

**Article XIII**

Amendment of Articles of Incorporation

**13.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board directors.

**Certificate of Adoption of Bylaws**

I do hereby certify that the above stated Bylaws of Everhart Primary Health Care were approved by Everhart Primary Health Care's board of directors on

\_\_\_\_\_ , \_\_\_\_\_ , \_\_\_\_\_ and constitute a complete copy of the Bylaws of the corporation.  
Day Month Day Year

\_\_\_\_\_ Secretary

\_\_\_\_\_ Date