



# By-Laws

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**APPROVED APRIL 20, 2016**

**Project H.O.P.E. BY LAWS**  
**519-525 WEST STREET; CAMDEN, NJ 08103**

## Table of Contents

ARTICLE I: MISSION .....	4
ARTICLE II: GENERAL .....	4
ARTICLE III: OFFICES .....	4
Section 3.1 - Registered Office and Registered Agent .....	4
Section 3.2 - Principal Office .....	4
Section 3.3 - Other Offices .....	4
ARTICLE IV: OBJECTIVES .....	4
ARTICLE V: MEMBERS .....	5
ARTICLE VI: MEMBERSHIP ON THE BOARD .....	5
Section 6.1 - Size .....	5
Section 6.2 - Election of Trustees.....	5
Section 6.3 - Selection Process .....	5
Section 6.4 - Composition .....	5
Section 6.5 - Term of Office of Trustees .....	6
Section 6.6 - Resignation of Trustees.....	6
Section 6.7 - Vacancies on the Board.....	6
Section 6.8 - Election, Removal and Replacement of Officers of the Board.....	7
Section 6.9 - Power to Appoint Other Officers and Agents .....	7
Section 6.10 - Removal of Trustees, Other Officers and Agents.....	7
Section 6.11 - Expenses and Compensation .....	7
Section 6.12 - General Powers of the Board.....	7
Section 6.13 - Reliance .....	8
Section 6.14 - Powers of Individual Trustees.....	8
ARTICLE VII: MEETINGS OF THE BOARD.....	9
Section 7.1 - Place of Meeting .....	9
Section 7.2 - Annual Meeting of the Board .....	9
Section 7.3 - Regular Meetings and Minutes of the Board.....	9
Section 7.4 - Notice of Special Meeting of the Board.....	9
Section 7.5 - Voting Rights .....	10
Section 7.6 - Absenteeism.....	10
Section 7.7 - Leave of Absence .....	10
Section 7.8 - Quorum and Voting.....	10
Section 7.9 - Action by Written Memorandum .....	10

Section 7.10 - Attendance at Board Meetings; Telephonic or Electronic Meetings.....	11
Section 7.11 - Executive Session .....	11
ARTICLE VIII: ELECTION, DUTIES AND REPLACEMENT OF OFFICERS.....	11
Section 8.1 - Election of Officers.....	11
Section 8.2 - President .....	11
Section 8.3 - Vice-President .....	11
Section 8.4 - Secretary .....	11
Section 8.5 - Treasurer .....	12
Section 8.6 - Chief Executive Officer .....	12
Section 8.7 - Resignation of Officers.....	12
Section 8.8 - Vacancies of Officers.....	12
Section 8.9 - Removal of Officers.....	12
ARTICLE IX: COMMITTEES OF THE GOVERNING BOARD.....	12
Section 9.1 - General.....	12
Section 9.2 - Committee Structure .....	13
Executive Committee .....	13
Personnel and Nominations Committee.....	14
Finance Committee .....	14
Bylaws Committee .....	14
Quality/Performance Improvement Committee .....	14
Strategic Planning Committee .....	14
Other Committees .....	15
ARTICLE X: EXECUTION OF INSTRUMENTS .....	15
Section 10.1 - Checks .....	15
Section 10.2 - Contracts, Conveyances, Etc. ....	15
ARTICLE XI: FISCAL YEAR .....	15
ARTICLE XII: BOOKS AND RECORDS.....	15
ARTICLE XIII: NOTICES AND WAIVERS OF NOTICE.....	15
Section 13.1 - Manner of Giving Notice.....	15
Section 13.2 - Waiver of Notice .....	16
ARTICLE XIV: INDEMNIFICATION.....	16
Section 14.1 - Indemnification of Individuals .....	16
Section 14.2 - Insurance.....	16
Section 14.3 - Additional Rights .....	16

ARTICLE XV: CONFLICTS OF INTEREST ..... 16  
    Section 15.1 - Loyalty ..... 16  
    Section 15.2 - Policies ..... 16  
    Section 15.3 - Exempt Activities..... 17  
    Section 15.4 - Sharing in Corporate Earnings ..... 17  
ARTICLE XVI: DISSOLUTION ..... 17  
ARTICLE XVII: AMENDMENTS..... 18  
BYLAW ADOPTION ..... 18

## **ARTICLE I: MISSION**

The mission of Project HOPE is to improve the health and wellbeing of homeless persons and others in need within the greater Camden, New Jersey area by providing primary, preventative and related health services.

## **ARTICLE II: GENERAL**

The provisions of this document constitute the Amended and Restated Bylaws (“Bylaws”) of Project H.O.P.E., Inc., a New Jersey not-for-profit corporation (hereinafter referred to as the “Corporation”) which Bylaws, until changed by an amendment hereto, shall be utilized to regulate the governance and operation of the Corporation.

As used herein and in the Certificate of Incorporation of the Corporation (without regard to whether or not such word or phrase is capitalized):

- “Board” shall mean the Board of Trustees of this Corporation.
- “Trustees” shall mean the individuals serving on the Board of this Corporation, appointed in accordance with the Bylaws of the Corporation.

## **ARTICLE III: OFFICES**

### **Section 3.1 - Registered Office and Registered Agent**

The registered office of the Corporation shall be located in the State of New Jersey and the registered agent shall have a business office identical with such registered office, which office and agent may be changed from time to time by the Board upon filing of such notices as may be required by law.

### **Section 3.2 - Principal Office**

The principal place of business of the Corporation shall be 439 Clinton St., Camden, New Jersey 08102, which principal place of business may be changed from time to time by the Board as provided in these Bylaws.

### **Section 3.3 - Other Offices**

The Corporation may have other offices within or outside the State of New Jersey at such place or places as the Board may from time to time determine.

## **ARTICLE IV: OBJECTIVES**

The objectives of the Corporation are to better the health and lives of the patients we serve by providing high quality, cost-effective community-oriented primary and preventive health care services, related enabling and ancillary services, and social services, to Camden City’s homeless population and others in need in the Corporation’s service area, through operation of mobile and street outreach programs, the Bergen Lanning Health Center and a satellite health clinic, without regard to race, creed, color, gender, age, national origin, and regardless of the ability of an individual or family to pay or their insurance status. The Corporation shall also be permitted to engage in any other activity undertaken to promote the purposes of the Corporation which may be lawfully undertaken by the Corporation under applicable New Jersey law.

The Corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code.

## **ARTICLE V: MEMBERS**

There shall be no members of the Corporation. The term "member," as used in these Bylaws, shall refer solely to members of the Board and/or members of Board committees.

## **ARTICLE VI: MEMBERSHIP ON THE BOARD**

### **Section 6.1 - Size**

The Board shall consist of nine (9) to twenty-five (25) members.

### **Section 6.2 - Election of Trustees**

New Trustees shall be elected by the existing members of the Board present and voting at the Annual Meeting (or such other meeting as determined by the Board) each year. The new Trustees' terms shall commence as of the day immediately following the Annual Meeting. Unless terminated earlier, each Trustee shall hold office until the expiration of the term for which he/she is elected and qualified.

### **Section 6.3 - Selection Process**

Potential candidates' names shall be obtained from current Trustees, staff, patients, and other human service agencies or any other interested individuals. Each candidate shall be at least eighteen (18) years of age at the time of election. Each candidate shall fill out a biographical sketch and shall be interviewed and approved by a majority vote of the Nominating Committee before being elected to the Board. The Nominating Committee shall present to the Executive Committee a slate of nominees, which complies with the Board composition requirements set forth in Article V, Section 5.4 herein, in time for review and discussion before the scheduled election. The full Board shall be notified of the Nominating Committee's recommendations at least ten (10) calendar days before the Annual Meeting (or, in the case of a vacant or new Board seat, before any meeting at which a vote on Board membership occurs). Additional nominations for members of the Board may be submitted from the floor at the Annual Meeting. All nominations shall be subject to the consent of the nominee.

### **Section 6.4 - Composition**

- a) Patient Representatives shall, unless the requirement is waived by HRSA, comprise at least a majority of the Board and shall be individuals who are served by the Corporation and who, as a group, represent the individuals being served by the Corporation, in terms of demographic factors such as race, ethnicity, income and gender. Patient Representatives should be individuals who utilize the Corporation as their principal source of primary health care and who have used the Corporation's services within the last two (2) years. Patient Representatives of the Board should live in the Corporation's service area. A legal guardian of a patient who is a dependent child or adult, or a legal sponsor of an immigrant patient may be considered a Patient Representative for purposes of Board composition. The Corporation's service area is

Camden City and Camden County however it may serve patients outside this service area since the Corporation's patients are homeless and often times in transit.

- b) Non-Patient Community Representatives will comprise the remaining members of the Board, shall be representative of the community in which the Corporation's catchment area is located, and shall be selected for their expertise in health care, community affairs, local government, finance and banking, legal affairs, trade unions and other commercial, professional and industrial concerns or social service agencies within the community. Those members shall be elected by the Board. Non-Patient Community Representatives should live or work in the Corporation's service area.
- c) No more than one-half (1/2) of the Non-Patient Community Representatives of the Board may be individuals who derive more than ten percent (10%) of their annual income from the health care industry.
- d) With the exception of the Chief Executive Officer, Project H.O.P.E. employees shall not serve on the Board. No member of the Board shall be a spouse, child, parent, brother or sister, by blood or marriage, of a Project H.O.P.E. employee.
- e) The Chief Executive Officer is a non-voting, ex-officio Trustee.
- f) No outside party shall have the right to appoint any Trustee.

### **Section 6.5 - Term of Office of Trustees**

**Term of Office:** The regular term of office for Trustees of the Corporation's Board of Trustees shall be three (3) years.

**Staggered Terms:** To provide for continuity of membership on the Board, the term of office of Trustees shall be staggered so that one-third may be chosen every year. For the election of Trustees occurring at the first Annual Meeting occurring after the effective date of April 20, 2010, the Bylaws/Nominating Committee shall compose the slate as follows: nominees for election to the Board shall be divided as equally as may be into three classes; the terms of the Trustees in the first class shall be set to expire at the expiration of one year; the terms of the Trustees in the second class shall be set to expire at the expiration of three years. In the event the slate for such election contains an even number of nominees, the first and, if necessary, second classes shall be the larger classes.

**Term Limits:** Any Trustee who has otherwise satisfactorily performed his or her duties as a Trustee shall be eligible for reelection to the Board upon expiration of his or her term, provided that such Trustee continues to meet the eligibility guidelines set forth in these bylaws and by the Corporation and the Board determines that such person shall be reelected. No Trustee may serve more than three (3) terms nine (9) years, except that a former Trustee may be reelected upon having not served as a Trustee for a period of at least one (1) year.

### **Section 6.6 - Resignation of Trustees**

A Trustee may resign at any time by giving written notice to the President or the Secretary. Unless otherwise specified, such resignation shall be effective immediately upon notification.

### **Section 6.7 - Vacancies on the Board**

Vacancies (whether by removal, resignation or death) on the Board shall be filled by a majority vote of the Trustees present and voting at any regular or special meeting at which a quorum exists. Each person so selected will serve out the unexpired portion of the vacated position. At all times, the Board composition requirements of Article V, Section 5.4 herein must be met.

## **Section 6.8 - Election, Removal and Replacement of Officers of the Board**

Officers of the Board shall be elected, removed and replaced as provided in Article VII herein.

## **Section 6.9 - Power to Appoint Other Officers and Agents**

The Board shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the affairs of the Corporation.

## **Section 6.10 - Removal of Trustees, Other Officers and Agents**

Any Trustee, other officer or agent may be removed by the Board by a vote of two-thirds (2/3) of the entire Board for cause or whenever, in the judgment of the Board, the business interests of the Corporation will be served thereby. [Any allegation of a basis for removal shall be presented in writing, by mail, to the individual in question at least five (5) calendar days in advance of the meeting. The allegation(s) shall be noted on the agenda of the meeting. The individual in question shall be entitled to appear before and be heard at such meeting. Removal from the Board shall serve as automatic removal from any office held by such removed individual.

## **Section 6.11 - Expenses and Compensation**

Trustees may be reimbursed for reasonable expenses incurred in performing services in their capacities as Trustees. No Trustee shall receive any other compensation for any services performed in his or her official capacity.

## **Section 6.12 - General Powers of the Board**

The Board shall have and is vested with unlimited powers and authority, except as may be expressly limited by law, the Certificate of Incorporation or these Bylaws. The Board shall oversee general management of the affairs, property and business of the Corporation and, subject to these Bylaws, may adopt such general policies, rules and regulations for that purpose and for the conduct of its meetings as the Board may deem proper, on its own prerogative or upon recommendation of the Chief Executive Officer. In no event shall any other party be granted approval or veto rights regarding any of the functions of the Board. The Board shall be specifically responsible for:

- a) Hiring, annually evaluating, and dismissing the Chief Executive Officer of the Corporation, who shall act as an agent of the Board, and holding the Chief Executive Officer accountable for the implementation of policies and practices and the daily management of the Corporation,;
- b) Developing, approving, and periodically updating the Corporation's personnel policies and procedures, including recruitment selection and dismissal procedures, salary and benefits, employee grievance procedures, and equal opportunity practices.
- c) Developing, adopting, and periodically updating the Corporation's policies for financial management practices, including a system to assure accountability for corporate resources, approving the annual project budget, Corporation priorities and eligibility for services, including criteria for partial payment schedules, and long range planning.
- d) Setting priorities for allocation of project funds among services.
- e) Developing, adopting, and periodically updating the Corporation's health care policies, including scope and availability of services, location and hours of services and quality improvement procedures.
- f) Assuring that the Corporation provides a high quality of care and is operated in compliance with applicable federal, state, and local laws and regulations.
- g) Approving any significant applications to the Health Resources and Services Administration ("HRSA") including, without limitation, to the extent applicable, any and all applications in



connection with the Corporation's request for funds under Section 330 of the Public Health Service Act (including the annual project plan submitted as part of any Section 330 grant application), any changes in scope and any other applications with HRSA related to the Corporation's status as a FQHC..

- h) Selecting an independent auditor and officially accepting the annual audit report.
- i) Evaluating the Corporation's activities, including service utilization patterns, productivity, patient satisfaction, and achievement of project objectives, and developing a process for hearing and resolving patient grievances.
- j) Evaluating the Corporation's achievements and program direction on an annual basis and using the knowledge gained to engage in strategic planning to revise its mission, goals, objectives, plans and budgets as may be appropriate and necessary.
- k) Evaluating itself periodically for efficiency, effectiveness, and compliance with all requirements imposed upon federally qualified health centers ("FQHCs") as set forth in Section 330 of the Public Health Service Act, 42 U.S.C. 254b.
- l) Attending to any matter which the Board determines is in the best interest of the Corporation, and within the purposes and objectives of the Corporation
- m) Establishing and requiring compliance with a corporate compliance program and HIPAA compliance program for the Corporation.
- n) Taking all necessary steps to assure that the purposes and objectives of the Corporation are achieved.

The Board, in establishing the above-mentioned policies, shall not:

- a) Establish any policy which is inconsistent with the Homeless Assistance Act, the Health Care for the Homeless Program, or related HHS regulations or policies which might prevent the fulfillment of obligations imposed under a Section 330 Public Health Service Act grant or any other grant.
- b) Involve itself in the hiring, firing and evaluation of any personnel, except the Chief Executive Officer.

### **Section 6.13 - Reliance**

In performing his or her duties, a Trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a) and (b) of this Section; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Trustee who so performs his or her duties based on such reliance shall be considered to have acted reasonably for the purposes of indemnification under Article XIII herein. Those persons and groups on whose information, opinions, reports and statements a Trustee is entitled to rely upon include:

- a) One or more Officers or employees of the Corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented; or
- b) Counsel, public accountants, or other persons as to matters which the Trustee reasonably believes to be within such persons' professional or expert competence.

### **Section 6.14 - Powers of Individual Trustees**

No individual Trustee shall act for the Board except as specifically authorized by the Board. Trustees shall refrain from giving personal advice or directives to any staff member of the Corporation. No

individual Trustee shall speak for the Board or the Corporation except as may be specifically authorized by the Board.

## **ARTICLE VII: MEETINGS OF THE BOARD**

### **Section 7.1 - Place of Meeting**

All meetings of the Board shall be at the principal and registered office of the Corporation in the City of Camden, unless otherwise approved by the Board.

### **Section 7.2 - Annual Meeting of the Board**

An Annual Meeting of the Board shall be held each year between the months of May and September at the principal office of the Corporation, or at such other place or places as the Board may designate from time to time by resolution, unless rescheduled by the Board action at least thirty (30) calendar days in advance. New Trustees and Officers shall be elected at each Annual Meeting, and such other business may be transacted as may come before the meeting. A written notice of the time, place and purpose shall be mailed to each Trustee at least thirty (30) calendar days prior to the Annual Meeting of the Board. No change of the date for the Annual Meeting shall be made within the thirty (30) calendar days preceding the date of the meeting unless consented to in writing by resolution adopted at a meeting by all of the members entitled to vote at the Annual Meeting.

A Special Meeting will be held annually for the general public on the same date as fixed by Section 6.2(a) of this Article unless rescheduled by the Board at least thirty (30) calendar days in advance of the Annual Meeting. A written or verbal Annual Report will be made available to the general public at the Special Meeting. The Annual Report will present information about the state of affairs, accomplishments and future goals of this organization. The public will be notified by written notice displayed in appropriate public areas, at all reception room areas of the clinics and by invitations mailed to friends and interested people of this organization.

### **Section 7.3 - Regular Meetings and Minutes of the Board**

Regular monthly meetings of the Board shall be held once a month at a time and place approved by the vote of a majority of the Trustees, unless the requirement is waived by HRSA. No notice of monthly meetings shall be necessary or given, provided that the Board establishes a regular time and place for its monthly meetings. If the day fixed for the regular meeting shall be a legal holiday, the meeting shall be on the next succeeding business day at the same time. Minutes (including a record of attendance) shall be kept, approved by the Board at a subsequent meeting, signed by the Secretary, and retained at the office of the Corporation.

### **Section 7.4 - Notice of Special Meeting of the Board**

Special meetings of the Board may be called by the President and shall be called by the President upon a written request of any two (2) Trustees (or by those Trustees in the absence of the President or his/her failure to call a meeting as required hereunder). Five (5) calendar days' written notice shall be given personally or by mail to all Trustees for special meetings of the Board. Notwithstanding the foregoing, the President may, in an emergency situation, convene a special Board meeting by providing forty-eight (48) hour notice by phone to the Trustees. Notice of special meetings shall state the time, place and purpose or purposes of the meeting.

### **Section 7.5 - Voting Rights**

Except as the Articles of Incorporation or the Laws of the State of New Jersey otherwise provide, each Trustee, at every meeting of such body respectively, shall be entitled to one (1) vote in person. A Trustee may not vote by proxy.

### **Section 7.6 - Absenteeism**

In the event that a Trustee is absent from any three (3) consecutive meetings and those absences are unexcused, his or her membership shall terminate forthwith and the vacancy thus created shall be filled as herein provided.

### **Section 7.7 - Leave of Absence**

The Board may grant a member a request for a leave of absence excusing the member from non-attendance for a specified length of time, not to exceed three months. In the event that a member requests a leave of absence for health-related reasons, the leave of absence may be extended up to 6 months. If the Board member is not ready to return to active member status after 3 months (or 6 months for health-related reasons), the Board member resigns and may be nominated and re-elected to join the Board at a later date. During the Leave of Absence, the Board member will not be considered a voting member or part of the total necessary to obtain a quorum.

### **Section 7.8 - Quorum and Voting**

- a) A simple majority of the members of the Board who are elected and serving will constitute a quorum for any meeting for the transaction of business. Two-thirds (2/3) majority of the total membership of the Board constitute a quorum for amending the Bylaws. If a quorum is not present at a meeting, or a quorum is not present at the time business is to be transacted, the Trustees in attendance shall meet, discuss agenda items, vote on relevant agenda items, and obtain the remaining number of votes necessary to constitute a quorum via email after the meeting. Adjourn the meeting to another time and shall give absent Trustees reasonable notice of the time and place of such adjourned meeting, or the Trustees present may submit any proposed action or resolution to the full Board without a meeting pursuant to Section 6.8 of this Article.
- b) The vote of a majority of members present and voting at a meeting at which a quorum exists at the time of the vote shall decide any question properly brought before the meeting, except as otherwise provided by the Articles of Incorporation or the laws of the State of New Jersey, or except as set forth elsewhere in these Bylaws.

### **Section 7.9 - Action by Written Memorandum**

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all Trustees individually or collectively consent in writing to such action. The written consent or consents will be filed with the minutes of the proceedings of the Board, and any such action by written consent will have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law that relates to action so taken will state that the action was taken by unanimous written consent of the Board without a meeting and that the Certificate of Incorporation and Bylaws of this Corporation authorize the Trustees to so act. The statement will be prima facie evidence of such authority.

## **Section 7.10 - Attendance at Board Meetings; Telephonic or Electronic Meetings**

Attendance at any meeting may be by telephone conference or by any other means of communication so long as all Trustees who are participating in the meeting can hear all other Trustees. Participation by telephonic or electronic means shall constitute presence in person at the meeting.

## **Section 7.11 - Executive Session**

The Board may conduct all or any part of a meeting in Executive Session for such purpose as it deems necessary including, but not limited to, discussion of litigation (actual or threatened), evaluation of personnel or discussion of personnel issues, or receipt of the results of the annual audit. The Board shall invite the Chief Executive Officer and such other persons as it deems appropriate to attend an Executive Session, provided that the Chief Executive Officer shall not attend an Executive Session or that portion of an Executive Session convened for the purpose of the evaluation of the Chief Executive Officer's job performance. The public and staff members are excluded from Executive Sessions except when invited to give testimony or advice, after which they will be excused.

# **ARTICLE VIII: ELECTION, DUTIES AND REPLACEMENT OF OFFICERS**

## **Section 8.1 - Election of Officers**

At the Annual Meeting, the Board shall elect a President, Vice President, Secretary, and Treasurer for two (2) year terms each. -No Officer shall be elected for more than two (2) consecutive terms.

## **Section 8.2 - President**

The President shall:

- a) Have the general powers of supervision usually vested in the office of the President of a Corporation;
- b) Preside at all meetings of the Board and all meetings of the Executive Committee at which he or she is present;
- c) In consultation with the Executive Committee, select committee members and committee chairs; and
- d) Perform such other duties as may be required of him or her by the Board. [The President may elect to be an ex-officio member of all standing and special committees of the Board. Note: While this is permissible it is somewhat unusual.] The President, or another Officer designated by the President, may sign any document or instrument requiring the signature of an Officer of the Corporation which is necessary and incident to the purposes of the Corporation, except where the signing of such document or instrument is expressly delegated by the Board to another Officer or agent of the Corporation or as otherwise required by law or these bylaws.

## **Section 8.3 - Vice-President**

The Vice-President shall, in the absence or disability of the President, perform his or her duties and exercise his or her powers and shall perform such other duties as the Board may prescribe.

## **Section 8.4 - Secretary**

The Secretary shall: (i) attend all meetings of the Board and accurately record, or cause to be accurately recorded, the proceedings of the Board, including all votes; (ii) present such record to the Board for approval and adoption; (iii) give or cause to be given all notices in accordance with these bylaws or as

required by law; (iv) be responsible for such other actions of the Corporation as the Board shall direct; and (v) in general, perform all duties customary of the office.

### **Section 8.5 - Treasurer**

The Treasurer, with the assistance of the Corporation's Chief Financial Officer, shall: (i) oversee the fiscal affairs of the Corporation; (ii) report on the financial condition of the Corporation to the Board at its regular meetings, the annual meeting and at such other times as the Board may require; and (iii) function as chair of the Finance Committee. [Note: In most FQHCs, the Treasurer does not perform the tasks we deleted.]

### **Section 8.6 - Chief Executive Officer**

The Chief Executive Officer is an agent of the Board and shall be accountable to the Board. The Chief Executive Officer shall be responsible for the day-to-day care, supervision, direction and management of the Corporation, subject to the oversight of the Board and in furtherance of the policies, priorities and programs established by the Board. The Chief Executive Officer serves as the administrative, fiscal, and community agent of the Board in the implementation of Board policy, in the overall pursuit of the Corporation's mission, and in the provision of leadership to Project H.O.P.E.'s employees. The Chief Executive Officer shall have the authority to employ, supervise, and discharge all personnel in accordance with the policies established by the Board. The Chief Executive Officer, or his or her designee, shall attend all meetings of the Board and the Executive Committee, unless the Board requests the Chief Executive Officer's absence during evaluation of the Chief Executive Officer's performance in Executive Session. The Chief Executive Officer shall perform such other duties and exercise such other powers as may be assigned by the Board.

### **Section 8.7 - Resignation of Officers**

An Officer may resign at any time by giving written notice to the President or the Secretary. Unless otherwise specified, such resignation shall be effective immediately upon notification.

### **Section 8.8 - Vacancies of Officers**

Vacancies (whether by removal, resignation or death) in any Officer position shall be filled by a majority vote of the Trustees present and voting at any regular or special meeting at which a quorum exists. Each person so selected will serve out the unexpired portion of the vacated position.

### **Section 8.9 - Removal of Officers**

Any Officer may be removed by the Board by a vote of two-thirds (2/3) of the entire Board for cause or whenever, in the judgment of the Board, the business interests of the Corporation will be served thereby.

## **ARTICLE IX: COMMITTEES OF THE GOVERNING BOARD**

### **Section 9.1 - General**

Committees of the governing Board shall be standing and special, and shall be appointed by the Board. All committee members, including the Chairperson, of each committee shall serve for one (1) year or until their successors are appointed and approved. The Board shall have the power to fill any vacancies that occur on the committee for the remainder of the year.

- a) Except as specified in these Bylaws, non-Trustees may be invited guests to committees, other than the Executive Committee, provided that, in all committees, actual members of the

committee shall be Trustees. The President of the Board or his or her designee may serve as an advisory and consulting member of each committee. Members of the medical staff and the executive management team may be considered by the President of the Board for inclusion as invited guests to committees, other than the Executive Committee.

- b) Each committee shall meet at such time and place as designated by the Chairperson of the committee and as often as necessary to accomplish their duties. If regular meeting times are established, no notice of committee meetings is necessary. If a special committee meeting is called, five (5) calendar days' written notice shall be given personally or by mail to all Committee members indicating the date, time, and place of the meeting. Notwithstanding the foregoing, the Chairperson may, in an emergency situation, convene a special committee meeting by providing forty-eight (48) hours' notice by phone to the committee members. Each committee shall maintain minutes of the meetings, including recommendations, of such committee. Committees may hold joint meetings with other committees and such joint committee may exercise the powers and perform the functions delegated to either or both of the committees
- c) Any member of a committee may resign at any time by giving written notice of such resignation to the committee Chairperson or President of the Corporation. Resignation or removal from the Board shall constitute resignation or removal from any committee on which such Board member served.
- d) The presence at any committee meeting of a majority of the members of such committee shall be sufficient to constitute a quorum for taking such action as the committee is authorized by these bylaws or the Board to take. Action by a majority of the committee members present at such meeting shall constitute action of the committee. Attendance at any meeting may be by telephone conference or by any other means of communication so long as all committee members who are participating in the meeting can hear all other committee members. Participation by telephonic or electronic means shall constitute presence in person at the meeting
- e) Each committee shall provide the minutes of committee meetings if applicable to the Board prior to each monthly Board meeting. The minutes of committee meetings will be incorporated into the official Board meeting materials.

## **Section 9.2 - Committee Structure**

The Board shall establish the following standing committees.

### **Executive Committee**

The Executive Committee shall consist of the Officers of the Corporation. The Chief Executive Officer shall be an ex-officio, nonvoting member of the Executive Committee. The Executive Committee shall have all of the powers of the Board and shall generally act in place of the Board and perform such duties and exercise such powers as may be performed and exercised by the Board, except as otherwise prohibited by law, during the interim periods between meetings of the Board or when the Board is not available, consistent with established Board policy and direction. Specifically, the Executive Committee shall:

- a) develop the Board work plan for the year, including training and development for the Trustees; and
- b) conduct preliminary evaluation of the Chief Executive Officer and shall make recommendations to the full Board accordingly.

Meetings of the Executive Committee may be conducted by telephone conference or by any other means of communication so long as all Trustees who are participating in the meeting can hear all other

Trustees. Participation by telephonic or electronic means shall constitute presence in person at the meeting.

### **Personnel and Nominations Committee**

The Personnel and Nominations Committee shall consist of at least three (3) Trustees. The Personnel and Nominations Committee shall be charged with the responsibility of: (i) reviewing and, if necessary, making recommendations to the Board concerning the personnel policies of the Corporation, including employment practices, employee benefits, employee health and welfare services, retirement and personnel relations; (ii) reviewing and reporting on issues related to compliance of the personnel policies with all federal, state, and local laws; (iii) conducting, or causing to be conducted, salary and wage benefit studies as necessary and shall comprise the search committee responsible for recommending candidates for Chief Executive Officer; (iv) Nominating qualified individuals to the Board in accordance with Article V, Sections 5.3 herein; and (v) making other appropriate reports and recommendations to the full Board.

### **Finance Committee**

The Finance Committee shall consist of at least three (3) Trustees and be chaired by the Board Treasurer. The Finance Committee is responsible for monitoring and making recommendations to the Board regarding the financial status and policies of the Corporation, including fiscal planning, budgeting, policy development, and financial performance, reviewing financial statements of the Corporation, as well as working with financial consultants and, as necessary, the Corporation's auditors.

### **Bylaws Committee**

The Bylaws Committee shall consist of at least three (3) Trustees and be responsible for:

- a) Periodically reviewing the Bylaws and Standards of Conduct of the Corporation on an annual basis.
- b) Making recommendations to the full Board concerning revisions or amendments to the Bylaws or Standards of Conduct of the Corporation. To the extent possible, all proposed revisions and amendments to the Bylaws from whomever shall be referred to this Committee for study and written recommendations to the full Board.

### **Quality/Performance Improvement Committee**

The Quality/Performance Improvement Committee shall consist of at least three (3) Trustees and may also include appropriate staff clinicians and the Medical Director of the Corporation as nonvoting members. The Quality/Performance Improvement Committee is responsible for monitoring and reviewing the overall Quality Improvement component of the Corporation, and making recommendations to the full Board regarding quality improvement.

### **Strategic Planning Committee**

The responsibilities of the Strategic Planning Committee shall include, but not be limited to, the following:

- a) studying the demographics and specific health care and community needs of the Corporation's catchment area and formulating recommendations to the Board concerning the creation of new programs and services, or elimination or modification of existing programs and services, which address such factors;
- b) monitoring the establishment and/or expansion of health care providers in the Corporation's catchment area and surrounding communities, and reporting to the Board about the future impact, if any, such health care providers will have on the operations of the Corporation;



- c) studying pending and recent legislation affecting the health care industry, including legislation providing governmental grants or funds for the establishment, operation or provision of certain health care services, and advise the Board as to the future impact such legislation may have on the Corporation; and
- d) communicating with the Chief Executive Officer and other appropriate Corporation representatives in connection with programmatic planning for the Corporation.

#### **Other Committees**

The Board may designate other committees as deemed necessary.

## **ARTICLE X: EXECUTION OF INSTRUMENTS**

### **Section 10.1 - Checks**

All checks, drafts or demands for money and notes of the Corporation shall be signed by such Officer or Officers or such other person or persons as the Board may from time to time designate.

### **Section 10.2 - Contracts, Conveyances, Etc.**

The Board may in any instance designate the Officers and agents who shall have the authority to execute any contract, conveyance or other instrument on behalf of the Corporation, or may ratify or confirm any execution. When the execution of any instrument has been authorized without specification of the executing Officers or agents, the President or Vice President and the Secretary or Treasurer may execute the same in the name and on behalf of the Corporation. Unless so authorized, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or in any amount.

## **ARTICLE XI: FISCAL YEAR**

The fiscal year of the Corporation shall begin January 1st and end on December 31st, unless otherwise determined by the Board.

## **ARTICLE XII: BOOKS AND RECORDS**

The proper Officers and agents of the Corporation shall keep and maintain such books, records and accounts of the Corporation's affairs as the Board shall deem advisable and as shall be required by the laws of the State of New Jersey.

## **ARTICLE XIII: NOTICES AND WAIVERS OF NOTICE**

### **Section 13.1 - Manner of Giving Notice**

All notices of meetings required to be given to a Trustee may be given in writing to such Trustee at his or her last postal or email address as it appears on the books of the Corporation, and in default of such address, to such member or Trustee at the general post office in the City of Camden, New Jersey. Such notice shall be deemed to be given at the time when the same shall be mailed or otherwise dispatched.



### **Section 13.2 - Waiver of Notice**

Notice of any meeting of the Board need not be given to any Trustee who submits a signed waiver of notice, either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

## **ARTICLE XIV: INDEMNIFICATION**

### **Section 14.1 - Indemnification of Individuals**

The Corporation shall indemnify each person (including the heirs, executors, administrators or estate of such person) who serves as a Trustee, Officer or employee of the Corporation and who is made a party to an action, suit, or proceeding (whether civil, administrative, or investigative) by reason of the fact that such person is or was a Trustee, Officer or employee of the Corporation, or serves or served any other enterprise at the request of the Corporation, against all expenses and costs (including attorneys' fees), liabilities judgments, fines, and amounts paid or to be paid in settlement, incurred in connection with such action, suit, or proceeding, if he or she acted in good faith in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Such Trustee, Officer or employee shall be indemnified by the Corporation to the full extent required by the applicable provisions of the New Jersey Nonprofit Corporation Act, as now existing or hereafter amended. Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the New Jersey Nonprofit Corporation Act, or any successor statute in effect at the time of such alleged action or failure to take action.

### **Section 14.2 - Insurance**

The Board shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, or employee of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his status as such whether or not the Corporation would have power to indemnify him/her against such liability under these Bylaws or any applicable laws or governmental regulations.

### **Section 14.3 - Additional Rights**

The provisions of this Article shall be an addition to the rights that the Trustees and Officers of the Corporation have under the Certificate of Incorporation or the New Jersey Not-For-Profit Corporation Act, and nothing herein shall be deemed to diminish or otherwise restrict such person's right to indemnification under any such other provision.

## **ARTICLE XV: CONFLICTS OF INTEREST**

### **Section 15.1 - Loyalty**

Each Trustee has a fiduciary duty to the Corporation and must give it his or her loyalty.

### **Section 15.2 - Policies**

The Board shall establish, adopt, and annually review a written corporate policy that establishes procedures for:

- a) Disclosing, and addressing conflicts of interest or the appearance of conflicts of interest by Trustees, Officers, employees, consultants, and/or agents who provide services or furnish goods to the Corporation, and
- b) Maintaining the confidentiality of information (whether written, oral or contained on video tapes, audio tapes or computer diskettes) obtained by a Trustee, Officer, employee, consultant and/or agent by virtue of his or her position as such, directly or indirectly related to the Corporation's administrative, managerial, and clinical operations, or the substance of any discussions, contracts or other affiliations to any person, institution, entity, company or other third party.
- c) No Trustee or Officer shall participate in the Corporation's selection, award or administration of any contract or other agreement for the furnishing of services or supplies to the Corporation, in which he or she, or his or her immediate family or partner, has a real or potential conflict of interest (financial or otherwise) or with whom he or she is negotiating or has any arrangement concerning employment. Notwithstanding the foregoing, such contract may be approved or authorized by a majority of the disinterested Trustees present at a meeting at which a quorum exists if the facts of any such interest by a Trustee shall have been disclosed to the Board by the interested Trustee prior to or at the meeting at which the contract was approved or authorized and such interested Trustee abstains from the Board's deliberations and voting in that regard, provided that the contract is otherwise fully consistent with the Corporation's procurement policies and otherwise in the Corporation's best interests.

### **Section 15.3 - Exempt Activities**

No Trustee, Officer, employee 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 (i) exempt from Federal income taxation under the Internal Revenue Code Section 501(a) as an organization described in Code Section 501(c)(3), and (ii) contributions to which are deductible under Code Section 170 (c)(2).

The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law for nonprofit tax-exempt organizations.

### **Section 15.4 - Sharing in Corporate Earnings**

No Trustee, Officer, or employee of, or any other person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Corporation or the reimbursement of expenses incurred by any such person on behalf of the Corporation, in connection with effecting any of the purposes of the Corporation.

## **ARTICLE XVI: DISSOLUTION**

No Trustee, Officer or employee of the Corporation shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been

satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to charitable, religious, scientific, literary or educational organizations (i) which then qualify for exemption from Federal income taxation under the provisions of Code Section 501(c)(3) and the Treasury Regulations thereunder (as they now exist or as they may hereafter be amended) and (ii) contributions which are deductible under Code Section 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).

## **ARTICLE XVII: AMENDMENTS**

The Bylaws of the Corporation may be amended, altered, added to or repealed, or new Bylaws may be adopted, in whole or in part, by the affirmative vote of two-thirds (2/3) of the Trustees entitled to vote at any regular or special meeting of the Board, provided that the full text of the proposed amendment or repeal shall have been delivered to each Trustee at least five (5) calendar days prior to the meeting at which the proposed amendment or repeal will be presented to the Board for action.

## **BYLAW ADOPTION**

The undersigned Secretary of the Board identified in the foregoing Bylaws does hereby certify that the foregoing Bylaws are duly adopted by the Trustees, as Bylaws of said Corporation, on the 20 day of April, 2016, at a duly called and constituted meeting of the Board, and that they do now constitute the Bylaws of said Corporation.

SIGNATURE: \_\_\_\_\_ Date \_\_\_\_\_

ATTEST: \_\_\_\_\_ Date \_\_\_\_\_