



BYLAWS
OF
ATHENS WELLNESS CLINIC, INC.

ARTICLE I

NAME AND PURPOSE

Section 1. *Name.* The name of the corporation shall be Athens Wellness Clinic, Incorporated (hereinafter Athens Wellness Clinic).

Section 2. *Purpose.* This corporation is organized for the following purposes:

- (A) The Athens Wellness Clinic is a private, non-profit health care clinic staffed by nurses and intended to provide primary and episodic health care to the homeless and indigent in Athens-Clarke County.
- (B) The Corporation is organized pursuant to the provision of the Georgia Nonprofit Corporation Code, and for all purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Code (or corresponding provision of any future United States Internal Revenue law).
- (C) This corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons except that the Corporation be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.
- (D) The Athens Wellness Clinic shall have perpetual duration.

ARTICLE II

Office

Section 1. *Principal Office.* The Corporation may have such offices as the Board of Directors may require. The principal office shall be located in Athens, Clarke County Georgia.

ARTICLE III

Members

Section 1. *Members.* The Corporation shall not have members.

ARTICLE IV

Board of Directors

Section 1. *General Powers.* The affairs of the Corporation shall be managed by a Board of Directors (hereinafter the “Board”). The board shall have ultimate authority and be responsible for general policy making, general planning, and employment and evaluation of the director. It shall establish rules and regulations for the conduct of the business of the Athens Wellness Clinic, and may delegate to one or more members of the board, or to its officers, agents, or employees, such powers and duties as may be deemed necessary and proper. The board shall have the responsibility for hiring and terminating the director. Contract terms and job description shall be determined by the board.

Section 2. *Board Members.* The board of directors shall be composed of a minimum of 11 and a maximum of 19 members who shall serve a term of three (3) years. The Board shall consist of all officers along with such other Board positions as determined by Board of Directors. A director may serve two consecutive terms.

Section 3. *Vacancies.* Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining members. Board Members so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office, and then may serve two consecutive additional terms. If a candidate is unavailable, the resigning member shall be placed on inactive status and not be counted when determining a quorum.

Section 4. *Resignations.* Any director may resign at any time by giving written notice to the Chair of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair.

Section 5. *Removal.* The Board of Directors may remove any Board Member with or without cause, at any time if, in its judgment, the best interests of the Corporation would be served thereby. Removal may proceed by a majority vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. *Compensation of Directors.* Directors shall not be entitled to any compensation for their services as Directors or members of any committee of the Board of Directors, except that by resolution of the Board of Directors, a director shall be allowed reimbursement for any reasonable expenses incurred

on behalf of the Corporation and expenses, if any, for attendance at each meeting of the Board. In the event that the Board of Directors is asked to approve such reimbursement, the Director seeking reimbursement shall recuse himself or herself from voting on the reimbursement request.

ARTICLE V

MEETINGS OF BOARD OF DIRECTORS

Section 1. *Annual Meeting.* The board shall hold an annual meeting in April of each year, with time and place to be determined by the Board of Directors. The agenda shall include presentation and installation of new board members and an annual report of the corporation.

Section 2. *Special Meetings.* Special meetings of the board of directors may be called by the president when considered necessary and proper, and shall be called by the president upon request by three members of the board of directors.

Section 3. *Notice of Annual and Special Meetings.* Emailed, written or personally delivered notice of the Annual Meeting shall be sent to each member of the Board of Directors with adequate time of notification for each Annual Meeting. Such notice shall state the place, day, and hour of the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the holding of elections and for the transaction of such business as may properly come before the Board. Notice of Special Meetings shall state the purpose or purposes for which the meeting is called. Notice of meetings to the Board Members may be sent by any reliable means of communication.

Section 4. *Regular Meetings.* Regular meetings of the board of director shall be held at least quarterly during the year, at a time and place designated by the board of directors.

Section 5. *Committee Meetings.* Committees shall meet as may be deemed necessary and proper by the respective chairs or by a majority of the committee membership.

Section 6. *Quorum.* A quorum for the transaction of business for board meetings and any committee meeting shall be a majority of the members of the board and the committee, which means that at least 50 percent + 1 of the Board Members must be present at any Board meeting before business may be conducted. However, board members unable to attend may submit written or emailed proxy and thus be included as “present” for purposes of determining a quorum.

Section 7. *Attendance.* All Board members will attend meetings of the Board. Board Members finding it unavoidable necessary to be absent from a meeting will notify the Director or Chair prior to the meeting of the anticipated absence. Any Board Member having more than three (3) unexplained absences in one calendar year from regular Board Meetings is subject to review by the Board, which may declare Board positions vacant or grant temporary inactive status. All incoming Board Members will be required to attend an orientation session that will include information about Board responsibilities.

Section 8. *Elections.* A Nominating Committee shall be appointed at the October meeting and shall present a slate of nominations for the Board Officers at the regular meeting in November before voting at the annual meeting held in December. Terms of office will begin the first day of January. Any Board Member can nominate a new member to fill a vacancy. New Board Members may be voted upon at the Annual Meeting in December or, in the case of an election to fill an unexpired term, at any regularly scheduled meeting after the nomination has been made at a previous monthly meeting (providing quorum is present). Annual elections to the board of directors shall be held at the last board meeting prior to the annual meeting with terms of office to begin at the close of the annual meeting.

Section 9. *Nomination.* In the event of a vacancy on the board between regular elections, the board may elect nominees presented by members of the board, or an ad hoc nominating committee may be appointed by the president to present one or more nominees to the board of directors, who may then approve a replacement for the remainder of the term.

The recommendations of the nominating committee shall be publicized one month prior to the annual meeting. The nominating committee shall verify each nominee's eligibility and willingness to serve. Nominations from the floor shall also be accepted, with the consent of the nominee. Whenever there is more than one nominee for a position, an election shall occur by secret ballot.

Section 10. *Voting.* All board members in good standing shall have one vote. Board members unable to attend a meeting may vote by written or emailed proxy. In the event that a decision needs to be made before the next scheduled Board meeting, electronic voting is acceptable.

ARTICLE VI

Officers

Section 1. *Officers.* Officers shall be a president, vice-president, secretary, treasurer, and any other officers deemed necessary. The Executive Committee shall be comprised of these officers.

Section 2. *Terms.* The officers shall be elected by the Board of Directors at the annual meeting. Each officer shall serve a maximum of two consecutive one-year terms in the same office. Each officer shall remain in office until his or her successor is elected and qualified, unless subject to earlier termination by removal or resignation. In the event an office becomes between annual elections, the president shall appoint, if necessary, an acting replacement until the board at its next meeting elects a replacement for the remainder of the term.

Section 3 *Duties of the officers.*

(A) PRESIDENT: The president shall be the chief executive officer of the board and shall preside at all its meetings. The president shall be responsible for the administration of the business of the board, shall establish, with the approval of the board, all ad hoc committees deemed necessary, and shall appoint all committee chairs. The president shall be an ex officio member of all committees, shall chair the executive committee, and shall perform other duties as necessary.

- (B) VICE PRESIDENT. The vice-president shall assist the president in performing duties such as attending committee meetings and other functions, and shall perform all the duties of president in the absence of incapacity of the president. In the event the office of president becomes vacant, the vice-president shall assume the duties of the president for the remainder of the term.
- (C) SECRETARY. The secretary shall record and maintain minutes and other records of the board of directors and shall maintain the membership rolls of all committees and advisory groups of the corporation. The secretary, as directed by the president, shall also conduct all correspondence of the board of directors and shall notify all members in advance of all board meetings.
- (D) TREASURER. The treasurer shall be responsible for the administration of the financial affairs of the board, shall keep accurate records of board receipts and disbursements, shall make a financial statement to the board of directors at each meeting and shall disburse funds as approved by the board of directors.

Section 4. *Compensation of Officers.* Officers shall not be entitled to any compensation for their services as officers, except that by resolution of the Board of Directors, an officer shall be allowed reimbursement for any reasonable expenses incurred on behalf of the. In the event that the Board of Directors is asked to approve such reimbursement, the officer seeking reimbursement shall recuse himself or herself from voting on the reimbursement.

ARTICLE VII

COMMITTEES

Section 1. *Committees.* The Board may, by resolution of the majority of the Board, establish committees of two or more members to conduct the business of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board.

ARTICLE VIII

CONFLICT OF INTEREST POLICY

Section 1. *Purpose.* The purpose of the conflict of interest policy is to protect this Corporation's tax-exempt status when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. *Definitions.*

- (A) *Interested Person.* Any director, principal officer, member of a committee, or Executive Director with powers delegated by the Board of Directors, or close relative thereof, who has a direct or indirect financial interest, as defined below, is an interested person.

- (B) *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3 of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

- (C) *Conflict of Interest.* A conflict of interest may exist when the interests or potential interests of any director, officer, or staff member, or that person's close relative, or any individual, group, or organization to which the person associated with the Corporation has an allegiance, may be seen as competing with the interests of the Corporation, or may impair such person's independence or loyalty to the Corporation. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, officer, or staff member in a manner that is adverse to the interests of the Corporation. Examples of a conflict includes, but is not limited to:
- a. When a director, officer, staff member, or close relative receives gives from a third party on the basis of his or her position with the Corporation.
 - b. When a director, officer, staff member or close relative engages in any outside employment or other activity that will materially encroach on such person's obligations to the Corporation; compete with the Corporation's activities; involve the use of the Corporation's equipment, supplies, or facilities; or imply the Corporation's sponsorship or support of the outside employment or activity.

Section 3. *Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Director delegated powers considering the proposed transaction or arrangement.

Section 4. *Determining the Existence of a Conflict of Interest.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 5. *Procedures for Addressing the Conflict of Interest.*

- (A) An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (B) The Chair of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (C) After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (D) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 6. *Violation of Conflict of Interest Policy.* If the Board of Directors or a committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7. *Records of Proceedings.* The minutes of the Board of Directors and the minutes of any committee to which the Board of Directors have delegated powers shall include:

- (A) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed; and
- (B) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 8. *Compensation and Conflicts of Interest.* A member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

Section 9. *Annual Statements.* Each director, officer, committee member, Executive Director, or other staff member shall annually sign a statement that affirms that they have received a copy of the conflict of interest policy, that he or she understands the policy, and that he or she agrees to comply with the policy, and that he or she understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE IX

EXECUTIVE COMPENSATION

Section 1. *Purpose.* This executive compensation policy is established to ensure that the Corporation is able to retain high quality executive leadership by providing reasonable compensation. This policy further seeks to ensure that decisions regarding executive compensation are made based on sound practices free of conflicts of interest.

Section 2. *Applicability.* The compensation for the following positions in the Corporation will be determined using this policy, regardless of whether said position exists at the time these bylaws are adopted or is established in the future:

- (A) Executive Director or functional equivalent; and
- (B) Chief Financial Officer or functional equivalent.

Section 3. *Procedure.* The Executive Committee of the Board of Directors is authorized to make recommendations to the Board regarding executive compensation, subject to the following requirements:

- (A) Only those members of the Executive Committee who are free of conflicts of interest may be involved in evaluation of executive compensation.
- (B) The Executive Committee shall, to the extent reasonably available, rely on appropriate data as to comparability prior to making its recommendation. It shall contemporaneously place such data and other reasons for its recommendations in the minutes.
- (C) In the event that the Executive Committee does not have and cannot obtain data as to comparability, it shall document any other bases for believing the proposed compensation is reasonable.

Section 4. *Final Board Action.* Only the Board of Directors can authorize the paying of executive compensation and make a determination as to its reasonableness. Only those directors who are free of conflicts of interest may vote on executive compensation.

Section 5. *Annual Determination.* The Executive Committee shall make this determination as to the reasonableness of executive compensation on an annual basis. The Executive Committee shall provide the Board with its determination as to the continued reasonability of executive compensation no later than the first regular meeting of the Board of Directors after the determination is made.

ARTICLE X

GENERAL PROVISIONS

Section 1. *Policies.* Policies for the operation of the Corporation shall be adopted by the Board.

Section 2. *Compensation.* Compensation of all staff members (other than the Executive Director) shall be recommended by the Executive Director and approved by the Board.

Section 3. *Board Year.* The Board Year of the Corporation shall begin on January 1 and end on December 31 of each year.

Section 4. *Fiscal Year.* The Fiscal Year of the Corporation shall begin on July 1 and end June 31 of each year.

ARTICLE XII

NON-DISCRIMINATION

Section 1. *Non-Discrimination.* The Corporation, shall observe a policy and practice of non-discrimination on the basis of race, religion, color, ethnicity, national origin, political affiliation, gender, gender identity, sexual orientation, disability, or age, applicable to persons served, to its employees, and to members of its governing board and other volunteer participants.