

BYLAWS OF
HEALTH FOR THE ARTS, INC.

Article 1: Purpose

The corporation is formed for the charitable purpose of offering free and low-cost health and wellness services to workers in the performing arts industry who cannot otherwise afford these services.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

Article 2: Meetings

Section 1. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons, and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution. The Board shall have a minimum of Four (4) regular meetings each calendar year, at times and places fixed by the board. The first year (2024-2025) the board shall meet monthly for the purpose of setting up the organization. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting by the secretary, and shall be kept in the shared drive, visible to all board members and executive director.

Section 2. Annual Meeting. The annual meeting shall take place in the month of August for the purpose of electing new Board members.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of the mattering, and if a special meeting is to be held, the purpose of the meeting. Such notice shall be emailed to the directors at least 14 days prior to the meeting.

Waiver of Notice. Any Director may waive notice of any meeting in accordance with New York State law.

Section 4. Special Meetings. Special meetings may be requested by the President, Executive Director, Secretary, Treasurer, or any two directors by providing four (4) days written notice via email to all board members and executive director. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications in a manner in which the members have the opportunity to read or hear proceedings substantially concurrent with the occurrence of the proceedings. No meeting shall be held that does not inform and/or excludes any Board members.

Section 5. Place of Meeting. Meetings shall be held either at a mutually agreed upon location in Manhattan, NY, or virtually, unless otherwise stated in the notice. Unless the articles of incorporation or Bylaws state otherwise, the Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, or any means of communication by which all directors participating may simultaneously hear each other during this meeting (i.e. Zoom, Teams, Conference line, etc.). A director participating in a meeting by this means shall be deemed to be present at the meeting. Meetings shall be open to the public, at the discretion of the Board.

Section 6. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, the directors present may adjourn the meeting and reschedule to a later date. If a quorum is represented at an adjourned meeting, any originally scheduled business may be transacted that might have been at the meeting as originally scheduled. The directors present at the meeting represented by the quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in the representation of less than a quorum.

Section 7. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting, without prior notice if a consent in writing, setting forth the action is signed by the directors with respect to the subject matter of the vote within two weeks.

Article 3: Membership

Section 1. No Membership Classes. Health For The Arts shall not have any membership classes and no members will have the right to vote, be granted any title, hold interest in or to the organization, its properties, and franchise/chapters.

Section 2. Non-Voting Affiliates. The governing body may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may include individuals, businesses, and other organizations that seek to support the mission of Health For The Arts. The Board, a designated committee, or any duly elected Officer in accordance with Board policy, shall have the 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, 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.

Section 3. Dues. Any dues for affiliates shall be determined by resolutions and these Bylaws.

ARTICLE 4: Board of Directors & Executive Director

Section 1. Powers. All corporate legal powers shall be exercised by or under the authority of the Board of Directors and the affairs of Health For The Arts shall be managed under the Executive Director, except as otherwise provided by law.

Section 2. Number of Individuals Serving on the Board of Directors. The organization shall be managed by a Board of Directors consisting of a minimum of three (3) directors, and a maximum of seven (7), plus an Executive Director. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person. The President may not serve concurrently as the Vice President.

Section 3. Term of Office. The directors shall be elected at the annual meeting. All Board members shall be elected to serve a one-year term, however, the term may be extended until a successor has been elected. The Directors may serve terms in succession, if re-elected.

3.a. Give/Get Board members are required to a minimum Give/Get of \$500 per term, to be deposited within 3 months of term start. This shall be noted by the Treasurer.

Section 4. Roles. Any member of the Board of Directors must be at least 18 years of age by the end of the current calendar year.

President/Chairperson. The President shall preside at all meetings of the Board of Directors, the Executive Committee, and the Advisory Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors, the Executive Committee, and the Advisory Board, shall keep an accurate list of Directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings of which the President is a member.

Treasurer. The Treasurer shall be the lead Director for the Financial Oversight Committee. The Treasurer shall oversee and keep the governing body informed of the financial condition of the corporation and of 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, are made available to the Board in a timely manner or as required by the Board.

The Treasurer shall perform all duties required by the Board and the President. The Treasurer may appoint, with approval of the Board, a qualified Fiscal Agent or Member

of the Staff to assist in performance in part of the duties of Treasurer, such as a Certified Public Accountant (CPA).

Executive Director/CEO: Responsible for day-to-day operations of the corporation. The CEO is a voting Board member, and may concurrently serve another Board position. If the CEO holds a concurrent board position they still receive only 1 vote. The CEO is not held to the term limits of the other board positions and as such does not require an annual vote to remain in the position. This role is an exempt, salaried position.

Section 5. Non-Director Officers. The Board may designate additional Officer positions and may appoint and assign duties to other Non-Director (non-voting) Officers of the organization.

Section 6. Manner of Acting.

Quorum. A majority of board members shall constitute a quorum. No business shall be considered by the Board at any meeting at which a quorum is not present.

Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of board members present at a meeting at which a quorum is present shall be the act of the Board.

Hung Decisions. On the occasion that the Board is unable to make a decision based on a tied number of votes, the Executive Director shall have the power to swing the vote at their discretion.

Participation. Board members may participate in regular or special meetings through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call, except as required otherwise by law, the Articles of Incorporation, or these Bylaws.

Section 7. Conflict of Interest Policy. In the determination of a quorum of the Board, or in voting, the disclosed conflict of interest of a member shall disqualify said member or invalidate the member's vote.

Section 8. Procedures. The vote of the Board present at a properly-called meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these bylaws for a particular resolution. Any Board member present at a meeting of the Board of Directors, during which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless the member's dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 9. Informational Action. Any action required at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if consent in writing setting forth the action is taken, signed by all of the Board, or all of the members of the relevant committee of directors.

Section 10. Vacancies. The Board of Directors may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled position, subject to the maximum number of Directors under these bylaws.

Unexpected Vacancies. Vacancies due to resignation, death, or removal shall be filled by the board members for the balance of the term of the Director being replaced until a suitable replacement is found.

Resignation. A Board member may resign by written notice to the Board of Directors at any time. Any resignation shall take effect on the date of the receipt of the notice or as otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 11. Removal of Directors. A Director may be removed by a super majority (three-quarters vote) if:

The Director is absent and unexcused from two or more board meetings in a twelve month period. The President is empowered to excuse Directors from attendance for a reason deemed adequate by the President. The President shall not have the power to

excuse themselves from a board meeting and in that case, the Vice President shall excuse the President. Or:

The Director has caused, or has made comment of plan to cause, significant harm to the organization.

Section 12. Compensation for Board Members Services. Board members shall receive no compensation for carrying out the member's duties as Board members. The Board may adopt policies providing for reasonable reimbursement for expenses incurred in conjunction with carrying out Board responsibilities.

Section 13. Compensation for Professional Services by Board Members. Board members are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy and New York State Law.

ARTICLE 5: Committee

Section 1. Committees. The Board of Directors may, by the resolution adopted by a majority of the Directors in office, designate one or more committees to serve at the pleasure of the Board. No Committee shall:

Take any final action on a matter which also requires Board Members' approval or approval of a majority of all members;

Fill vacancies on the Board of Directors;

Amend or repeal Bylaws or adopt new Bylaws;

Amend or repeal any resolution which by its express terms is not so amendable or repealable;

Expend organization funds to support a nominee for Director; or

Approve any transaction;

To which the corporation is a party and one or more Directors have material financial interest; or

Between the organization and one or more of its Directors or between the organization or any person in which one or more of its Directors have a material financial interest

Section 2. Meetings and Action of Committees. Meetings and action of the Committees shall be governed by and held and taken in accordance with the provisions of Article 2 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 or by resolution of the Committee.

Special meetings of the Committee may also be called by a resolution. 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 committee meeting and shall be filed with corporate records. The governing body may adopt rules for the governing body of the Committee consistent with the provision of these Bylaws.

Section 3. Informal Action by the Board of Directors. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email transmission from an email address on record constitutes valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum gives consent.

ARTICLE 6: Corporate Seal, Execution of Instruments

The organization shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate

shall be executed by the Treasurer or other persons to whom the organization has delegated authority to execute such documents in accordance with policies approved by the Board.

All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by the resolution of the Board of Directors.

ARTICLE 7: Contracts, Checks, Loans, Indemnification

Section 1. Contracts and Other Writings. Except as otherwise provided by resolution or policy of the Board, all contracts, deeds, leases, mortgages, grants, and other agreements of the organization shall be executed on its behalf by the Treasurer or other persons to whom the organization has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 2. Checks, Drafts. All checks, drafts, or other orders of payment of money, notes, or other evidence of indebtedness issued in the name of Health For The Arts, Inc. shall be signed by such Board member(s) or agent(s) of the organization and in such manner as shall from time to time be determined by a resolution.

Section 3. Loans. No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 4. Indemnification.

Mandatory Indemnification. The organization shall indemnify a Director or former Director, who was wholly successful, on the merits, or otherwise, in the defense of any proceeding to which they were a party because they are or were the Director of the organization against reasonable expenses incurred by them in connection with the proceedings.

Permissible Indemnification. The organization shall indemnify a Director or former Director made a party to a proceeding because they are or were a Director of the Organization, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of (I) a written affirmation from the Director, Officer, Employee, or Agent of the member's good faith belief that they are entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the Director, Officer, or Agent to repay such amount, unless it is determined that they are entitled to indemnification organized by these Bylaws.

Indemnification of Officers, Agents, and Employers. An officer of the Organization who is not a Director is entitled to mandatory indemnification to the same extent as a Director. The organization may also indemnify and advance expenses to an Employee or Agent of the organization who is not a Director consistent with New York State 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 8: Miscellaneous

Section 1. 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, 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 organization. In addition, the organization shall keep a copy of the organization's Articles of Incorporation and Bylaws as amended to date.

Section 2. Fiscal Year. The fiscal year of the organization shall be from January 1st to December 31st of each year.

Section 3. Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the organization'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.

Section 4. Nondiscrimination Policy. The Officers, Committee Members, Employees, and persons served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, gender identity, sexual orientation, and national origin.

It is the policy of Health For The Arts not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran status, political service or affiliation, color, religion, or national origin.

ARTICLE 9: Counter-Terrorism and Due Diligence Policy

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, Health For The Arts shall stipulate how the funds shall 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 the "Voluntary Best Practice for US Based Charities" is not mandatory, Health For The Arts willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluates, 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.

Health For The Arts shall also comply with federal guidelines, suggestion, laws, and limitations set forth by pre-existing US legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions and programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE 10: Document Retention Policy

Section 1: Purpose. The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Health For The Art's records.

Section 2. General Guidelines. Records should not be kept if they no longer are needed for the operation of the corporation or are not required by law. Unnecessary records should be eliminated from the files to minimize the expense of maintaining records. Elimination of documents should be presented to the board with reasonable time to dissent before destroying.

A mass of records also makes it more difficult to find pertinent records. From time to time Health For The Arts 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 identified below.

While minimum retention periods are established, the retention of the documents identified below 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 exception for litigation relevant documents and any other pertinent factors.

Section 3. Exception for Litigation Relevant Documents. Health For The Arts expects all Officers and Employees to comply fully with any published records of retention or destruction policies and schedules, noting the following general exception to any stated destruction schedule: If an officer or employee believes, or is informed by the corporation, that the organization 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.

Section 4. Minimum Retention Periods for Specific Categories.

Corporate Documents. Corporate records include the organization's Articles of Incorporation, Bylaws, IRS Form 1023, and Application for Tax Exemption. Corporate

records should be retained permanently. IRS regulations require that Form 1023 be available for public inspection upon request as set forth in these Bylaws.

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 (7) years from the date of filing the applicable return.

Employment Records/ Personnel Records. State and Federal statutes require the corporation to keep certain recruitment, employment, and personnel information. The organization should also keep personnel files that reflect performance reviews and any complaints brought against the organization or individual employees under applicable state and federal statutes. The corporation should also retain all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file. Employment applications should be retained for three (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven (7) years.

Board and Committee Materials. Meeting minutes should be retained in perpetuity in the organization's minute file. A clean copy of all other Board and Committee materials should be kept for no fewer than three (3) years by Health For The Arts.

Press Releases/ Public Filings. The corporation should retain permanent copies of all press releases and publicly-filed documents in order to verify the accuracy of any such document that a member of the public may produce against the organization.

Legal Files. 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.

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, generally three (3) years. Exceptions include (but may not be limited to): sales

invoices, contracts, leases, licenses, and other legal documentation, which should be kept for at least three (3) years beyond the life of the agreement.

Development/ Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g. patents and copyrights). The documents detailing the development process are also of value to the corporation and shall be protected as a trade secret wherein the corporation derives independent economic value from the secrecy of the information and has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

Contracts. The organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

Banking and Accounting. Accounts-payable ledgers and schedules, inventories of products, materials, and supplies, invoices, bank reconciliations, bank statements, deposit slips, and checks (unless for important payments and purchases) should all be kept for seven (7) years.

Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for seven (7) years.

Section 5. Electronic Mail. Emails that need to be saved should be downloaded to a unique/separate computer file and kept electronically via cloud or disk storage. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

**ARTICLE 11: Transparency and Accountability, Disclosure of Financial Information with
the General Public**

Section 1. Purpose. Health For The Arts practices and encourages transparency and accountability to the general public by making full and accurate information about its mission, activities, finances, and governance publicly available. This policy will:

- Indicate which documents and materials produced by the organization are open to staff and/or the public
- Indicate which documents and materials produced by the organization are closed to staff and/or the public
- Specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

Financial and IRS documents (The 1023 Form and 990 Form). Health For The Arts 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.

Means and Conditions of Disclosure. Health For The Arts shall make “widely available” the aforementioned documents on its website:
<https://www.healthforthearts.org/> to be viewed and inspected by the general public.

- 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 images of the original document filed with the IRS (except information that is exempt from public disclosure requirements, such as contributor lists).

- The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- Health For The Arts 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).
- Health For The Arts shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

Section 2. IRS Annual Information Returns (990 Form). Though not required under federal law, Health For The Arts shall submit the 990 Form via email to each member of the governing body for review and approval at least 10 days before filing the 990 Form with the IRS.

Section 3. Board.

- All deliberations shall be open to the public except where a motion is passed to make any specific portion confidential.
- All board minutes shall be open to the public once accepted by the Board, except where a motion is passed to make any specific portion confidential.
- All papers and materials considered by the governing body shall be open to the public following the meeting at which they are considered, except where a motion is passed to make any specific paper or material confidential.

Section 4. Staff Records.

- All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

- No staff records shall be made available to any person outside the organization except the authorized governmental agencies.
- Within the organization, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except in cases when a staff record is requested by a member of the Board.

Section 5. Donor Records.

- All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- No donor records shall be made available to any other person outside the organization except the authorized governmental agencies.
- Within the organization, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with donors, except in cases when a donor record is requested by a member of the Board.

ARTICLE 12: Code of Ethics and Whistle-Blower Policy

Section 1. Purpose. Health For The Arts requires and encourages members, 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 organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the intent of Health For The Arts to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support legal compliance. The support of all Health For The Arts staff is necessary to achieve compliance with various laws and regulations.

Section 2. Reporting Violations. If any officer, staff, or employee reasonably believes that any policy, practice, or activity of Health For The Arts is in violation of the law, a written complaint must be filed by that person with the Vice President or the President.

Section 3. Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove to be unsubstantiated or to have been made maliciously or knowingly false shall be subject to civil and criminal review.

Section 4. Retaliation. Said person is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of the Board and provide the Board with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to individuals that comply with this requirement. Health For The Arts shall not retaliate against any officer, staff, or employee who in good faith, has made a protest or raised a complaint against some practice of Health For The Arts or of another individual or entity with whom Health For The Arts 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.

Health For The Arts shall not retaliate against any officer, staff, employee who disclose, or threaten to disclose, to a supervisor or a public body, any activity, policy or practice of Health For The Arts that the individual reasonably believes is in violation of a 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.

Section 5. Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 6. Handling of Reported Violations. The President or Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5)

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, staff, or employees through these Bylaws and they shall have the opportunity to ask questions about the policy.

ARTICLE 13: Amendments of Bylaws and Articles of Incorporation

Section 1. Amendments to the Articles of Incorporation. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds ($\frac{2}{3}$) of the board.

Section 2. Amendments to the Bylaws. These Bylaws should be reviewed at minimum every three (3) years for necessary updates and amendments. The Bylaws may be amended, altered, repealed, or restated by a vote of the majority of current Directors at a meeting of the Board, provided

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

ARTICLE 14: Dissolution

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with subsequent approval of a unanimous vote. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:


All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended, of a similar nature to this organization as determined by the Board of Directors.

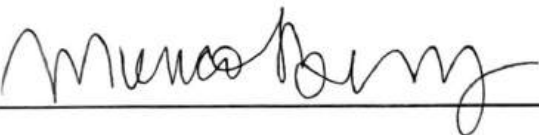
ARTICLE 15: Certification

Elizabeth Parker, President & CEO of Health For The Arts, and Monica Bergnes, Secretary of Health For The Arts certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly adopted by the initial Board of Directors on August 16, 2024.

I certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization duly adopted by the initial Board of Directors.

Signature:  Date: 8/16/2024

Elizabeth Parker, President/CEO

Signature:  Date: 8/16/24

Monica Bergnes, Secretary