

BYLAWS OF FLORIDA ASSOCIATION OF FREE AND CHARITABLE CLINICS, INC.

ARTICLE I PURPOSE

Section 1 PURPOSE. This corporation (the “Corporation”) shall be operated exclusively for scientific, charitable, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the “Code”), and not for pecuniary profit. Within the scope of the foregoing, the Corporation is specifically organized to: (i) educate, support, and communicate the impact of Florida’s free and charitable clinics; (ii) enhance the ability of Florida’s free and charitable clinics to provide quality and cost-effective services to populations of low-income, uninsured and underserved people; and (iii) engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and the United States.

Section 2 Free and Charitable Clinics. A Free and Charitable Clinic is defined as an organization meeting all of the following criteria:

- A. is located in the State of Florida or serves residents of the State of Florida;
- B. a volunteer-supported health safety net organization that provides a range of medical, dental, pharmacy, and/or behavioral health services to economically disadvantaged individuals who are uninsured, underinsured, and/or have limited or no access to care;
- C. Is a 501(c)(3) tax-exempt organization or operates within the parameters outlined in subsection A above as a program component or affiliate of a 501(c)(3) tax-exempt organization.
- D. Is not a rural health center (an “RHC”), a federally qualified health center (an “FQHC”), or an FQHC look-alike, but may be a “hybrid” model that contains elements similar to an FQHC or FQHC look-alike.
- E. An entity or organization that otherwise meets the qualifications described above in this Section but charges patients a nominal fee shall still be considered a Free and Charitable Clinic eligible for membership in this Association, provided the services administered by such entity are delivered regardless of the patient's ability to pay

ARTICLE II MEMBERSHIP

Section 1 Composition. The membership of the association shall have categories of memberships. Full Clinic Members, Associate Clinic Members, Affiliate Members, and Student Members.

Section 2 VOTING MEMBERSHIP. Voting Membership shall be limited to Full Clinic Members and must meet the qualification of a Free and Charitable Clinic outlined in section Article 1, Section 2. Each voting member shall be entitled to one vote on matters presented to a vote for Voting Members.

Section 3 Application and Approval. A Free and Charitable Clinic interested in becoming a full Voting Member of the Association must have been an Associate Member in good standing for at least twelve consecutive months, complete and submit a membership application. The Association may conduct a site visit at the Free and Charitable Clinic applying for membership as part of the application review process. The affirmative vote at any regular or special meeting of two-thirds (2/3) of the members of the Board of Directors shall be necessary to elect a Free and Charitable Clinic to membership as a Voting Member.

Section 4 Associate Members Any nonprofit organization acting as a Free and Charitable Clinic committed to, or supportive of, the purpose of the Association may seek membership in the Association as an Associate Member. Associate Members shall submit an application for acceptance by the Association and pay the requisite membership fee assessed for Associate Members. Associate Members shall be entitled to participate in the activities of the Association as approved by management or the Board of Directors of the Association from time to time. Associate Members are ineligible to apply for Association Grant Opportunities.

Section 5 TERMINATION OF MEMBERSHIP. Membership of any voting member may be suspended or terminated by an affirmative vote of at least two-thirds (2/3) of the Board. The membership of any Member is automatically terminated if such Member becomes ineligible for membership under the criteria outlined in Article 1, Section 2. In addition, the membership of any Member may be suspended or terminated by the affirmative vote of the Board if such Member is in default in the payment of the Member's membership dues and such Member has been in default of the payment of the Member's membership dues for 90 days.

Section 6 RESIGNATION. Any Member may resign as a Member at any time by filing a written notice of resignation with the Secretary of the Corporation or his or her designee. However, the resignation of a Member shall not relieve such Member from any obligation or commitment made

to the Corporation before the resignation date, including any obligation to pay any outstanding membership dues, assessments, fees, or other charges.

Section 7 REINSTATEMENT. The Board may reinstate any former Member (a “Former Member”) upon an affirmative vote of at least two-thirds (2/3) of the Board. However, no Former Member shall be eligible for reinstatement unless such Former Member meets all applicable qualifications and requirements for Membership under the criteria outlined in Article 1, Section 2.

Section 8 TRANSFER OF MEMBERSHIP. Membership in the Corporation is not transferable or assignable.

Section 9 ANNUAL DUES, FEES, AND ASSESSMENTS. The Corporation may establish and levy annual dues, fees, and assessments on the Members as determined by the Board.

Section 10 CONTACT INFORMATION. It is the responsibility of each of the Members to provide accurate contact information to the Secretary of the Corporation or his or her designee, which must include, at a minimum, United States postal and electronic mail addresses, both at the time its initial membership is approved and as changes may occur from time to time.

ARTICLE III MEMBERSHIP MEETINGS

Section 3.1 ANNUAL MEETING. The Members shall have an annual meeting on such date, place, and time as may be determined by the Board. The meeting shall be to elect the directors of the Corporation (“Directors”), receive reports, and transact any other business that may come before the members.

Section 3.2 NOTICE OF ANNUAL MEETING. By or at the direction of the Chair or Secretary of the Association, written or printed notice stating the time, day, and place of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than twenty-five (25) nor more than sixty (60) days before the date of the meeting, either personally or by mail or email or fax to the last known mailing address, email address or fax number, as applicable, to each Member entitled to vote at such meeting. If mailed, the notice shall be deemed to be delivered when deposited in the U. S. mail addressed to the member at its address as it appears on the records of the Corporation. Notice of the annual meeting shall include an agenda of all items to be considered by the Members; consideration of all issues at the annual meeting shall be restricted to those contained in the agenda for which notice is given. Additions to such agenda may be made at the discretion of the Board or by an affirmative vote of the Members present at such annual meeting.

Section 3.3 QUORUM. A quorum shall be constituted by the presence of at least thirty-three percent (33%) of the Members through attendance either in person or by a proxy meeting the requirements in Section 3.5 below.

Section 3.4 MANNER OF ACTING. The action of a majority of the Members present (e.g., 51% or more), in person or by proxy, at a meeting at which a quorum is present shall be the act of the Membership unless the act of a greater number is required by the provisions of Chapter 617 of the Florida Statutes or the Articles of Incorporation of the Corporation or these Bylaws.

Section 3.5 VOTING. Each Member shall be entitled to exercise one (1) vote. Any Member may vote in person through a designated representative or by proxy. A proxy shall be executed in writing and signed by the Member's designated representative or its duly authorized attorney in fact. Any proxy or mail ballot shall be filed with the Secretary of the Corporation before or during the meeting.

Section 3.6 PRESIDING OFFICER. The Chair of the Board or, in the absence of the Chair of the Board, the Vice Chair of the Board shall preside at all meetings of the Members. In the absence of both the Chair of the Board and the Vice Chair of the Board, a presiding officer shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary of all meetings of the Members. In the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 POWERS. The business and affairs of the Corporation shall be governed by the Board. The Board shall exercise the rights, powers, and privileges of the Board of a corporation organized under Chapter 617 of the Florida Statutes. The Board of Directors shall set policy and strategic direction for the Corporation subject to any limitations outlined in the Articles of Incorporation or these Bylaws and consistent with any policies of the Board, which may be amended from time to time.

Section 4.2 NUMBER. The Board shall consist of no fewer than seven (7)

Section 4.3 QUALIFICATIONS ON DIRECTORS. No Director shall be an employee of the Corporation or spouse, child, parent, or sibling of an employee by blood or marriage. No two Directors of any family shall serve on the Board simultaneously. Directors must be 18 years or older at the time of election. At most, one representative of a Voting Member may serve simultaneously on the Board

of Directors with another representative of the same Voting Member. At least 66% of the members of the Board of Directors shall hold the title of Executive Director (or similar chief executive) of a Voting Member (the "Executive Director Membership Requirement"). The Board of Directors should be representative of the membership at large. At least 20% of the members of the Board of Directors shall hold the title of Medical Director. At least one member of the board should represent a non-grant-seeking Clinic Member. The board's composition should be representative of that of the membership as it relates to size and scope.

Section 4.4 TENURE. Each Director shall be limited to up to three (3) successive terms of office but may be re-elected to serve as a Director after an absence from the Board of Directors of at least one (1) year. A term shall be for three (3) years. A partial term of less than 18 months shall not count towards the maximum tenure in office. Members of the Board of Directors shall serve on staggered terms.

Section 4.5 Nominations and Elections and Re-Election of Directors. There shall be a standing committee of the Board of Directors, designated as the Board Nominating Committee, which shall be charged with fulfilling the nominations process outlined in the Governing Policies resulting in a screened slate of potential board members recommended to the Board and voted on by the Voting Members of the Association annually. The Board Nominating Committee shall be composed of Four (4) members elected annually by the Board; the Immediate Past Chair will serve as committee chair, remaining committee members will be selected from those Board Members not currently eligible for or seeking re-election.

Section 4.6 REGULAR MEETINGS. The Board shall meet no less than four times annually. Directors may participate in a meeting of the Board or any committee of the Board (a "Committee") by electronic means, including attendance via telephone or video conference, and such participation shall constitute presence in person at the meeting. Persons participating in a meeting by electronic means shall be counted to determine whether a quorum is present.

Section 4.7 SPECIAL MEETINGS. Special meetings of the Board may be called by the Chair of the Board or by a majority of the Directors then in office upon at least 72 hours written notice by mail, fax, or electronic mail to the Secretary or Chair of the Board. The notice of any special meeting must designate the topics to be discussed. A statement signed by the person giving the notice indicating who was notified, how they were notified, and that the recipient was notified of the topics to be discussed must be filed within the minutes of the special meeting.

Section 4.8 NOTICE. Notice of regular meetings of the Board shall be given not less than seven (7) days prior thereto by mail, fax, or electronic mail. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully

called or convened. Unless otherwise specified in the provisions of Chapter 617 of the Florida Statutes, the Articles of Incorporation, or these Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or the waiver of notice of such meeting.

Section 4.9 COMPENSATION. Members of the Board shall receive no compensation for their services. However, the Corporation, as determined by the Board, may reimburse Directors for reasonable expenses incurred in attending Board meetings and other functions authorized by the Board.

Section 4.10 RESIGNATION. A Director may resign from the Board by giving written notice to the Secretary or Chair of the Board. In place of a written resignation from a Director who has verbally resigned, a letter acknowledging the resignation shall be generated and sent to the Director for signature and return to be included in the Board minutes.

Section 4.11 REMOVAL. A Director may be removed from office with or without cause by a majority vote of the Board if the following procedures are followed: Notice of a Board meeting to remove a Director(s) must include the name of each Director that is proposed to be removed. The proposed removal of more than one Director at a meeting shall require a separate vote for each Director. If removal is effected at a meeting, any vacancies created may be filled by a vote of the remaining Directors at the same meeting. Any Director who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting. Any such Director removed from office shall turn over to the Secretary within 72 hours all records of the Corporation in their possession. If a removed director does not relinquish his or her office or turn over records as required, a court order can be issued to facilitate compliance with these statutes.

Section 4.12 QUORUM. A majority of the Directors (e.g., 51% or more) then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4.13 MANNER OF ACTING. The action of a majority of the Directors then present in person at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by the provisions of Chapter 617 of the Florida Statutes or the Articles of Incorporation of the Corporation or these Bylaws.

Section 4.14 VOTING. Each Director shall be entitled to one (1) vote on any matter submitted to a vote at a meeting of the Board.

Section 4.15 ACTION BY UNANIMOUS WRITTEN CONSENT. Any action taken at a Board meeting may be taken without a meeting if consent in writing by mail, fax, or electronic mail, setting forth

the action to be taken and shall be signed by all the Directors then in office. Action taken without a meeting is effective when the last Director signs and returns the consent.

Section 4.16 PRESUMPTION OF ASSENT. A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of within 72 hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE V OFFICERS

Section 5.1 NUMBER AND QUALIFICATION. The officers of the Corporation shall be Chair, Vice Chair, Secretary, and Treasurer. Officers shall be members of the Board of Directors. A different Director must hold each office.

Section 5.2 ELECTION AND TERM OF OFFICE. The Board of Directors shall elect the officers of the Corporation. The officers shall serve a one-year term or until a successor is elected or until resignation or removal.

Section 5.3 RESIGNATION. Any officer may resign by giving written notice to the Secretary or Chair.

Section 5.4 REMOVAL. The Board of Directors may remove any officer by a 2/3 vote of the Board of Directors whenever in its judgment, the Corporation's best interests would be served by the removal. The vote to remove an officer from his or her office does not constitute a vote to remove the officer from the Board.

Section 5.5 VACANCIES. The Board of Directors shall fill any vacancy in any office of the Corporation for the unexpired term.

Section 5.6 CHAIR. The Chair shall be the chief governing officer of the Corporation and, subject to the Board's control, shall preside over all Board meetings and shall have all the powers of and be subject to all the restrictions upon the Chair, as established by the Board. For the Association to have continuity of leadership, the Chair will assume the role of the Immediate Past Chair upon completing their term as Chair and will remain an officer on the Board of Directors and Executive Committee.

Section 5.7 VICE CHAIR. In the absence of the Chair or in the event of his/her death, inability, or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have

all the powers of and be subject to all the restrictions upon the Chair, as established by the Board. For the Association to have continuity of leadership, the Vice-Chair will be deemed Chair-Elect, to succeed the Chair upon election to the office of Chair following the expiration of the Chair's term in office.

Section 5.8 SECRETARY. The Secretary shall keep or ensure the taking of minutes of the meetings of the Board and their proper filing in the Corporation's minutes book upon approval, see that all notices are duly given under the provisions of these Bylaws or as required by law, be the custodian of the corporate records, and in general perform all duties incident to the office of Secretary, as may be established by the Board.

Section 5.9 TREASURER. The Treasurer shall manage the Corporation's finances until the appointment of an Executive Director and shall help the Board ensure that the Corporation exercises prudent control over its funds, receipts, and disbursements. The Treasurer shall ensure that the Board receives financial statements at such intervals as the Board shall direct. The Treasurer shall ensure that the books of the Corporation are reviewed or audited annually by an outside independent auditor under the Board's direction.

Section 10 Delegation of Powers of Officers. In the event of the absence of any officer of the Association or his or her disqualification or inability to act where the provisions therefore are not expressly made by these Bylaws, the Chair may by written order, or the Board of Directors may by resolution, delegate the powers of such officer to any other officer or employee of the Association.

ARTICLE VI COMMITTEES

Section 6.1 ESTABLISHMENT. In addition to the Nominating Committee, as established in Article 4, Section 5 above, The Board may establish, from time to time, such Committees as it may deem necessary to assist it in its work. The resolution or policy establishing such Committees shall state each Committee's job products, authority, and composition. However, no Committee shall have the authority to (a) amend, alter or repeal these Bylaws; (b) elect, appoint, or remove any member of any other committee or any Director, officer, or employee of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended,

altered or repealed by a Committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon him or her by law, the Articles of Incorporation, or these Bylaws.

Section 6.2 CHAIRPERSON. One member of each Committee shall be appointed as chair of the Committee (the “Committee Chair”) by the Chair of the Board or by a majority of the Board of Directors. The Committee Chair shall direct the conduct of the business of the Committee consistent with the resolution or policy establishing such Committee.

Section 6.3 MEETINGS; QUORUM; VOTING. Meetings of any Committee shall be called by the Committee Chair. The Committee Chair shall give reasonable oral or written notice of any such meeting to all members of the Committee. A majority of the members of such Committee shall constitute a quorum thereof. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of such Committee.

ARTICLE VII CHIEF EXECUTIVE OFFICER

Section 7.1 SELECTION AND APPOINTMENT. The Board of Directors may recruit and employ a chief executive officer, who shall be referred to as “Chief Executive Officer.” The Chief Executive Officer shall serve at the discretion of the Board of Directors or, if the Board so chooses, under the terms and conditions of an employment agreement.

Section 7.2 AUTHORITY. The Chief Executive Officer shall have authority and responsibility for the management and day-to-day operations of the Corporation, as defined by the policies of the Board, which shall be in place at the time of hire and which may be amended from time to time. The Chief Executive Officer shall be responsible for employing additional staff in a manner consistent with the Board’s governing policies. The Chief Executive Officer shall be an ex-officio, non-voting member of the Board of Directors.

Section 7.3 COMPENSATION. The compensation of the Chief Executive Officer shall be established by the Board of Directors. Such compensation shall be comparable to that of similarly-qualified professionals in functionally-similar positions and/or organizations.

**ARTICLE VIII MISCELLANEOUS
PROVISIONS**

Section 8.1 FISCAL YEAR. The Corporation's fiscal year shall be the calendar year, beginning on January 1 and ending on December 31 of each year.

Section 8.2 CONTRACTS AND AGREEMENTS. The Board may authorize any officer or officers, agent or agents, or the Chief Executive Officer on behalf of the Corporation to enter into any contract, agreement, or other transaction and to execute and deliver any instrument or documents in the name of the Corporation. Authority for acts under this provision may be general or specific, and such authority shall only be outlined in the authorization resolution.

Section 8.3 BANKS AND DEPOSITORIES. The Board of Directors shall establish such checking and deposit accounts as from time to time shall be necessary. All receipts shall be deposited intact in such banks or other depositories to the credit of the Corporation. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, or the Executive Director of the Corporation and in such a manner as from time to time shall be determined by the Board of Directors.

Section 8.4 LOANS. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless they are authorized by resolution of the Board in advance, and they are consistent with Florida law and these Bylaws.

Section 8.5 BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of all Board, Committee, and Membership meetings at its principal office.

Section 8.6. AUDITING. Books and records of the Association shall be audited annually by such Certified Public Accountants as shall be from time to time selected and appointed by either the Board of Directors or by its duly authorized Committee.

**ARTICLE IX LIMITATION OF DIRECTOR
LIABILITY**

Section 9.1 DIRECTOR LIABILITY. To the fullest extent permitted under Chapter 617 of the Florida Statutes and other applicable laws, no Director shall be personally liable for monetary damages to

any person for any statement, vote, decision, or failure to take action regarding organizational management or policy by a Director unless: (a) the Director breached or failed to perform his or her duties as a Director; and (b) the Director's breach or failure to perform his or her duties constitutes any of the following: (i) a violation of the criminal law unless the Director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (ii) a transaction from which the Director derived an improper personal benefit; or, (iii) recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. If Chapter 617 of the Florida Statutes is amended to authorize further elimination or limitation of the liability of Directors, then the liability of each Director shall be eliminated or limited to the fullest extent by Chapter 617 of the Florida Statutes, as amended. Neither the amendment nor repeal of these Bylaws, nor the adoption of any provision of these Bylaws are inconsistent with this Section 10.1, shall eliminate or reduce the effect of this Section 10.1 in respect of any acts or omissions occurring before such amendments, repeal, or adoption of any inconsistent provision.

ARTICLE X INDEMNIFICATION

Section 10.1 INDEMNIFICATION. Each person (including here and hereinafter, the heirs, executors, administrators, of such person) who is or was: (a) a Director of the Corporation; (b) an officer, agent, or employee of the Corporation and as to whom the Corporation has agreed to grant such immunity hereunder; or (c) serving at the request of the Corporation as its representative in the position of a Director, officer, partner, agent, or employee of another corporation, partnership, joint venture, trust, or other enterprise and as to whom the Corporation has agreed to grant such immunity hereunder, shall be indemnified by the Corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision) against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or her or incurred by him or her in his or her capacity as such Director, officer, partner, agent, or employee, or arising out of his or her status as such Director, officer, partner, agent, or employee. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

Section 10.2 LIABILITY INSURANCE. The Corporation will purchase and maintain liability insurance on behalf of any person who is, or was, a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprises against any liability asserted against him or her and incurred by

him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation shall have indemnified him or her against such liability under the provisions of this Article.

ARTICLE XI AMENDMENTS

Section 11.1. AMENDMENTS. The Board shall have the exclusive authority to adopt, repeal or amend the Bylaws of the Corporation. In addition, written notification of the meeting and the text of the proposed amendment(s) to the Bylaws must be provided to each Director by mail, fax, or electronic mail at least fourteen (14) days before the meeting.

Section 11.2 APPROVAL OF AMENDMENTS. Adopting amendments to these Bylaws requires a two-thirds (2/3) vote of the Directors at a Board meeting at which a quorum is present.

These Bylaws were approved and in effect as of November 6, 2024