Special District Corporation Name:

White River Health District dba Deschutes Rim Health Clinic

1. Definitions

Standard provision

In this by-law and all other by-laws of the Special District Corporation, unless the context otherwise requires:

"**Act**" means the *United States Not-For-Profit Special District Corporations Act* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

"**articles**" means the original or restated articles of Special District Corporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Special District Corporation.

"**board**" means the board of directors of the Special District Corporation and "**Clinical Director**" means Operating Executive Clinical Manager

"**by-law**" means this by-law and any other by-law of the Special District Corporation as amended and which are, from time to time, in force and effect.

"**meeting of Board Members**" includes a monthly and annual meeting of Board Members or a special meeting of Board Members; "special meeting of Board Members" includes a meeting of any class or classes of Board Members and a special meeting of all Board Members entitled to vote at an annual meeting of Board Members.

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution.

"**proposal**" means a proposal submitted by a member of the Special District Corporation that meets the requirements of (Member Proposals) of the Act.

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

2. Interpretation

Standard provision

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3.Corporate Seal

We do not have an official corporate seal.

4. Execution of Documents

Standard provision

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Special District Corporation may be signed by any two (2) of its officers, Chair or Vice Chair and Secretary. In addition, the board may from time to time direct the way and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Special District Corporation to be a true copy thereof.

5. Financial Year End

Board of directors to determine fiscal year end

The fiscal year end of the Special District Corporation shall be determined by the board of directors.

6. Banking Arrangements

Standard provision

The banking business of the Special District Corporation shall be transacted at such bank, trust company or other firm or Special District Corporation carrying on a banking business in United States or elsewhere as the board of directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Special District Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct, or authorize.

7. Borrowing Powers

Directors need the Board Members' authorization to borrow money

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the Board Members, the directors of the Special District Corporation may from time to time:

a. borrow money on the credit of the Special District Corporation.
b. issue, reissue, sell, pledge or hypothecate debt obligations of the Special District Corporation; and
c. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Special District Corporation, owned or subsequently acquired, to secure any debt obligation of the Special District Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Special District Corporation to such extent and in such manner as may be set out in the by-law.

8. Annual Financial Statements

Send financial statements to all Board Members

The Special District Corporation shall send to the Board Members a copy of the annual financial statements and other documents referred to by any NFP act or a copy of a publication of the Special District Corporation reproducing the information contained in the documents. Instead of sending the documents, the Special District Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Special District Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

9. Board Membership Conditions

For one Board Membership class composed of individuals, Special District Corporations and other entities which are all considered 'persons'

Subject to the articles, Members shall be available to persons interested in furthering the Special District Corporation's purposes and who have applied for and been accepted into Board Membership in the Special District Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the Board Members of the Special District Corporation.

10. Transferring Board Membership

Board Memberships transferred to Special District Corporation

A Board Membership may only be transferred to the Special District Corporation. Pursuant to Fundamental Change of the NFP Act, a special resolution of the Board Members is required to make any amendment to add, change or delete this section of the by-laws.

11. Notice of Board Members Meeting

Notice sent by electronic means only

Notice of the time and place of a meeting of Board Members shall be given to each member entitled to vote at the meeting by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery.

12. Board Members Calling a Board Members' Meeting

Fifty-one percent (51) of Board Members may request a meeting

The board of directors shall call a special meeting of Board Members in accordance with written requisition of Board Members carrying not less than Fifty-one (51%) of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

13. Absentee Voting at Board Members' Meetings

By mailed-in or electronic ballot

Pursuant to section Absentee Voting of the Act, a member entitled to vote at a meeting of Board Members may vote by mailed-in ballot or by means of a telephonic, electronic, or other communication facility if the Special District Corporation has a system that:

a. enables the votes to be gathered in a manner that permits their subsequent verification, and
b. permits the tallied votes to be presented to the Special District Corporation without it being possible for the Special District Corporation to identify how each member voted.

14. Board Membership Dues

There shall be no dues payable by Board Members for Board Membership in the Special District Corporation.

15. Termination of Board Membership

Basic corporate structure

A Board Membership in the Special District Corporation is terminated when:

a. the member dies or resigns.
b. the member is expelled, or their Board Membership is otherwise terminated in accordance with the articles or by-laws.
c. the member's term of Board Membership expires; or
d. the Special District Corporation is liquidated and dissolved under the Act.

16. Effect of Termination of Board Membership

Automatic termination of rights

Subject to the articles, upon any termination of Board Membership, the rights of the member, including any rights in the property of the Special District Corporation, automatically cease to exist.

17. Discipline of Board Members

Basic discipline powers of board and procedure

The board shall have authority to suspend or expel any member from the Special District Corporation for any one or more of the following grounds:

a. violating any provision of the articles, by-laws, or written policies of the Special District Corporation.
b. conducting any conduct which may be detrimental to the Special District Corporation as determined by the board in its sole discretion.
c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Special District Corporation.

If the board determines that a member should be expelled or suspended from Board Membership in the Special District Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member, and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. If no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from Board Membership in the Special District Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

18. Proposals Nominating Directors at Annual Board Members' Meetings

Proposals must be supported by 35% of Board Members

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 51% of Board Members entitled to vote at the meeting at which the proposal is to be presented.

19. Cost of Publishing Proposals for Annual Board Members' Meetings

Proponent to pay costs

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the Board Members present at the meeting.

20. Place of Board Members' Meeting

Directors decide place of Board Members' meeting

Subject to compliance with section 159 (Place of Board Members' Meetings) of the Act, meetings of the Board Members may be held at any place within United States determined by the board or, if all the Board Members entitled to vote at such meeting so agree, outside United States.

21. Persons Entitled to be Present at Board Members' Meetings

Open to the public

Board Members, non-Board Members, public and Executive Team made up of Clinic Director, Finance Manager and Medical Director of the Special District Corporation are entitled to be present at a meeting of Board Members. However, only those Board Members entitled to vote at the Board Members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

22. Chair of Board Members' Meetings

Board Members will designate chair if chair or vice-chair absent

If the chair of the board and the vice-chair of the board are absent, the Board Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

23. Quorum at Board Members' Meetings

Simple majority of voting Board Members is required as quorum

A quorum at any meeting of the Board Members (unless a greater number of Board Members are required to be present by the Act) shall be a majority of the Board Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Board Members, the Board Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

24. Voting at Board Members' Meetings

Simple majority voting

At any meeting of Board Members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

25. Participation by Electronic Means at Board Members' Meetings

Electronic participation allowed as permitted by the NFP Act

If the Special District Corporation chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate with each other during a meeting of Board Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Board Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Special District Corporation has made available for that purpose.

26. Board Members' Meeting Held Entirely by Electronic Means

Directors or Board Members who call a meeting may decide if it is held entirely by electronic means

27. Number of Directors

Number of directors fixed in articles

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the Board Members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting Special District Corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Special District Corporation or its affiliates.

28. Term of Office of Directors

Fixed term :The directors shall be elected to hold office for a term expiring not later than the close of annual meeting of Board Members following the election.

29. Calling of Meetings of Board of Directors

Meetings of the board shall be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Special District Corporation has only one director, that director may call and constitute a meeting.

30. Notice of Meeting of Board of Directors

Ordinary notice

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Special District Corporation not less than (Enter number) 7 days before the time when the meeting is to be held by one of the following methods:

a. delivered personally to the latest address as shown in the last notice that was sent by the Special District Corporation.
b. mailed by prepaid ordinary mail to the director's address as set out in (a).
c. by telephonic, electronic, or other communication facility at the director's recorded address for that purpose; or
d. by an electronic document.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

31. Regular Meetings of the Board of Directors

Board may fix regular meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection Notice of Meeting of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

32. Voting at Meetings of the Board of Directors

Simple majority voting

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

33. Committees of the Board of Directors

Board may create committees: The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

34. Appointment of Officers

Board to appoint officers of the Special District Corporation

A director may be appointed to any office of the Special District Corporation. The same person may hold two or more offices.

35. Officers of the Special District Corporation

Board to fix officer positions, powers, and duties

Unless otherwise specified by the board, the offices of the Special District Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

a. Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the Board Members. The chair shall have such other duties and powers as the board may specify.
b. Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act,

the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the Board Members. The vice-chair shall have such other duties and powers as the board may specify.

c. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, Board Members, and committees of the board. The secretary shall enter or cause to be entered in the Special District Corporation's minute book, minutes of all proceedings at such meetings and will be maintained at the Clinic office as custodian of all books, papers, records, documents, and other instruments belonging to the Special District Corporation.
d. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.
e. Unless otherwise specified by the board, electronic signatures of all minutes, records, documents will be accepted as original signatures and recorded as such.

36. Officer Vacancies

Board to fill officer vacancies

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Special District Corporation. Unless so removed, an officer shall hold office until the earlier of:

a. the officer's successor being appointed,
b. the officer's resignation,
c. such officer ceasing to be a director (if a necessary qualification of appointment) or
d. such officer's death.

If the office of any officer of the Special District Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

37. Invalidity of Provisions of this By-law

Any invalid provision does not affect the rest of the bylaws

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

38. Omissions and Errors

Accidental omissions do not invalidate decisions or actions

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Special District Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

39. Mediation and Arbitration

Disputes to be resolved by mediation and arbitration

Disputes or controversies among Board Members, directors, officers, committee Board Members, or volunteers of the Special District Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

40. Dispute Resolution Mechanism

Standard dispute resolution procedure

In the event that a dispute or controversy among Board Members, directors, officers, committee Board Members or volunteers of the Special District Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Special District Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Board Members, directors, officers, committee Board Members, employees or volunteers of the Special District Corporation as set out in the articles, by-laws and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Special District Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Special District Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

42. By-laws and Effective Date

Board of directors may amend or repeal by-laws

Subject to the articles, the board of directors may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Special District Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of Board Members where it may be confirmed, rejected, or amended by the Board Members by ordinary resolution. If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Board Members it remains effective in the form in which it was confirmed. The by-law, amendment, or repeal ceases to have effect if it is not submitted to the Board Members at the next meeting of Board Members or if it is rejected by the Board Members at the meeting.

Updated on 05/01/2022 and adopted with a passing majority.

ATTESTATION

Sue Knapp, Board Chair

Attest:

Julie Whetzel, Board Secretary