

FIRST AMENDED AND RESTATED BYLAWS
OF
BIG CITIES HEALTH COALITION

ARTICLE I
NAME

The name of the Corporation is Big Cities Health Coalition.

ARTICLE II
PURPOSE

The Corporation is organized and shall at all times be operated exclusively for 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).

Within these restrictions, the Corporation is organized for the following specific purposes:

1. To advance equity and health for present and future generations through sharing best practices, leadership, and advocacy;
2. To foster strong collaboration between large urban health departments in the United States; and
3. To conduct any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

ARTICLE III
MEMBERS

Section A. Membership. The Members shall be the lead health officials, generally either the health department director or jurisdiction's health officer of a municipal health department that serves a city (i) with a (city) population of at least 500,000 people and (ii) where local health departments are locally controlled and not state agencies. Notwithstanding this Section A, either the health department director or health officer of the municipal health department that serves the city of (1) Cleveland, Ohio; (2) Long Beach, California; (3) Minneapolis, Minnesota; and (4) Oakland, California may be Members of the Corporation as long as such Member remains in good standing with the Corporation regardless of the size of the population of said cities.

Furthermore, in the event that an existing Member in good standing ceases to meet the Membership criteria pursuant to this Section A, such Member may continue being a Member of the Corporation by majority vote of the Board of Directors.

Section B. Dues. Each Member shall be required to pay annual dues, except that the dues requirement shall not apply to any Member who submits a written request for a waiver from the dues requirement and the Board of Directors determines by a 2/3 Super-majority vote to reduce or waive the annual dues. Any such waiver or reduction shall be reassessed annually.

ARTICLE IV **NOMINATION AND ELECTION OF MEMBERS**

Section A. Application. The Corporation shall approach potential Members and invite them to become Members of the Corporation. No health official shall become a Member of the Corporation without an invitation from the Corporation. The Board of Directors may grant the Executive Committee the authority to select new Members.

Section B. Number of Members. The Members of the Corporation may from time to time agree by majority vote on a maximum cap of the number of Members that the Corporation will have at one time. However, the Members may agree by majority vote to grant authority to the Board of Directors or the Executive Committee to increase or decrease the maximum number Members.

Section C. Membership Obligations. Continuation of Membership in the Corporation shall be dependent upon meeting engagement, namely attending calls, meetings, and/or being responsive to requests by the membership or staff (See Article X Sections D and E) and dues expectations (See Article X Sections A, B, and C). If any active Member fails to meet this minimal level repeatedly, the Member's Membership may be temporarily suspended, and the Secretary shall notify the Member of the temporary suspension. The suspended Member may request reinstatement in writing to the Secretary within ninety (90) days of the notice of temporary suspension of Membership (the "Reinstatement Period"). If the Member does not request to be reinstated within the Reinstatement Period, the Member's Membership shall be terminated.

Section D. Termination of Membership. Membership may be terminated by a majority vote of the Board when a Member:

1. Fails to meet engagement requirements under Section C of this Article IV or Section D of Article X;
2. Fails to pay any and all financial obligations without waiver set forth in Article X within 90 days of notification by the Corporation; or
3. Upon request of the Member.

ARTICLE V **MEMBERSHIP MEETINGS**

Section A. Annual Meetings. The Annual Meeting of the Corporation shall be held at such time and place as may be determined by the Board of Directors. Each Member shall have one vote in the Annual Meeting to be cast by the Member in person or by authorized proxy. The Annual Meeting shall include the election of the Board of Directors and the officers shall ensure that the operations of the Corporation have been suitable and proper in the furtherance of the purposes of the Corporation and shall conduct such other business as may properly come before the Meeting or any adjournments thereof. For the purposes of these Bylaws, in-person shall mean face-to-face in a meeting, or participation by a video conference or other telephonic means in which all participants can hear the participant at the same time.

Section B. Special Meetings. Special meetings of the Members may be called by the Chair, by the Executive Director, or by the Secretary, and must be called by any of them on the written request of any members of the Corporation constituting no less than 25% of the Membership at the time or may be called by the Executive Committee as a whole. Special meetings may be held at such place, either within or outside the State of Delaware and at such time as shall be specified in the notice of meeting.

Section C. Notices. Notice of the purpose(s) and the time and place of each Meeting of the Members shall be in writing. Notice of any Meeting of the Corporation shall be deemed sufficient if delivered personally, by courier, or sent by first class mail, facsimile, or electronic mail not less than thirty (30) days before such Meeting addressed to the designated delegate of each Member at their respective addresses appearing on the records of the Corporation. Notice of any and all Meetings may be waived by any Member in writing, before or after any such Meeting, or by attendance at such Meeting without protesting the lack of notice prior to the conclusion thereof.

Section D. Quorum. A majority of the Members, represented in person by a designated delegate or by properly drawn proxy, shall constitute a quorum at all Meetings of the Membership, but less than a quorum shall have the power to adjourn the Meeting from time to time until a quorum shall be present.

Section E. Governance. Meetings of the Membership shall be presided over by the Chair, by the Chair-Elect, by the Vice Chair, or by the Executive Director in the absence of the Vice Chair, and in the absence of the Executive Director, by any Director chosen by majority vote by the Membership at the Meeting.

Section F. Voting. Except as otherwise provided for in these Bylaws, or as required by relevant laws of the State of Delaware, all matters which shall properly come before any Meeting of the Membership shall be decided by simple majority vote of the delegates present in person or by properly drawn proxy.

Section G. Proxies. All proxies shall be in writing, shall name the individual to cast votes under the proxy, shall certify the individual as an officer, staff member, Member, or volunteer of the Member of the Corporation, shall state the period of time for which the proxy is valid, and shall be delivered to the Secretary and/or to the Executive Director at least 24 hours prior to the Meeting at which the proxy is to be used. Any proxy issued for an indefinite period may be withdrawn at any time upon written notice to the Secretary or the Executive Director/ of the Corporation.

ARTICLE VI **BOARD OF DIRECTORS**

Section A. General Powers. The business and affairs of the Corporation shall be conducted and managed by its Board of Directors, which shall exercise all of the powers of the Corporation. The Board of Directors may by general resolution delegate to committees and officers of the Corporation such powers as it sees fit.

Section B. Duties. Every Director in exercising his or her powers and discharging his or her duties shall: (a) act honestly and in good faith with a view to the best interests of the Corporation; and (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Section C. Number, Tenure, and Qualifications. The number of Directors constituting the Board of Directors shall be not less than three (3) or more than ten (10). The exact number of Directors shall be fixed from time to time by a resolution adopted by the affirmative vote of a majority of the Directors then in office. The initial Board of Directors shall be composed of those Directors appointed by the Incorporator and each such Director shall serve an initial term of one (1) year. Thereafter, Directors shall be elected by the members at its annual meeting or as soon thereafter as conveniently possible by majority vote of the membership. Candidates for Director shall be nominated by any BCHC member in good standing; ; candidates can nominate themselves. Each Director so elected shall hold office for a term of three (3) years and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation, or removal. Directors may be elected to succeed themselves. Members and non-Members may serve as Directors.

Section D. Resignation; Removal; Vacancies. Any Director may resign at any time by giving written notice to the Chair or to the Board of Directors and may be removed at any time in accordance with applicable law. Any vacancy in the Board of Directors occurring during the year, including any vacancy created by an increase of the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by an affirmative vote of the majority thereof, and any Director so elected shall hold office until the election and qualification of a successor.

Section E. Honorary Directors. The Corporation may have an unlimited number of Honorary Directors, who shall be entitled to notice of and the right to attend all meetings of the Board, but who shall not have the right to vote. Honorary Directors shall be elected for one (1) year terms at the annual meeting of the Corporation.

Section F. Annual Meeting. An annual meeting of the Corporation shall be held each year for the purpose of electing Directors and taking such other action as may come before the Board. As soon as practicable after each annual election, the newly elected Directors shall meet for the purpose of organization, the election of officers, and the transaction of other business. Such meetings shall be held at such place within or without the State of Delaware as may be designated by the Board of Directors. Participants and attendees of the annual meeting may participate in the meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in the annual meeting by these means constitutes presence in person at the meeting.

Section G. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and at such places, either within or outside the State of Delaware, as may from time to time be determined by resolution of the Board. The Board of Directors may authorize the Chair to fix the exact date and place of each regular meeting, in which case notice of the time and place of such regular meetings shall be given in the manner provided in Section I of this Article.

Section H. Special Meetings. Special meetings of the Board of Directors may be called by the Chair, Executive Director, or by the Secretary and must be called by either of them on the written request of any two (2) members of the Board. Special meetings may be held at such place, either within or outside the State of Delaware, and at such time as shall be specified in the notice of meeting.

Section I. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days before the meeting, or by sending notice by email or facsimile transmission at least one (1) day before the meeting to the usual business or residence address of the Director. Any Director may waive notice of any meeting. The attendance of any Director at any 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. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section J. Quorum; Voting. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director. Unless specifically required by law or these Bylaws, all matters shall be decided by a majority vote of Directors present at the meeting which a quorum is present.

Section K. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

Section L. Telephone Meetings. Members of the Board of Directors a committee of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Section M. Electronic Signatures. Electronic signatures shall be allowed as valid signatures and/or votes for any vote by a Director, Officer, or agent of the corporation except in circumstances where electronic signatures are not recognized under applicable state, municipal, or federal law or regulation.

ARTICLE VII **OFFICERS**

Section A. Executive Officers. The Executive Officers of the Corporation shall be a Chair, Chair-Elect, Vice Chair, Immediate Past Chair, Executive Director, a Secretary, a Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws. Except as otherwise stated in this Article VII, the Executive Officers shall be appointed and determined by the Board of Directors. Any two offices may be held by the same person, provided that the Chair may not simultaneously serve as Chair-Elect or Vice Chair, and the Chair Elect may not simultaneously serve as Chair or Vice Chair. A Director may be elected an officer, however there is no requirement that an officer must also be a Director.

Section B. Election. The term of office of all officers shall commence upon their election or appointment and shall continue until their respective successors are chosen at the annual meeting of the Board of Directors as such officer's term shall dictate in Section N of this Article or until their earlier resignation or removal.

Section C. Resignation, Removal; Vacancies. Any officer may resign at any time by giving written notice to the Executive Director or to the Board of Directors and may be removed from office by the vote of the Directors at any time, in accordance with applicable law. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Directors by majority action may select an officer to fill such vacancy.

Section D. Chair. The Chair shall be elected by the Board of Directors, shall preside at all Meetings of the Board of Directors and Executive Committee, and shall perform such other duties as are customarily associated with the Office of Chair. The Chair shall serve as a voting member of the Board of Directors.

Section E. Chair-Elect. The Chair-Elect shall have such powers and perform such duties as may be assigned to him or her from time to time by the Board of Directors and/or the Chair. In the event that the Chair is unable to attend a meeting of the Board of Directors or the Executive Committee, the Chair-Elect shall serve as acting Chair in the Chair's absence. The Chair-Elect shall serve as a voting member of the Board of Directors.

Section F. Vice Chair. The Vice Chair shall be directly elected by the membership each year and have such powers and perform such duties as may be assigned to him or her from time to time by the Board of Directors and/or the Chair. In the event that the Chair-Elect is unable to attend a meeting of the Board of Directors or the Executive Committee, the Vice Chair shall serve as acting Chair in the Chair's absence. The Vice Chair shall serve as a voting member of the Board of Directors.

Section G. Immediate Past Chair. The Immediate Past Chair shall have powers and perform such duties as may be assigned to him or her from time to time by the Board of Directors and/or the Chair. The Immediate Past Chair shall serve a one-year term and shall serve as a voting member of the Board of Directors during the term. The three-year Board term is waived for this position as the Immediate Past Chair will serve a fourth year on the Board as long as he or she is willing and able to do so. In the event he or she is not willing or able, the Chair shall appoint someone to fill a one-year term to serve in the Immediate Past Chair role.

Section H. Executive Director/. The Executive Director shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the

Corporation and shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, he or she may execute for the Corporation any contracts or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which the Corporation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

Section I. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose. The Secretary shall attend to the giving and serving of all notices of the Corporation; the Secretary shall have charge of the minute books and such other books and records as the Board of Directors may direct, may attest to the accuracy of such books and records and shall perform such other duties as are customary to that office and as may from time to time be directed by the Chair, Executive Director, or the Board of Directors.

Section J. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, the Treasurer shall endorse on behalf of the Corporation for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, including a general supervision and control of the accounts of the Corporation, subject to the control of the Board of Directors.

Section K. Other Officers. The Board of Directors may elect or appoint one or more other officers and assistant officers as they may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Executive Director or by the Board of Directors.

Section L. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section M. Compensation of Agents and Employees. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

Section N. Appointment. The officers of the Corporation shall be appointed by the Board of Directors by majority vote.

Section O. Officer Terms. The Chair, Chair-Elect, Vice Chair, and Immediate Past Chair shall serve a one-year term. At the conclusion of the Chair's term as Chair, such individual will serve as Immediate past Chair of the Corporation. At the conclusion of the Chair-Elect's term as Chair-Elect, such individual shall serve as the Chair of the Corporation. At the conclusion of the Vice Chair's term as Vice Chair, the Vice Chair shall serve as Chair-Elect. The Secretary, and Treasurer shall serve three-year terms. The Executive Director shall serve at the discretion of the Board of Directors.

ARTICLE VIII **COMMITTEES**

Section A. Committees. The Board of Directors also may appoint from their number, or from among such other persons as the Board may see fit, such committees as the Board may determine, which shall in each case have such powers and duties as shall from time to time be prescribed by the Board. The Executive Director shall be a voting member ex officio of each committee appointed by the Board of Directors.

Section B. Executive Committee. The Executive Officers may serve as the members of the Executive Committee; and the Board of Directors may delegate to such Executive Committee all the authority of the Board of Directors, except that the Executive Committee shall have no authority to elect officers or to enter into any transaction or activity which it knows to be contrary to the wishes of the Board of Directors. Each person on the Executive Committee shall have one committee vote. For the sake of clarity, in the event that one person holds more than one executive office, such person shall still have only one committee vote.

Section C. Rules; Record of Proceedings. Each Committee may prescribe rules and procedures to call and conduct its meetings. Each Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors and the Executive Director when required.

ARTICLE IX **CORPORATE ASSETS AND EARNINGS**

Section A. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is

or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code").

Section B. Inurement Prohibition; Interest in Contracts. No Director, officer, committee member, or employee of, or any person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any director, officer, employee, committee member, or agent of the Corporation may be interested directly or indirectly in any contract relating to the operation of the Corporation, and may freely make contracts, enter transactions or otherwise act on behalf of the Corporation notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Section B of this Article.

Section C. Dissolution. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to educational, or charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

Section D. Exempt Activities. Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

ARTICLE X **MEMBER RESPONSIBILITIES AND DUES**

Section A. Timing. Annual Dues shall be payable by a Member upon being accepted as a Member of the Corporation. The amount of this fee will be determined on an annual basis by the Board of Directors. The Dues shall be required of all Members except as otherwise provided herein.

Section B. Amount. The amount of annual dues determined by the Board of Directors may but need not be submitted to the Members for input and/or for a vote. In the event a vote by the Board of Directors, or by the Members if applicable, is not timely taken, or if a vote results in a tie, the Dues shall remain the same as the prior calendar year.

Section C. Effect of Nonpayment. Failure of a Member to timely pay dues after request shall constitute a breach of the Corporation standards and of Membership criteria and shall permit the Corporation to terminate the Membership of such Member, in accordance with Article IV Section D of these Bylaws.

Section D. Membership Engagement Responsibilities. The Corporation is committed to and focused on producing a collective impact that transcends individual agencies to accomplish its purposes and mission. The Corporation strives to further its mission and promote its purposes through encouraging collaboration of its Members who shall be expected to regularly participate and engage at Member meetings and other activities and events of the Corporation in a professional and respectful manner. The expectations for Member engagement are as follows:

1. Participation in the Corporation should be meaningful, and Members contribute to the Corporation's priorities through actions within their institutions and their spheres of influence.
2. Members will provide punctual, consistent representation on monthly calls and at meetings, and will respond to the Corporation's requests in a timely manner.
3. Members will work together in a courteous, respectful, professional, and collaborative manner.
4. Members will choose and manage the activities they participate in and resources they will commit to the Corporation recognizing that doing so is integral to the success of the Corporation's mission and purposes.
5. Members will pursue and select opportunities for alignment of strategies, interventions, and policies.
6. Members will continue to look within and outside their agencies and communities to identify, document, incorporate, and share best practices for achieving health outcomes.
7. Communications and the Corporation's business are transparent to Members, except where discretion is deemed necessary by the Chair or at the request of a Member.
8. Members will share data, information, and other outcomes related to activities and accomplishments undertaken regarding the Corporation's priorities.
9. Monthly calls, as well as in-person meetings, will be announced with adequate notice and structure, with clear objectives and

outcomes, allow for input from all Members, and be respectful of Members' time and professional obligations.

10. Members' contributions to the Corporation will be given recognition as appropriate and with their consent.
11. Members can expect anonymity as a matter of course, and confidentiality, as requested, except where there is explicit agreement otherwise.

Section E. Effect of Membership Engagement Violations. Failure of a Member to abide by the engagement responsibilities listed in Section D of Article X may constitute a breach of the Corporation standards and of Membership criteria and shall permit the Corporation to terminate the Membership of such Member, in accordance with Article IV Section D of these Bylaws.

ARTICLE XI **MISCELLANEOUS**

Section A. Corporate Seal. The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

Section B. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors and evidenced by resolution filed with the corporate records.

Section C. Records and Reports. The Corporation shall keep correct and complete books and records of account and of its transactions and minutes of the proceedings of its Board of Directors and of any committee. The Executive Director or the Secretary of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Board of Directors and filed within twenty days thereafter at the principal office of the Corporation.

ARTICLE XII **INDEMNIFICATION AND INSURANCE**

Section A. Indemnification. The Corporation may indemnify any Director, Officer, employee, former Director, former Officer, or former employee of the Corporation against expense and cost (including, but not limited to attorneys' fees) actually and necessarily incurred by the individual in connection with any claims asserted against him/her, by court or otherwise, by reason of being or having been a Director, Officer, or employee of the Corporation, except in relation to matters as to which the individual shall have been found guilty of

actual negligence and/or misconduct in the performance of his/her duties as a Director, Officer, or employee of the Corporation.

Section B. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 would have the power to indemnify him or her against such liability under the provisions of this Article XII.

Section C. Certain Limitations on Indemnification. In no case shall the Corporation indemnify or reimburse any person for any taxes on such individual under Chapter 42 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future United States internal revenue laws. Further, at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code, then, during such time, no payment shall be made under this Article XII if such payment would constitute an act of self-dealing or a taxable expenditure as defined in sections 4941(d) or 4945(d), respectively, of the Code.

Section D. Indemnification from Other Sources. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE XIII **AMENDMENTS**

The Board of Directors shall have power to make, alter, amend, and repeal the Articles of Incorporation or the Bylaws of the Corporation by vote of a majority of all of the Directors at any regular or special meeting.

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I certify that the foregoing Bylaws of Big Cities Health Coalition were approved and adopted for the organization by its Board of Directors by unanimous consent on December 15, 2022, and that they currently are in effect.

Christina Juliano, Secretary

Date