



**BYLAWS OF
MARK REED HOSPITAL FOUNDATION**

ARTICLE 1

Name, Purpose, Offices and Mission Statement

Section 1: Name: The name of this nonprofit corporation is Mark Reed Hospital Foundation (hereinafter called the “Foundation”). It is a not-for-profit corporation organized and existing under the laws of the State of Washington.

Section 2: Purpose: The Mark Reed Hospital Foundation is established for the purpose of developing philanthropic funds through special events, annual, capital and planned giving for the benefit of Mark Reed Hospital and the surrounding Hospital District Community.

Section 3: Offices: The principal office of the Foundation shall be at 322 S. Birch Street, McCleary, Washington, 98557. The Foundation may also have offices at such other places as the Board of Directors may determine from time to time.

Section 4: Mission Statement: It is the mission of the Mark Reed Hospital Foundation, as a non-profit fundraising organization, to provide financial support that enhances the quality and availability of healthcare services and programs enjoyed by the residents of the Mark Reed Healthcare District.

ARTICLE II

Members

Section 1: Members: The Foundation shall have no members.

ARTICLE III

Board of Directors

Section 1: General Powers: The affairs of the Foundation shall be managed by the Board of Directors.

Section 2: Number, Tenure and Appointment: The number of Directors shall be a maximum of fifteen (15). Directors shall be appointed to serve terms of three (3) years. All terms shall be staggered, in order to allow for continuity of experience among Board members. They shall be appointed by the Board of Directors of the Foundation.

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Section 3: Ex-officio members: Ex-officio members of the Board shall be the Hospital Administrator, Hospital District Treasurer and Chairman of the Community Development Council, and others as deemed necessary by the Board of Directors. Ex-officio members do not have voting privileges.

Section 4: Vacancies: Any vacancy occurring on the Board shall be filled by an appointment of the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 5: Quorum: A minimum quorum will constitute 33%, to the nearest whole body, of the established and elected Board of Directors for the transaction of business at any meeting of the Board. If less than a quorum of the Directors are present at any meeting, the majority of the Directors present may adjourn the meeting without further notice.

Section 6: Removal of a Director: A director may be removed from office, with or without cause, by the affirmative vote of a majority of all of the members of the Board of Directors at any regular meeting or special meeting called for that purpose.

ARTICLE IV

Meetings

Section 1: Regular Meetings: The directors shall hold regular meetings at the principal office of the Foundation. The Board of Directors shall meet a minimum of six (6) times a year.

Section 2: Notice of Meetings: Notice of regular meetings shall be necessary. A notice shall include an agenda of the meeting which notes subjects to be considered. Minutes of the previous meeting will be sent a minimum of 24 hours before the next meeting. Minutes will be reviewed by the Foundation Director and/or President for accuracy before being distributed to the rest of the Board for approval.

ARTICLE V

Officers

Section 1: Number: The officers of the Foundation shall be the President, Vice President, Treasurer, and Secretary, and such other officers as may be designated from time to time by the Board of Directors. Ex-officio members may hold additional positions as Recording Secretary and/or Financial Secretary.

Section 2: Election and Term of Office: The officers of the Foundation shall be elected annually (according to rotating terms) by the Board of Directors at a regular meeting. New offices may be created and filled at any meeting of the Board of Directors.

Section 3: Salary: No officer shall receive a salary or other compensation from the Foundation (with the exception of reimbursement for expenses), unless said officer is also an employee of

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the Foundation, in which event they may be compensated for such employment in an amount determined by the Board of Directors.

Section 4: Vacancies: If a vacancy occurs in any office (whether by death, resignation or otherwise) such office shall be filled by the Board of Directors for the remainder of any unexpired term, or by a new appointment to that office.

Section 5: Removal: Any officer may be removed from office, with or without cause, by the affirmative vote of a majority of all the members of the Board at any regular meeting or at any special meeting called for that purpose. Any Board officer who fails to attend a minimum of 3 meetings within a six month period, unless excused by the Board for extenuating circumstances, will be considered to have voluntarily relinquished his/her Board office and will be removed from the Board and replaced by a new officer.

Section 6: Duties of Officers:

A. President: The President of the Board of Directors shall preside at all meetings of the Board of Directors as well as provide oversight of the Foundation in achieving its goals and programs. The President may call such meetings as may be deemed necessary and perform such other duties usually inherent in such office.

B. Vice President: In the event that the President is unable to preside at any Board meeting or event, the Vice President shall serve as the designated Interim President. The Vice President shall be responsible for all duties of the President, in the absence of that Officer.

C. Treasurer: An Ex-Officio Board member may hold the office of Treasurer and/or may perform all of the functions assigned to the Treasurer. The duties of either or both shall be assigned by the Board of Directors. These duties include the conduct of the Foundation's financial affairs and maintenance of such records as may be necessary to show the condition of the Foundation at all times. Also included is the authorization to sign checks, open and close bank accounts in accord with Board resolutions and to conduct banking of the Foundation as necessary. If the Board of Directors appoints a Financial Secretary some of these responsibilities may be delegated to that officer. – *Section 6-C, amended 6/8/2010.*

D. Secretary: The Secretary shall be responsible for keeping the minutes of the meetings of the Board of Directors and any other meetings which may be held. He/She shall keep such records as the Board of Directors may require and shall maintain such records as may be necessary, and will be responsible for sending meeting notices, agendas and minutes to the Foundation Director and Board of Directors. If the Board of Directors elects to appoint a Recording Secretary, the Secretary may delegate some of these responsibilities to that officer.

ARTICLE VI

Committees

Section 1: Board Committees: The Board of Directors may from time to time appoint such standing or temporary committees from its number and invest such committees with such powers as it may see fit.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1: Contracts: The Board of Directors may authorize any officer or officers, agent or agents, of the Foundation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Foundation, and such authority may be general or may be confined to specific instances.

Section 2: Checks, Drafts or Orders: All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness shall be in the name of the Foundation and shall be signed by such officer or officers, agent or agents of the Foundation. All payments shall be approved by the Board of Directors and records of payments shall be kept with the Board of Director meeting minutes.

Section 3: Deposits: All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4: Gifts: The Board of Directors may accept on behalf of the Foundation any contribution, gift or bequest for any purpose of the Foundation. No personal gifts in excess of \$50.00 value may be accepted by any Officer or Board Director.

ARTICLE VIII

Books and Records

Section 1: Books and Records: The Foundation shall keep current and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered office a register of names and addresses of its Board members.

ARTICLE IX

Fiscal Year

Section 1: Fiscal Year: The fiscal year of the Foundation shall be the calendar year.

ARTICLE X

Prohibition Against Sharing in Foundation Earnings: Loans Prohibited

Section 1: Prohibition Against Sharing in Foundation Earnings: No member, director, officer or a person connected with this Foundation, or any other private

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individual, shall receive at any time any of the net earnings or pecuniary profits from the operations of the Foundation; provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Foundation in effecting any of its purposes as shall be fixed by the Board of Directors; 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 Foundation.

Section 2: Loans Prohibited: No loans shall be made by the Foundation to any officer or director.

ARTICLE XI

Electronic Mail Communication

Mark Reed Foundation Board Directors, both duly elected and ex-officio, shall be issued official Mark Reed Foundation e-mail accounts for use in conducting official Foundation business.

These e-mail accounts shall be managed by an appointed webmaster or the Foundation Director, and should be set up using the following format standards:

1. E-mail addresses shall be first initial last name @ markreedfoundation.org (i.e. jdoe@markreedfoundation.org).
2. Signature line should include:
 - a. Director's name,
 - b. Appointed Board title if applicable (i.e. Treasurer, etc.),
 - c. Mark Reed Foundation, 322 South Birch Street, McCleary, WA 98557.

Telephone +1 (360) 495 3244. Fax +1 (360) 495 4566.

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ARTICLE XII

Indemnification

The Foundation shall indemnify any Director or officer who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Foundation) by reason of the fact that he/she is or was a Director or officer of the Foundation against: judgments, penalties, fines, settlements and reasonable expenses, including attorney's fees, actually and reasonably incurred by the Director or officer in connection with the proceeding if he/she conducted himself/herself in good faith.

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ARTICLE XIII
Amendment of Bylaws

These bylaws will be reviewed on an annual basis. They may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

Date

Tanya Dierick, President

Aaron Huff, Vice President

Renae Hamshar, Secretary

Paul Barrow, Director

Tammy Davis, Director