BY-LAWS

OF

Primary Community Care Services. Inc.

Article 1.  
  
Definitions

## Name. The “Corporation” shall mean: Primary Community Care Services, Inc. The business of the corporation may be conducted as Primary Community Care Services, Inc. or PCC Services, Inc.

## Board. The “Board” shall mean the Board of Directors of the Corporation.

# Purposes, Objectives and Governing Instruments

## Charitable, Educational, and Scientific Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). The specific purposes of the Corporation are to provide educational, social and compassionate healthcare services to vulnerable populations who are facing healthcare disparities; increase access to comprehensive healthcare, independence, and improved quality of life.

## In furtherance of such purposes, the Corporation shall have the power, directly or indirectly, alone or in conjunction with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 2.03 Nonprofit Status and Exempt Activities Limitation

### Nonprofit Legal Status of Primary Community Care Services, Inc. is an Indiana nonprofit public benefit or charitable corporation.

### Exempt Activities Limitation. Notwithstanding any other provision of these bylaws, no director, officer, employee, member 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 Internal Revenue Code as it now exists or may be amended, or by any organization contributors to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, employee or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Articles of Incorporation and these Bylaws.

### Distribution Upon Dissolution, Upon termination or dissolution of Primary Community Care Services, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

### The organization to receive the assets of Primary Community Care Services, Inc. hereunder shall be selected in the discretion of a majority of the body of the corporation, and if it’s members cannot agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court within the county of the head office for Primary Community Care Services, Inc., by one (1) or more of its managing body which verified shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the state of Indiana.

### In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which at least generally, includes a purpose similar to Primary Community Care Services, Inc., then the court shall direct distribution of its assets lawfully available for distribution to the Treasurer of the State of Indiana to be added to the general fund.

### Section 2.04 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination based on sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

# Membership

Section 3.01 The Corporation shall have no members who have any right to vote or title or interest in or to the corporation or its properties.

Section 3.02 Non-voting affiliates: The Board of Directors may approve classes of non-voting affiliates with right, privileges and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer elected in accordance of board policy, shall have the authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates’ rights, privileges and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate’s consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and medica coverage at fundraising activities, clinics, at other events or on the corporation website. Affiliates have no voting rights and are not members of the corporation.

Section 3.03 Dues: Any dues for affiliates shall be determined by the Board of Directors.

# Board of Directors

## Number. Primary Community Care Services, Inc. shall have a Board of Directors consisting of at least 3 and no more than 15 directors. Within these limits, the Board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of the directors.

## Powers: All corporate powers shall be exercised by or under the authority of the board and the affairs of Primary Community Care Services, Inc. shall be managed under the direction of the board, except as otherwise permitted by law.

## Election and Term of Office. The initial Directors of the Corporation shall be those persons assembled at the time of the Certificate of Incorporation of the Corporation. Each Director shall hold office for a 5-year term, limited to 2 consecutive terms with a minimal 1-year hiatus after 2 consecutive terms, then may return to the board once elected for reinstatement following the hiatus. A director may stay in place until such that the Director’s successor has been elected and qualified, or until his or her death, resignation, or removal. Directors on hiatus may serve as advisors to the Board of Directors and participate on committees. Director terms may be staggered so that all directors will not be completing terms at the same time and half of the number of directors will end their terms a minimum of 6 months before the second half of the board. The term of office will begin January 1-December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

## Qualifications and Elections of Directors: In order to be eligible to serve as a director on the board of directors, a candidate must be at least 18 years of age and be elected by at least 2/3 of the existing board of directors, with founder/co-founder oversight to ensure alignment of original vision of corporation. The election to replace those who have fulfilled their terms of office shall take place in January of each year of term completion.

## Vacancies: The board of directors may fill vacancies due to the expiration of a director’s term of office, resignation, death or removal of a director or may appoint new directors to fill a previous unfilled board position, subject to the maximum number under these bylaws.

### Unexpected Vacancies: Vacancies in the board of directors due to resignation, death or removal shall be filled by the board members for the balance of the term of the director being replaced.

## Removal: Any director may be removed by 2/3 vote of the board of directors then in office if:

### The director is absent or unexcused from two or more meetings of the board of directors within a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice-president shall excuse the president or:

### For cause or no cause, if before any meeting the board members at which a vote for removal will be made the director in question will be given electronic or written notification of the board’s intention to discuss his/her case and is given the opportunity to be heard at a meeting of the board.

## Board of Director Meetings:

### Regular Meetings: The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by first class mail, facsimile transmission or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notices of meetings shall specify the place, day, and hour of meeting. The purpose of meeting need not be specified.

### Special Meetings: Special meetings of the board may be called by the president, vice-president, secretary, treasurer or any two (2) other directors of the board of directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time and place, but not the purpose, of the meeting.

### Waiver of Notice: Any director may waive notice of any meeting, in accordance with Indiana State law.

## Manor of Acting:

### Quorum: A majority of directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

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

### Hung Board Decisions: On the occasion that the directors of the board are unable to make a decision based on a tied number of votes, the president or vie president in the order of presence shall have the power to swing the vote based on his/her discretion.

### Participation: Except as required otherwise by law, the Articles of Incorporation, or by these bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting including in person, internet video meeting or by telephonic conference call.

## Compensation for Board Meetings: Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings if required.

## Compensation for Professional Services by Directors: Directors are not restricted from being remunerated for professional services provided to the corporation as an employee. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest Policy and Indiana state law.

# Committees

## The board of directors may, by the resolution adopted by the majority of the directors in office, designate one or more committees, each consisting of 2 or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all authority of the board, except that no committee, regardless of board resolution, may:

### Take any final action on matters which also requires board members’ approval or approval of the majority of all members;

### Fill vacancies on the board of directors of in any committee which has the authority of the board;

### Amend or repeal bylaws or adopt new bylaws;

### Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

### Appoint any other committees of the board of directors or the members of these committees;

### Expend corporate funds to support a nominee for director; or

### Approve any transaction;

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

#### Between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material or financial interest.

## Meetings and Action of the Committee: Meetings and action of the committees shall be governed by and held and taken in accordance , with Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of the committee shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of the committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

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

Officer Positions

## Board Officers: The officers of the corporation shall be a board President, Vice-President, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional Vice-Presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

## Term of Office: Each officer shall serve a two-year term of office and may not serve mor than 3 consecutive terms of office. Unless unanimously elected by the board at the end of his/her 3 terms of 2-year terms or to fill a vacancy in another officer position, each board officer’s term or office shall begin upon the adjournment of the board meeting during which a successor is elected.

## Removal and Resignation: The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

## Board President: The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

## Vice President: In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors, shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restriction upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president’s term of office.

## Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and of these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

## Treasurer: The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction of other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with the approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

## Non-Director Offices: The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

# Contracts, Checks, Loans, Indemnification and Related Matters

## Contracts and other writings: Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

## Checks, Drafts: All checks, drafts, or other orders for 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, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

## Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depository as the board or a designated committee of the board may select.

## Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

## Indemnification:

### Mandatory indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him/her in connection to the proceedings.

### Permissible indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he/she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him/her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by the law.

### Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his/her good faith belief that he/she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it should ultimately be determined that he/she is entitled to be indemnified by the corporation in these Bylaws.

### Indemnification of officers, agents and employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Indiana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by general or specific action of the board or by contract.

# Miscellaneous

## Books and Records: The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, and record of all actions taken by the board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation’s Articles of Incorporation and Bylaws as amended to date.

## Fiscal Year: The fiscal year of the corporation shall be from January 1 to December 31 of each year.

## Conflict of Interest: The board shall adopt and periodically review a conflict-of-interest policy to protect the corporation’s interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board delegated powers.

## Nondiscrimination Policy: The directors, officers, committee members employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to race, sex, age, religion, national origin, and sexual orientation. It is the policy of Primary Community Care Services, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran’s status, political service or affiliation, color, religion or national origin.

## Compensation for Travel or Other Board Pre-Approved Expenses by Staff/Volunteers: Staff and volunteers are not restricted from being reimbursed for “pre-approved” expenses related to duties or supplies for the corporation including but not limited to travel expenses for meetings and patient visits, merchandise for fundraisers and office supplies. These expenses must be approved in accordance with the board Conflict of Interest Policy and Indiana state law. Such reimbursement shall be considered and voted upon by the board or assigned committee prior to said expenditure, and expenses must be fair to the corporation with receipt of any purchases for reimbursement being provided by the staff or volunteer to the Treasurer for expenses to be processed for reimbursement. The Treasurer shall have 4 weeks to reimburse staff member or volunteer of said spending amounts.

## Bylaw Amendment: These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided, however;

### That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any further federal tax code; and,

### That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by three-fourths (3/4) vote of a quorum of directors at a Board meeting.

### That all amendments be consistent with the Articles of Incorporation.

# Counterterrorism and Due Diligence Policy

In furtherance of its exemption by contributions of other organizations, domestic or foreign, Primary Community Care Services, Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Primary Community Care Services, Inc. will practice a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Primary Community Care Services, Inc. shall comply and put into practice the federal guidelines, laws and limitations set forth by existing US legal requirements related to combatting terrorist financing, which include, but are no limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

# Document Retention Policy

## The purpose of this document retention policy is establishing standards for document integrity, retention and destruction and to promote the proper treatment of Primary Community Care Services, Inc. records.

## Policy:

1. General Guidelines: Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes It more difficult to find pertinent records.

From time to time, Primary Community Care Services, Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

1. Exception for Litigation Related Documents: Primary Community Care Services, Inc. expects all directors, officers, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all directors, officers and employees should note the following general exception to any stated destruction schedule; If you believe, or Primary Community Care Services, Inc. informs you, that corporate records are relevant to litigation, or potential litigation, then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.
2. Minimum Retention Periods for Specific Categories:

### Corporate Documents: Corporate records include Articles of Incorporation, Bylaws, IRS Form 1023 and Application for Exemption. Corporate records shall be retained permanently. IRS regulations require the Form 1023 be available for public inspection upon request.

### Tax records: Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation’s revenue. Tax records shall be retained for at least seven years from the date of filing the applicable return.

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

### Board and Board Committee Materials: Meeting minutes should be retained in perpetuity in the corporation’s minute book. A clean copy of all other Board and Board committee materials should be kept for no less than three years by the corporation.

### Press Release/Public Filings: The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

### Legal Files: Legal counsel shall be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

### Marketing and Sales Documents: The corporation should keep final copies of marketing and sales documents for the same period of time as it keeps other corporate files, generally three years. An exception to the three-year policy may include invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

### Development/Intellectual Property and Trade Secrets: Development documents are often subject to intellectual property protection in their final form (patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation;

#### Derives independent economic value from the secrecy of the information and;

#### Has taken affirmative steps to keep the information confidential.

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

### Contracts: Final, execution copies of all contracts entered into by the corporation shall be retained. The corporation shall retain copies of these final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

### Correspondence: Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be kept for two years.

### Banking and Accounting: Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventory of products, materials and supplies and any invoices should be kept for seven years.

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

### Audit Reports: External audit reports should be kept permanently. Internal audit reports should be kept three years.

## Electronic Mail: E-mail that needs to be saved should be either:

## Printed in hard copy and kept in the appropriate file; or

## Downloaded to a computer file and kept electronically or on a USB/thumb drive as a separate file. This retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

Article 11

Transparency and Accountability

Disclosure of Financial; Information with the General Public

## Section 11.01 Purpose of policy: By making full and accurate information about its mission, activities, finances and governance publicly available, Primary Community Care Services, Inc. practice and encourages transparency and accountability to the general public. This policy will:

* Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
* Specify the procedures whereby the open/closed status of documents and materials can be altered. The details of this policy are as follows:

Section 11.02 Financial and IRS documents (The Form 1023 and Form 990): Primary Community Care Services, Inc. shall provide its Internal Revenue Forms 990, 990-T, 1023, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

## Section 11.03 Means and Conditions of Disclosure: Primary Community Care Services, Inc. shall make widely available the aforementioned documents by way of its internet website to be requested for inspection by the general public.

* 1. The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner the reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists.)
  2. The website shall clearly inform readers that the document is available and provide instructions to download it.
  3. Primary Community Care Services, Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
  4. Primary Community Care Services, Inc. shall inform anyone requesting the information where this information can be found, including the website. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

Section 11.04 IRS Annual Information Returns (Form 990): Primary Community Care Services, Inc. shall submit Form 990 to its Board of Directors prior to filing of the Form 990. With neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the board of directors via (hard copy or email) as least 10 days before the Form 990 is filed with the IRS.

Section 11.05 Board:

1. All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential
2. All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential
3. All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

Section 11.06 Staff Records:

1. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
2. No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
3. Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
4. Staff records shall be made available to the board when requested.

Section 11.07 Donor Records:

1. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
2. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
3. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
4. Donor records shall be made available to the board of directors when requested.

Article 12

Codes of Ethics and Whistleblower Policy

Section 12.01 Purpose of Policy: Primary Community Care Services, Inc. requires and encourages directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Primary Community Care Services, Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation’s goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

Section 12.02 Reporting Violations: If any director, officer, staff or employee reasonably believes that some policy, practice or activity of Primary Community Care Services, Inc. is on violation of law, a written complaint must be filed by that person with the vice president or the board president.

Section 12.03 Acting in Good Faith: Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

Section 12.04 Retaliation: Said person is protected from retaliation only if he/she brings the alleged unlawful activity, policy, or practice to the attention of Primary Community Care Services, Inc. and provides Primary Community Care Services, Inc. with reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Primary Community Care Services, Inc. shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Primary Community Care Services, Inc. or of another individual or organization with whom Primary Community Care Services, Inc. has a business relationship, on the basis of a reasonable of a reasonable belief that the practice is in violation of law, or clear mandate of public policy.

Primary Community Care Services, Inc. shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Primary Community Care services, Inc. that the individual reasonably believes is in violation of the law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare or protection of the environment.

Section 12.05 Confidentiality: Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 12.06 The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs, and employees and they shall have the opportunity to ask questions about the policy.

Article 13

Amendments of Articles of Incorporation

Section 13.01 Amendment: Any amendment of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**Certificate of Adoption of Bylaws**

I do herby certify that the above stated Bylaws of Primary Community Care Services, Inc. were approved by the Primary Community Care Services, Inc. board of directors on October 8.2021 and constitute a complete copy of the Bylaws to the corporation.