

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

**ARTICLE I
NAME, PURPOSE AND MISSION**

SECTION 1. Name. The name of the organization shall be Susquehanna Community Health and Dental Clinic, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Pennsylvania. The Corporation can formally do business as "River Valley Health and Dental Center (RVH&DC)".

SECTION 2. Purpose. The Corporation is organized for exclusively religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986. Specifically, the Corporation will provide primary medical care and dental services to the community.

SECTION 3. Mission. The mission of the Susquehanna Community Health and Dental Clinic, Inc. is to extend God's healing by providing inclusive, quality primary medical and dental care to all those who need it.

**ARTICLE II
OFFICES**

The principal office of the Corporation in the State of Pennsylvania shall be located in the County of Lycoming. The Corporation may have such other offices, either within or without the State of Pennsylvania, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE III
MEMBERSHIP**

Membership shall consist of the Board of Directors.

**ARTICLE IV
BOARD OF DIRECTORS**

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. Powers. The Corporation's powers and responsibilities include the following:

- a. Hiring, annually evaluating, and dismissing the Chief Executive Officer of the Corporation who is an agent of, and accountable to, the governing Board;

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

- b. Developing, adopting, and periodically updating the Corporation's personnel policies and procedures, including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices;
- c. Developing, adopting, and periodically updating the Corporation's policies for financial management practices, including a system to assure accountability for corporate resources and long-range financial planning;
- d. Developing, adopting, and periodically updating the Corporation's health care policies, including scope and availability of services, location and hours of services, and quality of care audit procedures;
- e. Evaluating the Corporation's activities, including service utilization patterns, productivity, patient satisfaction, and achievement of project objectives, and developing a process for hearing and resolving patient grievances;
- f. Conducting an annual strategic planning process and translating strategic planning goals into operational planning objectives;
- g. Annually approving the strategic plan;
- h. Approving the annual project budget, priorities and eligibility for services (including criteria for partial payment schedules);
- i. Evaluating the Corporation's achievements at least annually, and using the knowledge gained to revise its mission, goals, objectives, plans, and budgets as may be appropriate and necessary;
- j. Evaluating itself periodically for efficiency, effectiveness, and compliance with all requirements imposed upon health centers as set forth in Section 330 of the Public Health Service Act, 42 U.S.C. 254b and otherwise assuring that the Corporation's activities are conducted in compliance with the applicable federal, state, and local laws;
- k. Selecting an independent auditor and officially accepting the annual audit report;
- l. Participate in grant activities including providing input to grant applications and providing approval of all grant applications prior to submission and
- m. Selecting services to be provided, as well as the location and mode of delivery of those services.

SECTION 3. Individual Power. No individual Board member shall act for the governing Board except as may be specifically authorized by the Board. Board members shall refrain from giving personal advice or directives to any staff personnel of the Corporation.

SECTION 4. Authorities. The Board shall maintain all board-assigned authorities and responsibilities required by law or regulation, and no third party shall secure overriding authority, veto authority, or dual majority authority, including the amendment of the Corporation's corporate documents.

SECTION 5. Size and Terms. The number of directors of the Corporation shall be no more than twenty (20) members and no less than twelve (12) members. The initial slate of Directors, including Officers, shall serve staggered terms, i.e. one third shall serve for three (3) years, one-third shall serve for two (2) years, and one-third

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

shall serve for one (1) year. Thereafter, the Directors shall assume their duties immediately after the meetings at which they are elected and shall serve for three (3) years or until their successors are elected. No Director shall serve for more than two (2) consecutive full terms. A Director may be re-elected to serve after one year of absence.

SECTION 6. Composition. A majority of the board members, at least 51%, must be individuals who are served by the Corporation and who, as a group, represent the individuals being served in terms of demographic factors, such as race, ethnicity, and sex. Consumer board members should utilize the Corporation as their principal source of primary care and/or dental and should have used the Corporation within the last two years. A legal guardian of a consumer who is a dependent child or adult, or legal sponsor of an immigrant consumer, may be considered a consumer for purposes of Board representation.

The remaining (non-consumer) members of the Board should be representative of the community in which the center's catchment area is located and should be selected for their expertise in community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns, or social service agencies within the community.

No more than one-half of the non-user members of the Board may be individuals who derive more than ten (10%) percent of their annual income from the health care industry.

No member of the Board may be an employee of the Corporation, or a spouse, child, parent, or sibling of such an employee.

SECTION 7. Board elections. Board elections are held annually at the end of the fiscal year, so that the new Board is in place for the onset of the new fiscal year.

SECTION 8. Regular Meetings. The Board of Directors shall conduct regular monthly meetings. The place, time, and location shall be provided in advance by the Board of Directors with notice as described in Section 10. Meeting shall normally be conducted in person. The Chairperson may elect to conduct a telephonic meeting if she or he deems it necessary in times of inclement weather or other unforeseeable circumstance, provided all Directors who would have otherwise attended, have the necessary technology to participate. A regular annual meeting of the Board of Directors shall be held each year in the same quarter, and ideally, month, the day of which shall be called by the Chairperson. The Board of Directors may provide the time and place for the holding of additional regular meetings with notice as described in Section 10.

Any action required or permitted to be taken at any meeting of the governing Board may be taken without a meeting if the action or resolution agreed upon is sent in advance via electronic means or otherwise to all Directors then in office, provided that all Directors then in office unanimously consent in writing to such an action or resolution. Such

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

consent in writing shall have the same force and effect as a vote of the governing Board of Directors at a meeting thereof.

SECTION 9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 10. Executive Session. The Board of Directors may conduct all or any part of a meeting in executive session for such purpose as it deems necessary including, but not limited to, discussion of litigation (actual or threatened), evaluation of personnel or discussion of personnel issues, or receipt of the results of the annual audit. The Chairperson may invite the Chief Executive Officer and such other persons as he/she deems appropriate to attend an executive session. However, members of the public and any other staff members shall be excluded from executive session except when invited to give testimony or advice, after which they will be excused.

SECTION 11. Notice. Notice of any meeting shall be given at least five (5) business days previous thereto by written notice delivered personally, mailed to each Director at his or her business or personal address, or by electronic mail. Any Directors may waive notice of any meeting. Additional meeting materials requiring action by the Board will also be distributed by secure electronic mail or hard mail at least five (5) business days prior to the meeting date. The same said documents requiring action by the Board will also be uploaded to the secure Board Portal at least five (5) business days prior to the meeting date. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 12. Quorum. A majority of the number of Directors fixed by Section 5 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage or otherwise have joint financial interests, such as business partnerships, etc. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 13. Manner of Acting. 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 of Directors.

SECTION 14. Committees. The Board of Directors shall establish the following standing committees: Executive, Finance and Audit, Personnel and Nominating, Public Relations, Marketing, and Fundraising, and Quality Assurance/Quality Improvement. All Board members will serve on at least one committee, with consumer and non-consumer representation on all committees. Additional ad hoc committees will be formed and

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

disbanded as the Board of Directors determines is necessary. All committees must be created and disbanded through formal Board action.

- a. Executive Committee. The Board of Directors may appoint from among its members an Executive Committee, which shall be subject to the control and direction of the Board. The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary, and Treasurer, and such other members of the Board of Directors as may be deemed necessary. The Executive Committee may act for the Board of Directors in emergencies or in other situations where time factors do not permit awaiting the next regularly scheduled meeting. A majority of the Executive Committee shall decide if such business requires a special meeting of the Board of Directors or if such business may be placed on the agenda of the next regularly scheduled meeting. A summary of the business conducted at any meeting of the Executive Committee shall be reported to the full Board at the next regularly scheduled Board of Directors meeting.
- b. Finance and Audit Committee. The Board of Directors may appoint a Financial and Audit Committee composed of two (2) or more Directors, and the Treasurer. The Finance and Audit Committee shall be responsible for monitoring and making recommendations to the Board regarding the financial status and policies of the Corporation, including fiscal planning, budgeting, policy development, and financial performance. The Finance and Audit Committee shall have the power to recommend selection of auditors and assist the auditors in any audit or review of the records of the Corporation.
- c. Personnel and Nominating Committee. The Board of Directors may appoint a Personnel and Nominating Committee composed of three (3) or more Directors. The Personnel and Nominating Committee shall be responsible for reviewing and, if necessary, making recommendations regarding the personnel policies of the Corporation, employment practices, employee benefits, and personnel relations. The Personnel and Nominating Committee shall comprise the search committee responsible for recommending candidates for the position of Directors and Officers of the Board.
- d. Quality Assurance/Quality Improvement Committee. The Board of Directors may appoint one (1) Director to serve on the Quality Assurance/Quality Improvement Committee. In addition to one (1) Director, the Committee shall include appropriate staff, clinicians, and both the Medical and Dental Directors of the Corporation. The Quality Assurance/Quality Improvement Committee shall be responsible for monitoring and making recommendations for the implementation and improvement of the Quality Assurance/Quality Improvement program of the Corporation.
- e. The Board of Directors may appoint a Public Relations, Marketing and Fundraising Committee composed of three (3) or more Directors. This Committee shall work with the Center staff to actively build relationships and explore fundraising opportunities; assist in the development of and review all public relations plans; assess and assist with the implementation of fundraising

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

events, and assist in the creation and utilization of all public communication materials.

SECTION 15. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A Director elected to fill a vacancy shall be elected for the remaining term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors by the Directors.

SECTION 16. Compensation. No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation. Members are expected to serve voluntarily. Board members may be reimbursed for reasonable expenses actually incurred in participating in Board activities (e.g. attending Board meetings). In addition, Board members may be reimbursed for lost wages by reason of participation in Board activities for low income Board members (i.e. if the Board member is from a family with an annual income at or below the Federal Poverty Level, or if the Board member is a single person with an annual income at or below the Federal Poverty Level.) Also, childcare expenses incurred during a Board activity is reimbursable, as is transportation to and from a Board activity, such as a cab fare.

SECTION 17. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to Director who voted in favor of such action.

SECTION 18. Removal of a Director. A Director of the Corporation shall be removed from his/her elected Board member position in the same manner as the removal of any Officer or Agent.

SECTION 19. Resignation. Any Director may resign by delivering written notice of resignation to either the Chairperson or the Chief Executive Officer. Such resignation shall be effective upon receipt unless otherwise provided by terms thereof.

**ARTICLE V
OFFICERS**

SECTION 1. Number. The officers of the Corporation shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors. These Officers shall constitute the Executive Committee.

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

SECTION 2. Election and Term of Office. The Board of Directors is responsible for selecting all consumer and non-consumer members. The Corporation staff (CEO) shall assist in reaching out to consumers and community members to identify appropriate potential Board members and assess their interest and ability to serve on the Board. Ability to serve includes support of the vision and direction of the clinic, civil demeanor, group process abilities, independent thinking ability, an ability to express themselves, and an ability to manage the scope of the Board responsibilities, with assistance, if necessary and known. Executive Committee members may make recommendations for nomination to the full Board.

The Officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. A previously serving Director can be considered for re-election to the Board of Directors after being inactive from the Board of the Directors for one or more years. Officers may serve no longer than two consecutive three-year terms.

SECTION 3. No third party appointments to the Board are allowed.

SECTION 4. Removal. Any Officer, Agent, (or Director) may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer, Agent, or Director shall not of itself create contract rights, and such appointment shall be terminable at will. The grounds for such removal shall include, but are not limited to:

- Three (3) consecutive absences;
- Consistent failure to discharge the duties of the office; and/or
- Financial irregularities with regard to the Corporation business.

SECTION 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by majority vote of the Board of Directors at the next regularly scheduled or special meeting. Any vacancy in an office shall be filled for the unexpired portion of the term of the officer being replaced.

SECTION 6. Chairperson

The Chairperson of the governing Board of Directors shall: (i) preside at all meetings of the Board of Directors and all meetings of the Executive Committee at which he/she is present; (ii) appoint Committee chairpersons; (iii) represent the Board of Directors at public functions; and (iv) perform such other duties as may be required of him/her by the governing Board of Directors. The Chairperson may elect to be an ex officio member of all standing and special Committees of the Board of Directors. The Chairperson, or

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

another Officer designated by the Chairperson, may sign any document or instrument requiring the signature of an Officer of the Corporation that is necessary and incident to the purposes of the Corporation, except where the signing of such document or instrument is expressly delegated by the Board of Directors to another Officer or Agent of the Corporation or as otherwise required by law.

SECTION 7. Vice Chairperson. The Vice Chairperson shall preside over meetings of Board of Directors and Executive Committee meetings when the Chairperson is unavailable to preside. The Vice-Chairperson is an Officer of the Board and a member of the Executive Committee.

SECTION 8. Secretary. The Secretary shall cause to be kept the minutes of all meetings of the Board of Directors and shall certify and attest to all signatures on corporate documents when required. The Secretary shall have such other powers, and shall perform such other duties, as may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. The Treasurer: The Treasurer shall: (i) review and report to the Board of Directors the financial statements of the Corporation; (ii) be signatory on checks and other financial transactions of the Corporation; (iii) be signatory on legal, regulatory, tax or other documents, as appropriate; and (iv) in general perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

SECTION 10. The Chief Executive Officer. The Chief Executive Officer shall have responsibility for the general care, supervision, and direction of the Corporation's affairs in furtherance of the policies and programs established by the Board of Directors. The Chief Executive Officer may negotiate and execute contracts for the Corporation, and shall report such action promptly to the Board of Directors, except that the Board of Directors may designate specific proposed contracts, or a threshold contract price above which the contract is, to be signed by one or more Officers, or to be submitted to the Board of Directors for approval prior to execution. The Chief Executive Officer shall be an ex officio, non-voting member of the Board of Directors and an Officer of the Corporation. The Chief Executive Officer or his/her designee shall attend all meetings of the Board of Directors, unless the Board requests the Chief Executive Officer's absence during evaluation of the Chief Executive Officer's performance.

**ARTICLE VI
INDEMNITY**

The Corporation shall indemnify its Directors, Officers and employees as follows: (a) Every Director, Officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

of his or her being or having been a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. (b) The Corporation shall provide to any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI

**ARTICLE VII
CONFLICTS OF INTEREST**

SECTION 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

SECTION 2. Definitions.

- a. **Interested Person.** Any Director, principal Officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (b) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3 b., a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

SECTION 3. Procedures.

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

- d. **Violations of the Conflicts of Interest Policy.** If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of the Proceedings. The minutes of the governing Board and all committees with Board delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing Board's or committee's decision as to whether a conflict of interest in fact exists. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings. The minutes of the governing Board and all committees shall be retained at the corporate office.

SECTION 6. Annual Statements. Each Director, principal Officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, has agreed to comply with the policy, and (d) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit.

SECTION 8. Use of Outside Experts. The Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the governing Board of its responsibility to meet regulatory and legislated requirements.

SECTION 9. Amendments to Conflict of Interest Articles. The Board of Directors may amend these articles through a formal consideration and two-thirds majority vote.

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

**ARTICLE VIII
CONTRACTS, LOANS, CHECKS AND DEPOSITS**

SECTION 1. Contracts. The Board of Directors may authorize any Officer or Officers, Agent or Agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences 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 of Directors.

SECTION 4. 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 depositories as the Board of Directors may select.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June each year.

**ARTICLE X
CORPORATE SEAL**

The Board of Directors may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words, "Corporate Seal".

**ARTICLE XI
WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**BYLAWS
OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

**ARTICLE XII
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds (2/3) majority of the Board of Directors present at a meeting called for that purpose, a quorum assembled. Notice of any meeting to consider bylaw revisions, including proposed changes with explanations, must be given in accordance with Article IV, Section 10 herein.

These above revised Bylaws were approved by the Board of Directors of the Corporation on the 18th of April 2016.

Board Secretary