



harmonia
COLLABORATIVE CARE

BYLAWS

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Approved:

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BYLAWS
of
HARMONIA COLLABORATIVE CARE, INC.

ARTICLE I

Name, Office and Purpose of Corporation

Section 1

Name. The name of the corporation shall be Harmonia Collaborative Care, Inc. (the “Corporation”).

Section 2

Office. The principal office of the Corporation shall be located at 6722 Erie Road, Derby, NY 14047.

Section 3

Mission Statement. The Corporation delivers best-practice Health Home, senior and behavioral health services to foster individuals' independence and improve their quality of life.

Section 4

Purpose. The purposes of the Corporation shall be as set forth in the Certificate of Incorporation, as amended from time to time, and shall adhere to the principles of the vision and mission statement. In implementing the purposes set forth in the Certificate of Incorporation, the directors shall take into consideration the diverse economic, ethnic and cultural elements in Western New York.

ARTICLE II

Membership

Members. The corporation shall have no members.

ARTICLE III

Board of Directors

Section 1

Powers & Responsibilities. The Corporation shall be managed by its board of directors (the “Board”). The Board may exercise on behalf of the Corporation all the rights and privileges legally exercisable by the Corporation, except as otherwise prohibited by law, by the Certificate of Incorporation, or by these Bylaws.

Section 2

Composition. The Board shall consist of not more than fifteen (15) directors or less than seven (7) directors. The Board may, however, fix the number of directors or provide for different number within a range, provided the number of directors constituting the entire Board shall be not less than three (3).

Section 3

Election and Terms. Directors shall be elected at the annual meeting of the Board. Each director shall be elected to serve for a three (3) year term and until a successor is duly elected and qualified, or until his/her earlier resignation or removal.

The CEO of the Corporation, appointed pursuant to Article VI of these Bylaws, shall be an ex-officio member of the Board.

Section 4

Resignation. Any director may resign his/her office at any time by written resignation which shall be effective at the time set forth within the resignation.

Section 5

Removal. Any director may be removed with or without cause by no less than a two-thirds (2/3) vote of the Board at any meeting of the Board, notice of which shall have referred to the proposed action. Unexcused absence from three regular meetings of the Board in any 12-month period shall, without limitation, be cause for removal.

Section 6

Vacancy. Any vacancy on the Board may be filled by the remaining members of the Board. Such newly elected director shall serve for the unexpired portion of the term caused by the vacancy.

Section 7

Leaves of Absence. The Board may grant directors one leave of absence from their terms, not to exceed one year, provided: they have at least six (6) months or more of continuous service on the Board; the reasons are urgent and/or substantial as determined by the Board; and there will be no substantial interference with the Corporation's operations and a result.

A leave of absence will result in the suspension of directorship duties and responsibilities, including committee assignments and office appointments.

Section 8

Compensation. No director on the Board shall be entitled to compensation for services rendered in his/her capacity as a director.

Section 9

Attendance. All directors shall be expected to attend all regular and special meetings of the Board. To be formally excused, a director must call in/e-mail an excuse to the Chairman at least one week in advance of the meeting. An emergency excuse can be accepted or rejected at the discretion of the Board.

ARTICLE IV

Committees

Section 1

Creation. The Board shall create committees of the Board to promote the purposes and carry on the work of the Corporation. Any such committee shall have the powers and responsibilities conferred upon it by the Board. A committee of the Board does not have the

authority to bind the Board. The Board understands the importance of the formal committee structure. The Board will work in good faith to establish the committees given the availability of suitable committee representation. Such committees shall include, without limitation, the following committees:

- **Audit Committee.** The Audit Committee comprised solely of independent directors shall oversee the accounting and financial reporting processes of the Corporation. To the extent required by the New York Not-For-Profit Corporation Law and when otherwise requested by the Board of Directors, the Audit Committee shall retain an independent auditor to conduct an audit of the Corporation's financial statements. Upon its completion, the Committee shall review the results of the audit and any related management letter with the independent auditor.
- **Finance and Investment Committee.** The Finance and Investment Committee shall oversee the Board's responsibilities relating to the financial affairs of the Corporation and make recommendations to the Board in connection with the Corporation's investment guidelines, investment asset allocations and financing activities, while ensuring its investments and investment policies comply with financial and legal standards.
- **Governance and Executive Committee.** The Governance and Executive Committee shall be responsible for ensuring the Board has the proper number of members having a broad range of skills to advance the mission and purpose of the corporation. This committee is also responsible for monitoring the performance of the Board. The Governance and Executive Committee shall also review and provide guidance regarding material issues prior to Board submission, provide oversight of the management succession plan for the Chief Executive Officer, and shall transact routine, administrative Board matters between Board meetings.
- **Foundation - Building Committee.** The Foundation - Building Committee shall be the governing body of the Community Concern Foundation. The Committee shall oversee the provision of facilities to the Corporation to advance its mission and facilitate the delivery of human services to the public.

Section 2

Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board when required.

Section 3

Election. Each committee of the Board may be elected in the same manner as officers of the Corporation and shall consist of three or more Directors.

ARTICLE V

Meetings of Board

Section 1

Meetings. The time and place for holding annual and regular meetings of the Board shall be fixed by the Board. Special meetings of the Board may be called by the Chairman and by any director upon written demand of no less than one-fifth of the entire Board.

Section 2

Quorum & Voting. The presence of a simple majority of members (one more than half) of the entire Board, shall be necessary to constitute a quorum for the transaction of business. Each member of the Board shall have one vote. If at any meeting of the Board there shall be less than a quorum present, the directors present may adjourn the meeting until a quorum is obtained.

Section 3

Notice. Regular meetings of the Board may be held without notice if the time and place of such meetings are fixed by the Board. Special meetings of the Board shall be held upon notice to each member of the Board. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board, unless expressly required by these Bylaws.

Section 5

Recording of proceedings. Accurate minutes of every meeting of the Board shall be kept by the Secretary or designee.

Section 6

Participation by Phone or Video Conference. Any one or more directors may participate in any Board or committee meeting by means of telephone, video conference, or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board or committee.

Section 7

Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the directors of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the director. If the consent is electronic, it must be able to be reasonably determined to be sent by the director. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

ARTICLE VI

Officers

Section 1

Officers. The officers of the Corporation shall consist of a Chairman, a Vice Chairman, a Secretary, and a Treasurer. Officers shall be elected annually by the Board of the Corporation. Officers shall assume their official duties immediately following their election and shall serve for a term of one (1) year and until the election and qualification of their successors.

Section 2

Resignation and Removal. Any Officer may resign at any time by notifying the Chairman in writing. Such resignation shall take effect as indicated in the written notice. Any Officer may be removed with or without cause by no less than a two-thirds (2/3) vote of the Board at any meeting of the Board, notice of which shall have referred to the proposed action. Unexcused absence from three regular meetings of the Board in any 12-month period, without limitation, shall be cause for removal.

Section 3

Vacancy. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board.

Section 4

Chairman. The Chairman shall: (i) preside at all meetings of the Board of Directors; (ii) be an ex-officio member of all committees; (iii) call special meetings when need is indicated; (iv) report on his/her activities to the Board of Directors or any committee designated thereby; and (v) perform such other duties assigned to him/her by the Board.

Section 5

Vice Chairman. The Vice Chairman shall act as aide to the Chairman and shall perform the duties of the Chairman in the absence or disability of that officer to act.

Section 6.

Secretary. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him or her.

Section 7

Treasurer: The Treasurer shall have such authority and perform such duties regarding the financial affairs of the Corporation as may be provided by the Board.

Section 8

Duties. All officers shall perform the duties prescribed in these Bylaws and those assigned from time to time by the Board of Directors.

Section 9

Additional Offices. The Board may elect or appoint such other officers as it may determine.

Section 10

Limitation. Any two or more offices may be held by the same person, except the offices of chairman and secretary, or the offices corresponding thereto.

ARTICLE VII

Chief Executive Officer

Section 1

A Chief Executive Officer (“CEO”) shall be appointed by the Board to serve at its discretion and may be removed by a vote of two-thirds (2/3) of the Board. The CEO shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as are properly required of the CEO by the Board of Directors.

Section 2

The CEO shall administer the activities and programs of the Corporation and shall employ or discharge personnel. He/She shall also be authorized by the Board, as sole signatory or co-signatory with the Director of Finance (or such other employee or representative as the Board may from time to time designate), to sign payroll, rent, and other checks necessary or proper in connection with the operations of the Corporation in all matters with the public or other agencies.

ARTICLE VIII

Fiscal Year

Fiscal Year. The fiscal year of the Corporation shall begin on January 1st and end on December 31st of each succeeding year.

ARTICLE IX

Amendments

Amendments of Bylaws. These Bylaws may be altered and amended only at the Annual Meeting of the Board or at a special meeting called specifically for that purpose, by a two-thirds (2/3) vote of the entire Board. No amendment or alteration shall be made except upon the report of a committee appointed at a preceding meeting of the Board for the purpose of considering and reporting on such proposed amendments or alterations.

A written copy of a proposed amendment or amendments, or a notice that certain changes in the Bylaws are being considered, should be sent to the Board not less than ten (10) days prior to the Annual Meeting, or Special Meeting called for this specific purpose.

ARTICLE X

Indemnification

The Corporation shall indemnify each present and future director and officer of the Board against and each such director and officer shall be entitled without further act on this part to indemnity from the Corporation for, all expenses (including the amount of judgments and the amount of reasonable settlements made with a view to the curtailment of costs of litigation, other than amounts paid to the Corporation itself) reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of being or having been a director or officer of the Corporation or of any

other corporation or company which he/she serves as director or officer at the request of the Corporation, whether or not he/she continues to be such director or officer at the time of incurring such expenses. However, such indemnity shall not include any expenses incurred by any director or officer (a) in respect of matters as to which such director or officer shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his or her duty as such director or officer, or (b) in respect of any matter in which any settlement is effected, to any amount in excess of the amount of expenses which might reasonably have been incurred by such director or officer in conducting such litigation to a final conclusion. In no event shall anything herein contained be so construed as to protect, or to authorize the Corporation to indemnify, such director or officer against any liability to the Corporation or to its security holders to which he/she would otherwise be subject by reason of his/her willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his/her office as such director or officer. The foregoing right of indemnification shall inure to the benefit of the heirs, executors or administrators of each such director or officer and shall be in addition to all other rights to which such director or officer may be entitled as a matter of law.