

BYLAWS OF MEDICAID MANAGEMENT SERVICES, INC.

Adopted: April 11, 2019

ARTICLE I NAME

- 1.1 Name. The name of this not for profit corporation is MEDICAID MANAGEMENT SERVICES, INC. (“Corporation”).

ARTICLE II OFFICES

- 2.1 Principal Office. The principal office of the Corporation shall be 10688 Old St. Augustine Road, Jacksonville, FL 32257 or such other location as designated from time to time by the Board of Directors (“Board”).
- 2.2 Registered Office. The registered office of the Corporation required by law to be maintained in the State of Florida may be but need not be identical with the principal office.
- 2.3 Other Offices. The Corporation may have offices at other places within the State of Florida.

ARTICLE III MISSION

- 3.1 Mission. The Mission of the Corporation is to assist older adults to remain independent in their home and community.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 Authority. The Board of Directors shall be the governing authority responsible for developing policies and overseeing corporate operations. The affairs of the Corporation shall be managed by the Board, and by officers, agents and employees of the Corporation, under the authority of the Board, in accordance with applicable laws and regulations, the Articles of Incorporation and Bylaws.
- 4.2 Number and Voting. The Corporation shall have a minimum of three (3) and a maximum of fifteen (15) directors, each with one (1) vote. The Corporation may have such number of honorary directors as authorized from time to time by motion approved by a majority of the members present. Honorary directors shall have no vote. The Executive Director of the Corporation shall serve as a director, ex officio, without vote. Unless otherwise specified in the Articles of Incorporation or these Bylaws or as provided by law, if a quorum is present, action on a matter by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action.

- 4.3 Qualification of Directors. Directors must be 18 years of age or older.
- 4.4 Election of Directors. Directors shall be nominated and elected at the annual meeting on a staggered basis. ElderSource, Inc. may nominate individuals for positions on the Board and will have approval authority of all nominees. The initial directors will be appointed by the Incorporator. To create staggered terms, the Incorporator shall appoint a majority of the directors to serve an initial term of two (2) years and the balance for an initial term of one (1) year. Thereafter, at the annual meeting, the applicable director seats that are up for election at such meeting shall be filled by a majority vote of the directors present at a meeting duly noticed and called at which a quorum is present. In the event that a seat is not filled because a majority vote in favor of the nominated director candidate is not reached, the directors shall each submit one vote for each director seat that is up for election, and the director for such seat shall be chosen by a plurality vote. The Board shall provide rules for voting in such a manner as to attempt to have an equal number of directors elected each year for staggered terms.
- 4.5 Terms and Limits. Directors serve for a term of two (2) years except for the initial terms set forth in Section 4.4. No director is eligible to serve as a director for more than three (3), consecutive, two (2) - year terms.
- 4.6 Vacancies. Vacancies shall be filled by majority vote of directors present at any meeting at which a quorum is present. The new director elected to fill the unexpired term shall serve the remainder of the term.
- 4.7 Resignation. A director may resign at any time by giving written notice to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and the acceptance of it shall not be necessary.
- 4.8 Removal. Any member, director, or officer may be removed by the Board of Directors with or without cause whenever, in the Board's sole judgment, the best interest of the Corporation will be served. Such removal without cause shall be without prejudice to such person's contract rights, if any, but the election of any person as a Director or officer or appointment of an agent or employee of the Corporation shall not of itself create contract rights. Removal action requires an affirmative vote of at least two-thirds (2/3) directors present at any meeting of the Board, duly notice and called, at which a quorum is present. Notice of the proposed removal shall be given to the Board with notice of the meeting.
- 4.9 Restrictions. Under no circumstances may a majority of the directors be disqualified persons as defined in Section 4966 of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States revenue law).

- 4.10 No Compensation. No directors shall receive any compensation for their services, but may be reimbursed for such reasonable expenses incurred in furtherance of the purposes of the Corporation as the Board of Directors may from time to time approve.
- 4.11 No Favoritism. The Board of Directors shall not be favored in applying for or receiving the services of the Corporation.
- 4.12 No Conflicts. Any member or director who has a real or potential conflict of interest, whether directly or indirectly (including if the conflict is created by a financial or beneficial interest held by an immediate family member of the director or member) shall declare that conflict. Such member/director shall specify the basis for such conflict. In no case shall a member having a conflict have the right to advocate or vote on matters regarding the conflict.
- 4.13 Prohibition Against Benefit. No member, director, officer or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, except as provided in Section 4.10; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the Corporation shall be distributed, transferred, conveyed, delivered, and paid over, as provided in the Articles of Incorporation, or if the Articles of Incorporation do not so provide, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations, which qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
- 4.14 Exempt Activities. Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
- 4.15 Prohibition Against Political Activities. Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of this Corporation shall attempt to influence legislation as a substantial part of the Corporation's activities, or the member, director, officer, or employee's activities on behalf of the Corporation, and may not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office on behalf of the Corporation.

ARTICLE V OFFICERS

- 5.1 Officers: The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. All officers shall be elected by majority vote of directors at any meeting of the Board, duly noticed and called, at which a quorum is present.
- 5.2 Duties of officers: Officers shall perform the following duties and other duties as may from time to time be prescribed by the Board:
1. The President shall be the Chair of the Board of Directors. The President shall appoint committees established from time to time by Board resolution; shall serve as Chair of the Executive Committee and ex officio member of all committees; and shall serve on the ElderSource, Inc. Board of Directors. The President shall possess and may exercise such power and authority that is duly assigned to him/her and that is incident to the office of president.
 2. The Vice President shall perform such duties as are assigned by the President, including the duties of President in his or her absence. The Vice President shall possess and may exercise such power and authority that is duly assigned to him/her and that is incident to the office of vice president.
 3. The Secretary shall assure appropriate maintenance of all of the Corporation's records, shall assure the recording of the Corporation's meeting minutes, and shall be responsible for sending and distributing all of the Corporation's meeting notices and minutes. The Secretary shall possess and may exercise such power and authority that is duly assigned to him/her and that is incident to the office of secretary.
 4. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for money due and payable to the Corporation from any source whatsoever; and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as shall be used by the Corporation. The Treasurer shall possess and may exercise such power and authority that is duly assigned to him/her and that is incident to the office of treasurer.
- 5.3 Election of Officers. Officers shall be elected by the directors at the annual meeting of the Corporation based on nominations approved by ElderSource, Inc. The officers shall take office January 1.
- 5.4 Terms. Officers shall be elected for two (2) year terms and may be re-elected for an additional two (2) year term.

- 5.5 Vacancies. Vacancies in officer positions due to resignation, death or other reasons shall be filled by majority vote of the directors present at any meeting of the Board, duly noticed and called, at which a quorum is present. The new officer elected to fill the unexpired term shall serve the remainder of the term.

ARTICLE VI MEETINGS

- 6.1 Annual Meeting. The annual meeting of the Corporation shall be held on such date, and at such time and location as shall be determined by the Board. Agenda items shall include: the election of Board Directors and officers; reports of the President and Treasurer; and the transaction of any other business as necessary and appropriate. Notice of the annual meeting shall be provided to each director and officer in writing at least 30 days prior to the meeting. Notice is sufficient if sent to the director's or officer's last known point of contact as set forth on the Corporation's books and records.
- 6.2 Regular Meetings. Regular meetings shall be held as determined by the Board, but in no event less than every four months.
- 6.3 Special Meetings. Special meetings may be called at any time by the President or shall be called on the written request of 25% of the directors. Notice of a special meeting must be given to all directors authorized to vote at such meeting at least five (5) calendar days in advance.
- 6.4 Quorum. At any meeting of the Board of Directors, the presence of a simple majority of directors shall be necessary to constitute a quorum.
- 6.5 Meeting Conduct. Roberts Rules of Order, Current Revised Edition, shall guide the Board in conducting its business, except where superseded by these Bylaws or any special rules of order adopted by the Board of Directors.
- 6.6 Telephonic Meetings. Directors shall be deemed present at any meeting of the Board or any committee thereof if a conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used. Notwithstanding the foregoing, the Executive Committee or the majority of the directors can dispense with this section and require that any meeting be conducted in person if the notice of said meeting discloses that attendance, in person, is required.

ARTICLE VII COMMITTEES

- 7.1 General. The Board of Directors shall have the authority to establish committees consistent with the purpose of the Corporation. All committees must have at least two directors.

- 7.2 Executive Committee. The Executive Committee shall consist of the officers of the Corporation and one director appointed by the President. The Executive Committee shall have the power to act for/and on behalf of the Corporation in matters requiring attention between Board meetings. Actions of the Executive Committee shall be reported at the next Board meeting. A quorum shall consist of a simple majority of the Executive Committee members.

ARTICLE VIII INDEMNIFICATION AND LIABILITY

- 8.1 Indemnification. Corporation shall indemnify any person who at any time serves or has served as a director, officer, employee, volunteer, or agent of the Corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise (“Indemnified Party”), to the fullest extent permissible under applicable law. Any such Indemnified Party shall be entitled to indemnification by the Corporation in any action, suit or proceeding (including any appeal thereof) resulting from the Indemnified Party’s services to or services provided at the request of the Corporation if the Indemnified Party acted in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The determination of whether the applicable standard of conduct has been met shall be made: (a) by the Board of Directors by a majority vote of a quorum of directors who were not parties to the action, suit or proceeding; (b) if such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of consisting solely of two (2) or more directors not at the time parties to the proceeding; or (c) by the written opinion of independent legal counsel, selected by the Board of Directors prescribed in (a) above or the committee prescribed in (b) above, or, if a quorum of directors cannot be obtained as provided in (a) above and a committee cannot be designated as provided in (b) above, selected by a majority vote of the full Board of Directors (in which directors who are parties may participate).
- 8.2 Action to Indemnify. The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by these Bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due such person.
- 8.3 Reliance On Indemnity. Any person who at any time after the adoption of these Bylaws serves or has served in any of the aforesaid capacities for or on behalf of the Corporation such that he/she is an Indemnified Party shall be deemed to be doing or to have done so in reliance upon, and as consideration for the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these Bylaws.
- 8.4 Insurance. In addition to all of the foregoing, the Board of Directors shall have the right to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, volunteer, or agent for another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as

such, whether or not the Corporation would have power to indemnify such person against such liability.

ARTICLE IX MANAGEMENT PROCEDURES

- 9.1 Documentation. The records of the Corporation, including books of account, minutes of Board of Directors and committee meetings, and a record of names and addresses of members, directors, and officers shall be kept at the registered office or principal place of business. Any books, records, and minutes may be in written form or in any other capable of being converted into written form within a reasonable amount of time.
- 9.2 Audit. The Board shall require an audit of the books and records of the Corporation by an independent certified public accountant at least once every two (2) years.
- 9.3 Monies and Accounts. All monies of every kind belonging to the Corporation shall be deposited in an account or accounts in its name in a bank or banks or the other depositories designated by resolution of the Board of Directors, and no money shall be withdrawn from any Corporation account unless checks or other orders evidencing such withdrawals are signed by such officers or employees of the Corporation as may be designated by the resolution of the Board of Directors.
- 9.4 Fiscal Year. The fiscal year of this Corporation shall be the calendar year.
- 9.5 Annual Budget. The annual budget of the Corporation must be provided to the Board of ElderSource, Inc. for review thirty (30) days prior to the annual meeting of the Board of Directors for ElderSource, Inc. for its approval. The Board of ElderSource, Inc. shall have ultimate control over the use of excess funds that exist at the end of each fiscal year after the Corporation's expenses and liabilities have been satisfied, and shall have the power to determine how such funds are utilized, consistent with the Corporation's tax-exempt purpose.

ARTICLE X GIFTS

- 10.1. Acceptance of Gifts. The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, or devise for the general purposes or for any special purpose of the Corporation.
- 10.2. Restrictions on Gifts. Any donor who shall give, grant, bequeath, or devise any funds or other property to the Corporation may do so subject to such conditions and restrictions as to the use of the principal or income thereof as the donor may see fit, and may specify such uses for the principal or the income as the donor may desire, provided such conditions, specifications, or other provisions are consistent with good public policy, the corporate purposes and these Bylaws.

ARTICLE XI CONSTRUCTION AND AUTHORITY

- 11.1 Conflict. Whenever a conflict arises between the language of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern.

**ARTICLE XII
EMPLOYEES AND AGENTS**

- 12.1 Employees and Agents. The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board.

**ARTICLE XIII
NO DISCRIMINATION**

- 13.1 No discrimination. No director, officer, employee or agent of the Corporation shall deny services or participation in the activities of the Corporation on the basis of race, color, national origin, sex, disability, family status, marital status, gender identity or religion.

**ARTICLE XIV
AMENDMENTS AND REVIEW**

- 14.1 Amendments. Subject to approval of the Board of ElderSource, Inc., these Bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors present at any meeting of the Board, duly noticed and called, at which a quorum is present.
- 14.2 Periodic Review. A review of these Bylaws shall be made at least every two (2) years to determine the need for change, if any.