

Medicaid Management Service, Inc.

March 31, 2022

5:00 PM

Agenda

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| I. | Welcome | Stuart Gaines, President |
| II. | Approval of Minutes (2/24/2022) | Stuart Gaines, President |
| III. | Guidehouse Consulting Update | Lance Robertson, Director at Guidehouse |
| IV. | Executive Directors Report | Mark Tellier, Executive Director |
| | a. MMS – ElderSource Meets Virtually with Sunshine Health | |
| V. | Review of Financials | James Lee, CFO at ElderSource |
| VI. | Review Amendment to the Articles of Incorporation and Bylaws | Mark Tellier, Executive Director |
| VII. | Application Review | Stuart Gaines, President |
| | a. Kevin Kenney | |
| VIII. | Board Recruitment | Stuart Gaines, President |
| IX. | Advisory Committee | Mark Tellier, Executive Director |
| X. | Open Discussion | |
| XI. | Adjourn | Stuart Gaines, President |

Vision: Older adults and adults with disabilities are valued and have the resources they need to live with dignity and security in an age- and ability-friendly community.

Mission: ElderSource empowers people to live and age with independence and dignity in their homes and their communities.

Inclusion Statement: ElderSource values all people – including but not limited to all nationalities, socio-economic backgrounds, abilities, races, genders, religious perspectives, sexual orientations and gender identities – in everything we do. We welcome the unique insights and perspectives of all persons in our quest to fulfill our mission.

Medicaid Management Services, Inc. (MMS)
10688 Old St. Augustine Rd.
February 24, 2022, at 5:00 PM

Present

Stuart Gaines, President - Via Zoom
Veronica Catoe, Vice President- via Zoom
Mike Jorgensen- via Zoom
Patrick Daly, Treasurer- via Zoom
Samantha Prokop- via Zoom
Ross Berry- via Zoom

Absent

Julia Pratt, Secretary- Exc

Staff Present:

Mark Tellier, Executive Director
Linda Levin, Chief Executive Officer at ElderSource
James Lee, Chief Financial Officer at ElderSource
Jessica Del Rio, Executive Administrative Assistant

Meeting Called to Order:

The meeting was called to order at 5:06 PM by Stuart Gaines

Approval of Minutes:

Mike Jorgensen moved to approve the minutes from January 11, 2022 as presented.
Veronica Catoe seconded the motion. The motion was approved without opposition.

Executive Directors Report

The written Executive Directors report for February 2022 was made available to Board members in advance of their meeting through the Board portal. Questions concerning the report may be addressed to Mr. Mark Tellier, Executive Director by telephone at (904) 391-6633 or by email at mark.tellier@mmsinc.org

Mark Tellier, Executive Director highlighted the following Executive Director report items:

- Grant Updates
- Summary of Guidehouse Activities through January 2022
- Florida Area Agencies on Aging (F4A) Meeting and Follow-up
- Medicaid Management Services, Inc. (MMS) Advisory Committee

It was noted that the MMS Advisory Committee is made up of two AAA Directors, two of our aging service providers, and two agencies who serve persons with disabilities.

Linda Levin stated that MMS is currently operating under the ARPA grant. Once the ARPA grant runs out in three to four years, we will need to get a direct service waiver. We are currently using the grant to launch services at the AAA and at the end of the ARPA grant we will transfer those services to ElderSource Institute(EI) to be able to generate revenue through other sources such as through contracts with MMS.

EI was formed first to do services that we would have to contract with plans to create revenue. The ARPA grant has given us the funds to start up services that will be billable to plans. MMS was formed to be a back office to manage the contracts and the provider networks. MMS will contract with EI within our 7 counties for services and contract with other AAA's for services.

Linda noted that we have had recent conversations with Molina Healthcare and Sunshine Healthcare about our services.

Board Recruitment

The Board reviewed Board recruitment. Stuart noted that both EI and MMS have the same Board of Director members. As our organizations continue to grow we will need to separate EI and MMS Boards to protect against conflict of interest.

The Board agreed to separate both EI and MMS Boards.

Linda noted the following professions for Board member recruitment:

- Finance/Banking
- Healthcare
- Legal

Mike Jorgensen agreed to move over to ElderSource Institute Board of Directors.

Linda noted that she will continue as CEO of EI until we have the funds to hire an Executive Director and Mark will continue to be the Executive Director of MMS.

Articles of Incorporation

The Board reviewed the Articles of Incorporation. After review, the Board agreed to contact Abel Bean Law to review article III in regards to specifications on the purpose for which the corporation was organized.

Financial Report:

James Lee presented the Financial reports ending November 30, 2021 to the Board. He stated that income from the file reviews is at \$124,320.00 and we are projected a total of \$135,621.82 by the end of the year.

James highlighted the following totals under the operating revenue:

- DOEA Revenue - \$280,600.00
 - Contract with GuideHouse
- NLE Grant - \$118,619.76
 - We are in year 1
- ACL Infrastructure - \$125,000.00
- Training - \$6,000

James stated that we budgeted a total operating revenue of \$638,964.76 and a projected Actual YTD of \$260,621.82. Expenditures will be low due to the Executive Director position recently started.

James stated that under Operations, the subcontractors are the ones who conduct the file reviews we are at \$53,825.00. The file reviews are projected to net \$60,208.00 for the year. James noted that there was an increase in file reviews.

Linda noted that we have a contract with Florida Community Care (FCC) which is a Medicaid Managed Care plan that is state wide. They hired us to review their case mangement documentation and give them feedback so they can improve and avoid issues with AHCA.

Motion

Samantha Prokop moved to approve the financial reports for November 30, 2021 as presented. Mike Jorgensen seconded the motion. The motion was approved without opposition.

Meeting Adjourned at 5:44 PM

Minutes prepared by Jessica Del Rio, Executive Administrative Assistant.

Executive Director's Report:

MMS Board of Directors

Submitted by Mark Tellier

3/31/22

I. Grant Update: Work completed to date by Guidehouse Consultants on the development of a Network Lead Entity and Community Integrated Health Network (CIHN)

February 28, 2022; Month 5: "Network Business Development Strategy - development of business model to create an integrated health network to reduce total cost of care and leverage the CIHN's social service capabilities to drive population health improvements, as well as clinical and financial outcomes."

Summary of Guidehouse (GH) Activities through February 2022

- Finalized key informant interview questions for key NLE figures. Interviews starting week of March 7 with assistance from USAging.
- Shared Key Informant Interview process and expectations
- Provided data system research deliverable and went through research with client.
- Began information gathering for market research
- Attended F4A meeting virtually and on-site
- Project Visibility:
 - GH continued conversations with new FL DOEA Commissioner
 - Coordinating public relations communications between client and Guidehouse
- Shared resources to inform NLE of current market trends
- Adjusted work plan / timeline where needed
- Finalized speaking engagement at USAging conference (July 2022) in Austin, TX
- Project is now 25 percent completed

III. MMS – ElderSource Meets Virtually with Sunshine Health – Centene on March 9, 2022

Sunshine Health (parent company, Centene) requested that MMS – ElderSource provide a proposal detailing a suite of caregiver support options -- including pricing -- and our capacity to support referrals. Sunshine Health is interested in having a July 1st start date with services covering PSA 3 (Elder Options—Gainesville area) and PSA 4 (ElderSource – NE Florida) to allow for 6 months of outcome measures to speak to next year. Linda Levin, CEO will be calling the head of Elder Options to relay. The proposal deadline is March 31, 2022. Our Team preparing the proposal includes James Lee, ElderSource CFO; Kyle Sanchez, Business Development Manager; and Mark Tellier, MMS Executive Director.

IV. MMS Advisory Committee Convened on March 10, 2022

An advisory committee comprised of six executives of the AAA community and leading service providers met for the first time in March. Attendance was good with five members participating. A formal "MMS Network Lead Entity – Community Integrated Health Network Advisory Committee Member Agreement" detailing roles and responsibilities was discussed and members were asked to sign and return the signature page. Lance Robertson, Director of Health Care Services for Guidehouse Consulting presented a brief update of the Grant Consulting project. The committee will meet again in two months.



MMS
Budget vs. Actual Monthly
For the Month Ending December 31, 2021

DESCRIPTION	BUDGET	ACTUAL	JE PENDING	Encumber	BALANCE	PROJECTED Actual YTD	IDEAL RATE 100%
Operating Revenue							
Income	\$108,745.00	\$133,485.00			(\$24,740.00)	\$133,485.00	123%
DOEA Revenue	\$280,600.00				\$280,600.00	\$0.00	
NLE Grant	\$118,619.76				\$118,619.76	\$0.00	
ACL Infrastructure	\$125,000.00	\$125,000.00			\$0.00	\$125,000.00	
Training	\$6,000.00				\$6,000.00	\$0.00	0%
					\$0.00	\$0.00	0%
Total Operating Revenue	\$638,964.76	\$258,485.00	\$0.00	\$0.00	\$380,479.76	\$258,485.00	#DIV/0!
Revenue Total	\$638,964.76	\$258,485.00	\$0.00	\$0.00	\$380,479.76	\$258,485.00	#DIV/0!
Operating Expense							
PERSONNEL							
Salaries	\$75,000.00	\$11,802.00			\$63,198.00	\$11,802.00	16%
Employee Benefits	\$14,964.66				\$14,964.66	\$0.00	0%
Payroll Taxes	\$6,099.44	\$1,006.00			\$5,093.44	\$1,006.00	16%
Payroll Fees	\$407.50	\$74.00			\$333.50	\$74.00	18%
TOTAL PERSONNEL COSTS	\$96,471.60	\$12,882.00	\$0.00	\$0.00	\$83,589.60	\$12,882.00	13%
OPERATIONS							
Subcontractors	\$44,325.00	\$60,400.00			(\$16,075.00)	\$60,400.00	136%
Phone	\$500.00				\$500.00	\$0.00	
Travel & Conferences	\$4,301.00				\$4,301.00	\$0.00	0%
Office Supplies	\$4,075.00				\$4,075.00	\$0.00	0%
Printing & Supplies	\$250.00				\$250.00	\$0.00	0%
Computer Equipment	\$1,500.00				\$1,500.00	\$0.00	0%
Consulting & Professional Fees	\$2,762.50	\$61.00			\$2,701.50	\$61.00	2%
Audit Fees	\$1,500.00				\$1,500.00	\$0.00	0%
Legal Fees	\$1,500.00				\$1,500.00	\$0.00	0%
Taxes & Licenses	\$122.50				\$122.50	\$0.00	0%
Property & Liability Insurance	\$646.00				\$646.00	\$0.00	0%
TOTAL OPERATIONS	\$61,482.00	\$60,461.00	\$0.00	\$0.00	\$1,021.00	\$60,461.00	98%
Total Operating Exp	\$157,953.60	\$73,343.00	\$0.00	\$0.00	\$84,610.60	\$73,343.00	46%
NET SURPLUS/DEFICIT	\$481,011.16	\$185,142.00	\$0.00	\$0.00	\$295,869.16	\$185,142.00	
YTD Intercompany Transfers							
YTD Net Total		\$185,142.00				\$194,940.00	

**Electronic Articles of Incorporation
For**

N19000001681
FILED
February 11, 2019
Sec. Of State
dlokeefe

MEDICAID MANAGEMENT SERVICES, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MEDICAID MANAGEMENT SERVICES, INC.

Article II

The principal place of business address:

10688 OLD ST. AUGUSTINE RD.
JACKSONVILLE, FL. US 32257

The mailing address of the corporation is:

10688 OLD ST. AUGUSTINE RD.
JACKSONVILLE, FL. US 32257

Article III

The specific purpose for which this corporation is organized is:

THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AND SPECIFICALLY TO CERTIFY PATIENTS FOR MEDICAID.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:

ABEL BEAN LAW P.A.
50 N. LAURA STREET
SUITE 2500
JACKSONVILLE, FL. 32202

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: MICHAEL A. ABEL

Article VI

The name and address of the incorporator is:

ABEL BEAN LAW P.A.
50 N. LAURA STREET
SUITE 2500
JACKSONVILLE, FL 32202

Electronic Signature of Incorporator: MICHAEL A. ABEL

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DONALD D ROBERTS
245 RIVERSIDE AVE, SUITE 120
JACKSONVILLE, FL. 32202 US

Title: VP
JANICE DONALDSON
12000 ALUMNI DRIVE
JACKSVONVILLE, FL. 32224 US

Title: SEC
STU GAINES
80 SURFVIEW DR. #501
PALM COAST, FL. 32137 US

Title: T
PATRICK DALY
14304 PARKSIDE RIDGE WAY
LITHIA, FL. 33547 US

Title: DIR
VERONICA CATOE
3700 CAPITAL CIRCLE SE #1320
TALLAHASSEE, FL. 32311 US

Article VIII

The effective date for this corporation shall be:

02/15/2019

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 AND PURPOSE**

- 3.1 Mission. The Mission of the Corporation is to empower people to live and age with independence and dignity in their homes and community.
- 3.2 Purpose. The specific purpose for which the Corporation is organized and shall be operated exclusively is for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue code.

**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.