

# **SECOND AMENDMENT TO THE BYLAWS OF PETESBURG MEDICAL CENTER FOUNDATION, INC.**

## **ARTCILE I. MEMBERS**

Section 1. A requirement of membership shall be an annual donation by an individual or by a group.

Section 2. Meeting of members shall be held at the registered office of the Corporation unless another place shall have been determined by the directors and stated in the notice of meeting. Membership meetings shall be annually in the Spring.

## **ARTICLE II. DIRECTORS**

Section 1. The number of directors shall be six (6) consisting of the CEO, a Board of Directors member, one (1) hospital employee, two (2) community members, and (1) Alternate.

Section 2. A regular meeting of the board of directors shall be held quarterly per calendar year. The board of directors may provide for the holding of additional meetings.

Section 3. Three (3) directors shall constitute a quorum at a meeting of the board of directors.

## **ARTICLE III. OFFICERS**

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary/treasurer, who shall be elected annually at the regular meeting of the board of directors held after the annual meeting of members and shall hold office only so long as they are satisfactory to the board of directors.

Section 2. The president shall be the principal executive officer at the corporation to put into effect the decisions of the board of directors. Subject to such decisions, he or she shall supervise and control the business and affairs of the corporation. He or she shall preside at meetings of the members and directors.

Section 3. Subject to any specific assignments of duties made by the board of directors, the vice-president, secretary and treasurer shall act under the direction of the president. The vice-president shall perform the duties of the president when the president is absent or unable to act. The secretary/treasurer shall prepare and keep minutes of the meetings or the members and the directors shall have general charge of the stock records of the corporation. The treasurer shall report on the funds of the corporation.

Section 4. The alternate Board of Director member is to be elected at the annual election meeting. The alternate board member may attend any or all Board of director meetings and shall receive correspondence and reports but may not vote unless they are filling a vacancy. The alternate shall be classified as first and second alternate, with the first alternate being the one who got more votes and who would be the one to fill the first vacancy

**ARTICLE IV. FISCAL YEAR**

Section 1. The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June in each year.

**ARTICLE V. MISCELLANEOUS**

Section 1. The board of directors may authorize any officer or agent to enter into any contract or to execute any instrument for the corporation. Such authority may be general or be confined to specific instances.

Section 2. The corporation shall comply in all respects with the requirements of the Alaska Open Meetings Law, AS 44.62.310

**ARTICLE VII. AMENDMENTS**

Section 1. These bylaws may be altered, amended or repealed and new bylaws may be adopted by the board of directors or by the members.

THE FOREGOING BY-LAWS WERE AMENDED at the regular plenary meeting of the-Foundation Committee of the Petersburg Medical Center Foundation, Inc. that was held on Tuesday, 26 March 2019 at Petersburg, Alaska.

**SECRETARY’S CERTIFICATE**

I, Darlene Whitethorn, secretary of the Petersburg Medical Center Foundation, Inc. do hereby certify that the foregoing by-laws were adopted by a majority vote of the-Petersburg Medical Center Foundation Board of Directors, a quorum being present, at the regular plenary meeting held in Petersburg, Alaska on March 26, 2019.

  
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Darlene Whitethorn, Secretary/ Treasurer