

**AMENDED AND RESTATED
BYLAWS
OF
PARTNERS IN CARE FOUNDATION
Effective December 15, 2022**

ARTICLE I

PURPOSES AND POWERS

Section 1. Name. The name of the corporation shall be Partners in Care Foundation (“Corporation”).

Section 2. Purposes. The Corporation is a charitable corporation organized and operated pursuant to the California Nonprofit Public Benefit Corporation Law (“Law”). The Corporation shall further such purposes as are now or may hereafter be specified in the Corporation’s Articles of Incorporation (“Articles of Incorporation”) or these Bylaws.

Section 3. Powers. The Corporation may engage in any activity consistent with the Articles of Incorporation and these Bylaws and which the Board of Directors determines to be in furtherance of its charitable purposes.

Section 4. Members. The Corporation shall have no members. All rights, powers and privileges granted to members under the Law shall be exercised by the directors of the Corporation.

Section 5. Reserved Powers. The Corporation shall have the following rights with respect to matters of any corporation of which the Corporation is the sole member (“Affiliate”):

- (a) To approve and ratify philosophy and mission statements;
- (b) To approve long-range strategic plans;
- (c) To approve or disapprove major changes in operation;
- (d) To approve or disapprove corporate capital plans and/or purchases or sales of personal or real property, where the fair market value at the time of purchase or sale exceeds \$25,000;
- (e) To approve or disapprove the sale, gift, conveyance, donation or other transfer of assets of the Affiliate in a single transaction or in related transactions where the total value of the transferred assets exceeds \$25,000;
- (f) To approve or disapprove securing of the obligations of the Affiliate by mortgage, security interest, or other lien upon the property of the Affiliate, where the lien is

created in a single transaction or related transactions, and where the fair market value of the property subject to the lien at the time the lien is created exceeds \$25,000;

(g) To approve or disapprove the Affiliate's lending funds in a single transaction or related transactions, where the total amount of the lending exceeds \$25,000;

(h) To approve major new programs;

(i) To approve budget guidelines and to approve the annual goals and objectives, operating, capital and cash management budgets and long-range financial plans;

(j) To review and approve wage and compensation scales;

(k) To approve and arrange for all borrowing of funds in excess of \$25,000;

(l) To direct the placement of funds and capital;

(m) To review, evaluate and approve general guiding policies;

(n) To review, evaluate and approve corporate performance and operating reports on a periodic basis;

(o) To set, select, review, evaluate and/or approve other guidelines as deemed necessary;

(p) To approve or disapprove the Affiliate's selection of an auditor to audit the books of the Affiliate annually; and

(q) To approve the appointment and removal of the Executive Director of the Affiliate.

ARTICLE II

OFFICE AND SEAL

Section 1. Offices. The principal office for the transaction of the business of the Corporation shall be in the County of Los Angeles, State of California. The Corporation may also have such other office or offices within or without the State of California as the Board of Directors may from time to time establish.

Section 2. Seal. The Corporation may have a corporate seal, and the same shall have inscribed thereon the name of the Corporation, the date of its incorporation and the word "California".

ARTICLE III

OBJECTIVES

Section 1. Business. The business of the Corporation is to enhance the quality of life for individuals and the quality of care in communities by developing and encouraging access to cost effective and innovative health care delivery systems, with an emphasis on home care, continuity of care and community-based care and support services through research, demonstration, education, charity support, and the provision of care and support services, and to engage in all activities which may lawfully be carried on by a nonprofit public benefit corporation.

Section 2. Non-Discrimination. The Corporation does not refuse service to, or employment to, or in any other way discriminate against, any person because of race, religious creed, color, national origin, ancestry, physical or mental handicap, medical condition, marital status, sex, sexual orientation, or age.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. Except as otherwise provided for by law, the powers of the Corporation shall be exercised, its property controlled and its affairs conducted by its Board of Directors. Such powers shall include, but not be limited to, the following:

(a) To conduct, manage and control the affairs and business of the Corporation and to make rules and regulations not inconsistent with law, the Articles of Incorporation or these Bylaws.

(b) To borrow money and incur indebtedness for the purposes of the Corporation, and for those purposes to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations. or other evidences of debt and securities.

(c) To exercise all other powers of the Corporation except where inconsistent with the Articles of Incorporation or these Bylaws.

Section 2. Number. The authorized number of directors of the Corporation shall be not less than three (3) nor more than thirty (30). The exact number of directors shall be fixed by resolution of the Board of Directors, from time to time. The Chair of Visiting Nurse Community Services, Inc. (or a designee of the Chair) shall be a director of the Corporation. The Board of Directors shall elect the remaining directors of the Corporation at the annual meeting of the Board.

Section 3. Removal of Directors. Any director may be removed from office, with or without cause, at any annual, regular or special meeting of the Board of Directors by the majority vote of the directors attending such meeting.

Section 4. Vacancies on the Board of Directors. All vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors at the annual meeting of the Board of Directors to be held in June of each year by candidates eligible to serve as a director and nominated in accordance with Section 7 of this Article IV of the Bylaws. Unless the number of remaining directors is less than three (3), vacancies that arise during the fiscal year shall not be replaced at any special meeting or regular meeting and shall remain open until the June annual meeting. A director elected to fill a vacancy shall serve for the unexpired portion of the term of the director that is replaced. A director elected to occupy a position resulting from an increase in the number of directors shall serve for the full or staggered initial term set by the Board of Directors for such position.

Section 5. Term. Unless earlier removed, each director shall hold office for a term of three (3) years. The term of office of each director shall begin immediately following election, and shall continue in office until such director is removed or a successor is elected.

Section 6. Resignation. Any Director may resign at any time by giving written notice to the Chair or Secretary of the Corporation. Such resignation shall take effect on the date of receipt or at any later time specified in the notice.

Section 7. Nomination of Directors. In order to be eligible to be elected a director, the potential director must have been nominated in accordance with this Section 7. The Corporation's Governance Committee shall serve as the nominating committee and shall nominate candidates for initial terms, renewal terms and the unexpired portion of any terms resulting from vacancies on the Board. In addition to nomination by the Governance Committee, any qualified person not nominated by the Governance Committee may be nominated by a board member for any open board position, and if the nomination is seconded, such nominee may be a candidate for election to the Board. Prior to any director being re-elected for a second or subsequent term, the Governance Committee shall review and assess the director's participation on the Board of Directors during the prior term(s) and make a recommendation to the Board of Directors as to whether the director should be re-elected for an additional term. As part of the assessment process, the Governance Committee shall consult with the director whose term is expiring with respect to the director's interest in continuing to serve on the Board of Directors and the director's past and future ability and willingness to meet the obligations of board service.

ARTICLE V

DIRECTORS

Section 1. Place of Meeting. All meetings of the Board of Directors shall be held at the office of the Corporation or at such other place as may be designated for that purpose, from time to time, by the Board of Directors.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly at such time and place as the Board of Directors may fix by resolution from time to time. Except as otherwise provided in these Bylaws, no notice of any regular meeting of the Board of Directors need be given.

Section 3. Annual Meetings. The annual meeting of the Board of Directors shall be held in June of each year. At such meeting the directors of the Corporation shall be elected and the officers of the Corporation, other than the President/CEO, shall be appointed. Notice of such meeting shall be given in the same manner as for a special meeting of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or by any three (3) directors. Notice of the time and place of special meetings shall be delivered personally or by facsimile or telephone to each director or sent by first-class mail or telegram, charges prepaid, addressed to each director at that director's address as it is shown on the records of the Corporation. If the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. If the notice is delivered personally or by facsimile, telephone or telegram, it shall be delivered at least forty-eight (48) hours before the time of the holding of the meeting. Any notice given personally or by facsimile or telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal office of the Corporation.

Section 5. Validation of Meeting. The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after call and notice if a quorum is present and if, either before or after the meeting, each director not present signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Notice of a meeting shall be deemed waived with respect to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 6. Quorum. One-third (1/3) of the authorized number of directors, as set by the Board of Directors, but in no event less than three (3) directors shall constitute a quorum for the transaction of business, except to adjourn. Except as otherwise provide in these Bylaws, every act or decision done or made by a majority of the directors then in office and present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the directors then in office.

Section 7. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if all directors shall individually or collectively consent in

writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the directors. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Board of Directors without a meeting shall state that the action was taken by a unanimous written consent of the Board of Directors without a meeting, and that the Bylaws of the Corporation authorize its directors to so act.

Section 8. Conference Telephone. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, provided that all directors participating in such a meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 9. Adjournment. A majority of the directors present at a meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

ARTICLE VI

COMMITTEES

Section 1. Committees Generally. Except as otherwise provided by these Bylaws, and in addition to the committees provided for herein, the Board of Directors may, by resolution or resolutions passed by a majority of the members thereof provided a quorum is present, appoint standing or special committees for any purpose and, if such committees are comprised solely of directors, delegate to such committees any of the powers and authority of the Board of Directors, except such powers as may be prohibited by law. Such committees shall have power to act only in intervals between meetings of the Board of Directors and shall at all times be subject to the control of the Board of Directors. The Board of Directors, or if it does not act, the committees, shall establish rules and regulations for meetings and shall meet at such times as is deemed necessary, provided that the provisions of Article V shall apply to such meetings. No act of a committee shall be valid unless approved by the vote or written consent of a majority of its members. Committees shall keep regular minutes of proceedings and report the same to the Board of Directors from time to time as the Board of Directors may require. Any committee composed of persons, one or more of whom are not directors, may act solely in an advisory capacity to the Board of Directors.

Section 2. Committee Members. Committee chairs and members shall be nominated by the Chair and formally appointed by resolution of a majority of the Board of Directors provided a quorum is present.

Section 3. Executive Committee. The Corporation shall have an Executive Committee consisting of the Chair, who shall be the chair of said Executive Committee, the Vice Chair, the President/CEO, the Secretary, and the Treasurer, and such other Board members as the

Board may appoint for a term of one year. The Board of Directors may delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except such powers and authority as are prohibited by law to be delegated.

ARTICLE VII

OFFICERS

Section 1. Election of Officers. The officers of the Corporation shall be a Chair, Vice Chair, a President/CEO, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Chairs, one or more Assistant Secretaries and one or more Assistant Treasurers. Any person may hold more than one office, except that neither the Chair, the Vice Chair nor the President/CEO may serve concurrently as the Secretary or Treasurer. Each officer shall serve at the pleasure of the Board and, except for the President/CEO, hold office for one (1) year and until his or her successor shall be elected to serve or until he or she shall resign, be removed, or otherwise be disqualified to serve. The President/CEO shall be employed by the Corporation and shall serve for the duration of his or her employment agreement.

Section 2. Resignation and Removal. Any officer may resign at any time by giving written notice to the Chair or the Secretary of the Corporation. Such resignation shall take effect upon receipt or at any later time specified in the notice. Any officer, with the exception of the President/CEO, may be removed either with or without cause by a majority of the directors then in office at any regular or special meeting of the Board of Directors, provided a quorum is present.

Section 3. Vacancies. Should a vacancy occur in any office, other than the President/CEO, as a result of death, resignation, removal, disqualification or any other cause, the Board of Directors shall select a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected. In the event of the death, resignation, removal, disqualification or other inability of the President/CEO to serve, the Board of Directors shall appoint a successor who shall serve until the expiration of the normal term of the President/CEO or until his or her successor shall be elected pursuant to Section 1 of this Article.

Section 4. Chair. The Chair shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all committees. The Chair shall sign and execute on behalf of the corporation, all corporate records, documents, and instruments. He or she shall have and exercise all powers usually incident to the office of Chair of a nonprofit public benefit corporation and shall perform such other duties as may be delegated by the Board of Directors.

Section 5. Vice Chair. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Chair. The Vice Chair shall have such other powers and duties as may be specified by the Board of Directors.

Section 6. President/CEO. Subject to control of the Board of Directors, the President/CEO shall be the Corporation's general manager and chief executive officer, and shall have general supervision, direction and control over the Corporation's business and its officers. The managerial powers and duties of the President/CEO shall include, but not be limited to, all the general powers and duties of management usually vested in the office of President/CEO of a corporation, and the President/CEO shall have other powers and duties as prescribed by the Board of Directors or these Bylaws. In the absence of the Chair and Vice Chair, the President/CEO shall preside at meetings of the Board of Directors.

Section 7. Secretary. The Secretary shall keep or cause to be kept a book of minutes, at the principal office or at such other place as the Board of Directors may order, of all meetings of the directors and the committees with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8. Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by the directors. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the directors. The Treasurer shall disburse the funds of the Corporation as shall be ordered by the Board of Directors, shall render to the Chair or the directors whenever they shall request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, shall take proper vouchers for all disbursements of the funds of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and the Assistant Treasurers in the order of their seniority as specified by the directors shall, in the absence or disability of the Secretary or Treasurer, respectively, perform the duties and exercise the powers of the Secretary or Treasurer and shall perform such other duties as the Board of Directors or the Chair shall prescribe.

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification. The Corporation may, to the fullest extent to which it is empowered to do so by, and in accordance with the requirements of applicable law, indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was an

employee, an agent (including, but not limited to, any contract manager, or such contract manager's agents, employees, officers or directors), a director or an officer of the Corporation, or is or was serving at the request of the Corporation as an employee, an agent, a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines and amounts incurred by him or her in connection with such action, suit or proceeding.

Section 2. Advance of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon the receipt of a written agreement by or on behalf of a director and/or an officer to undertake to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation, as authorized in this Article. The provisions of this Section shall apply when the Board of Directors has authorized, in writing, such indemnification under the provisions of these Bylaws.

Section 3. Other Rights of Indemnification. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those persons or entities seeking indemnification may be entitled by law, agreement or otherwise, and shall continue as to a person who ceased to be a director, officer, employee or agent (including, but not limited to, any contract manager, or such contract manager's agents, employees, officers or directors), and shall inure to the benefit of the heirs, executors and administrators of such persons.

Section 4. Liability Insurance. The Corporation shall have the power to purchase and maintain, on behalf of 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 another corporation, partnership, joint venture, trust or other enterprise, insurance against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article, subject to the limitations of applicable law.

ARTICLE IX

GENERAL PROVISIONS

Section 1. Shares. The Corporation may vote any and all shares held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or in default of any such appointment, by the Chair or by any Vice-Chair and, in such case, such officers or any of them, may likewise appoint a proxy to vote said shares.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned and held by the Corporation requiring signature for

transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 3. Execution of Contracts. The Board of Directors, except as in these Bylaws is otherwise provided, may authorize one or more officers, agents or employees to enter into any contract or to execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or in any amount.

Section 4. Compensation of Directors and Officers. The directors and officers of the Corporation shall serve without compensation unless compensation is authorized from time to time by the Board of Directors for services rendered other than for being a director or officer as such. Directors may also be entitled to reimbursement of expenses actually and necessarily incurred in the performance of duties as a director.

Section 5. Inspection of Corporation Records. The books of account and minutes of proceedings of the directors shall be open to inspection upon the written demand of any director, made personally or through an authorized representative, at any reasonable time and for any purpose reasonably related to his or her interest as a director. Such inspection may be made by the director personally or by an agent or attorney appointed by the director and shall include the right to make extracts Demand for inspection shall be made in writing, addressed to the Chair or Secretary of the corporation.

Section 6. Auditor. The financial records of the corporation shall be reviewed annually by an auditor selected by the Board of Directors.

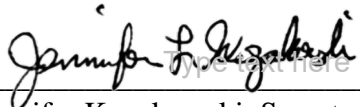
Section 7. Amendments. The Articles of Incorporation and these Bylaws may be amended, repealed or restated only with the written approval of a majority of the Board of Directors. Notice of proposed amendment, repeal or restatement of the Articles of Incorporation or these Bylaws shall be included in the notice to the Board of Directors meeting at which such action shall be considered.

CERTIFICATE OF SECRETARY

The undersigned hereby declares that:

1. The undersigned is the Secretary of Partners in Care Foundation (“Corporation”).
2. The foregoing Amended and Restated Bylaws, consisting of ten (10) pages, constitute a true and complete copy of the Amended and Restated Bylaws of the Corporation, duly adopted by the Corporation’s Board of Directors on December 15, 2022.
3. The foregoing Bylaws have not been amended, repealed or modified as of the date hereof and are in full force and effect.

Executed as of 3/31/23.



Jennifer Kozakowski, Secretary