



Formerly Doing Business as Smile Free Dental, CA, Inc.

PUBLIC MEETING NOTICE

BOARD OF DIRECTORS MEETING

Thursday, November 16, 2017
SDH, San Mateo Center
430 N. El Camino Real, San Mateo, 94401
Board Room at 6:30 PM

A G E N D A

1. Call to Order: Chair Taverner
2. Roll Call
3. Public Comment
4. Welcome and Introduction of Dirk Alvarado – Chair Taverner
5. Approval of Agenda
6. Special Presentation: Website Development Team – Bill Hunt and Caleb Zeringue
7. Approval of Minutes from October 18, 2017 Tab A
8. Old Business:
 - a. Licensing Requirements to Launch Conscious Sedation– COO Jue
 - b. FQHC Outreach Update – COO Jue
 - c. Marketing Update – COO Jue and Director Alvarado
 - d. Proposed Bylaws revisions – Chair Taverner Tab B
 - e. Status of transition to Independence from MN – COO Jue
9. New Business:
 - a. Unaudited October 31, 2017 Financials – CFO Fama
[To be distributed prior to meeting.]
 - b. Grant Writer Contract Renewal and New Hire – COO Jue
10. Fundraising Committee Report – Chair Hinshelwood
11. Other Business:
 - a. Proposed Board Meeting Schedule for 2018 Tab C
 - b. Board Officers
12. Adjournment

A



BOARD OF DIRECTORS
OPEN SESSION
October 19, 2017
MINUTES

- 1) **CALL TO ORDER:** Chair Taverner called the meeting to order at 18:45 hours.
- 2) **ROLL CALL:**
PRESENT: Directors Taverner, Cappel, and Macias. **Absent:** Directors Hinshelwood (work), Galligan and Navarro (Both previously scheduled vacations).
- 3) **PUBLIC COMMENTS:** There were no public comments offered.
- 4) **NEW BOARD MEMBER:** Chair Taverner welcomed Sheryl Young who was nominated by the PHCD Board to take the seat vacated by the resignation of Director Zell.

It was moved by Chair Taverner, seconded by Judy Macias, and approved unanimously to appoint Sheryl Young to the Board.
- 5) **SPECIAL PRESENTATION-WEBSITE DEVELOPMENT:** Chair Taverner introduced Caleb Zeringue and Bill Hunt who confirmed their brief and its part in delivering the SDH mission, presented their research findings to date and the target audiences' preferences that inform the design of the new dental centers' website. [Power point presentation is appended to and made part of these minutes.] The Board's reaction was favorable, suggestions were offered, and the website team left to continue to develop the site and content. It was noted that an initial version of the new website will be up and ready for the November 1st cut off from ATD MN.
- 6) **REPORT OUT FROM CLOSED SESSION:** Reportable items will be covered under New Business.
- 7) **APPROVAL OF MINUTES FROM SEPTEMBER 21, 2017:**

It was moved by Director Cappel, seconded by Chair Taverner, and approved unanimously to accept the minutes as presented.
- 8) **OLD BUSINESS:**
 - a. **Licensing Requirements to Launch IV sedation:** COO Jue reported that we now have the name and location of the regional lead for California Public Health that will need to approve adding the service to San Mateo. A letter has been sent requesting a meeting.
 - b. **"Notes Payable" Entry by ATD on P&L:** CFO Fama reported Nancy Schumacher's explanation that this was a required accounting entry to address elements of the Settlement Agreement; specifically, transfer of the value of the San Mateo equipment from ATD LLC to ATD CA, accrued interest for the NAF loan retirement, and write-off of Management Fees.

- c. **Outreach to FQHC's:** **Director Cappel** reported on his contact with San Diego and Hollister FQHC's and they were not interested in partnering given the distance that separates them from SDH centers.

Chair Taverner reported on a productive meeting with the Gardner Center's Dental Director, Dr. George Barghough, and their San Mateo Center's Dentist, Dr. Luu, that took place just before this meeting. It was learned that:

- i. Gardner's San Mateo Center has two chairs, does pediatrics only and was open to a partnership for pediatric patients.
- ii. FQHC rates vary depending on variety of specialties available and location.
- iii. Dr. Barghough said the usual split in such a partnership would be 1/3 to referring center and 2/3's to treating center.
- iv. He also recommended that the SDH Centers should try to qualify as 'FQHC look-a-like' facilities, and suggested that with the gerontology and pediatric services, payments should be higher than those currently received by Gardner Health.

It was agreed to send an MOU to move forward on a partnership with the San Mateo Gardner Center and to consult with consultant Steve Rousso on the practicality of becoming an 'FQHC look-a-like'.

CFO Fama reported that the County Health CFO has engaged Foley Lardner to send a letter to the State seeking approval to allow a County/SDH partnership to help serve those on the 12 month waiting list to receive basic dental services at a County FQHC dental clinic.

- d. **Proposed Bylaw Revisions:** In reviewing the changes, it was noted that a page was missing from the meeting packets. Item was deferred to the next meeting.

9) **NEW BUSINESS:**

- a. **FY 2018 Q1 Financials:** **CFO Fama** referenced her summary in the Board materials. Visit volumes and payer mix split remain unchanged. Total net program revenue only covered about half of total expenses, leaving an Operating deficit of approximately \$140,000. Grants and Donations for the quarter totaled \$368,000. The Board expressed concern about the flat performance and no change in the negative run rate. Management responded that the focus has been on separation activities and building of systems and infrastructure. The Board admonished management to stay focused on the important strategies identified for increasing patients and revenues. This includes reviewing and renegotiating payer contracts.

It was moved by Chair Taverner, seconded by Director Cappel, and approved unanimously to accept the 2018 Q1 financials.

- b. **Proposed FY 2018 Operating Budget:**

CFO Fama presented the strategic drivers, assumptions, methodology, and the resulting proposed budget, as well as, the mitigation strategies to address the continuing negative run rate. Board discussion again focused on the challenge of carrying out the mission, improving the insured to uninsured ratio, and achieving a sustainable level of philanthropy. They stressed the urgency for aggressive action in launching IV sedation, partnering with FQHC's,

marketing to the senior community, employers, and insured, and increased grant application activities.

It was moved by Director Cappel, seconded by Director Macias, and approved unanimously to accept the budget for FY 2018 as proposed.

COO Jue presented her proposed organizational structure, the new positions required to bring in-house the management services previously performed in MN., and proposed market rate and COLA salary adjustments for current staff. She also proposed the Dentist Incentive Program be discontinued effective 10/1/17. Chair Taverner stated these issues were thoroughly discussed in Closed Session and the related expenses are included in the FY 2018 budget just approved.

Chair Taverner moved, Director Macias seconded, and approved unanimously to accept the salary adjustments proposed for current staff, the new positions, and the termination of the Dentist Incentive Program as proposed.

COO Jue announced that Dirk Alvarado, former Executive Director for the Sonrisas Coastside Center, with the approval of the new positions, will be accepting the position of Director of Development and Special Projects and will be starting November 6th.

- c. **Management Services Agreement with PHCD** – Given SDH is a separate entity from PHCD, it is recommended by Counsel that an agreement be established between the two organizations for any time spent by PHCD employees in assisting SDH with the separation from MN. If support services are needed after the separation, the Agreement would need to be amended to cover those services. The draft agreement presented for approval addresses Ms. Fama's current work as SDH's CFO. Director Cappel supported the importance of such a document.

It was moved by Director Cappel, seconded by Director Macias, and approved unanimously to accept the Management Services Agreement as presented.

- d. **Proposed Auditing Firm** – CFO Fama recommended the importance of getting a 2017 Audit and proposed the team from Vavrinek, Trine, and Day, LLP. (VTD). This firm is well known and respected by many local organizations, municipalities, and special districts. VTD does both local healthcare districts' audits. The fee proposed by VTD was less than \$5,000.

It was moved by Chair Taverner, seconded by Director Macias, and approved unanimously to engage VTD to conduct an audit of FY 2017.

8. **Transition from ATD MN Status Report** – COO Jue and CFO Fama reviewed key areas:

- a. Open Dental System scheduled to cut over on Sunday, October 29. Still some anxiety due to the amount of customization made by ATD MN., which has only been partially addressed through seminars. However, team is quietly confident.
- b. Payroll will remain with ADP services and will be brought in-house the next pay period.
- c. Phones, numbers, email to cut over October 23rd

- d. Accounting will be done by Account Temps for now
- e. Website cut over ready as reported earlier (November 1st)

9. Fundraising Committee Report – Chair Taverner extended Director Hinshelwood’s apologies for a business conflict that arose; a report will be given at the next meeting.

10. Adjournment: The meeting was adjourned by Chair Taverner at 21:15 hours.

Written and submitted by:

Cheryl A. Fama, CFO

APPROVED:

Clyde Hinshelwood, Secretary

Nigel Taverner, Chair

B

AMENDED AND RESTATED BYLAWS
OF
APPLE TREE SONRISAS DENTAL CALIFORNIA HEALTH, INC.
A CALIFORNIA PUBLIC BENEFIT CORPORATION

**ARTICLE 1
OFFICES**

SECTION 1.1 PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in San Mateo County, California.

SECTION 1.2 CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

SECTION 1.3 OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2
PURPOSE**

SECTION 2.1

The primary objectives and purposes of this corporation shall be to establish and maintain health clinics providing dental services and education for underserved residents of San Mateo County through clinics operated in various locations to include: 1) the coastside area including the area extending from Montara at the northern end to the Santa Cruz County line on the southern end; and 2) the bayside area in and around the city of San Mateo and particularly within the areas served by the Peninsula Health Care District and the Sequoia Health Care District.

The corporation shall take no action that is inconsistent with the Articles of Incorporation.

**ARTICLE 3
MEMBERSHIP**

SECTION 3.1 ~~Apple Tree~~ Sonrisas Dental Health, Inc. shall have no members as defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 4
BOARD OF DIRECTORS**

SECTION 4.1 POWERS

Subject to the provisions of the California Nonprofit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors of the Corporation

(the "Board"). Directors shall have no power as individual directors and shall act only as members of the Board.

SECTION 4.2. NUMBERS

The authorized number of directors shall be seven (7).

SECTION 4.3 APPOINTMENT

Peninsula Health Care District, a political subdivision of the State of California ("PHCD") shall have the right to appoint four (4) of the seven (7) directors. The three (3) directors not appointed by PHCD shall be elected by action of the directors who were not appointed by PHCD. Appointments or elections to fill expiring terms shall be made at the Board's annual meeting.

SECTION 4.4 ELECTION AND TERMS OF OFFICE

Each director shall be appointed or elected for a term of three (3) years and shall hold office until a successor has been appointed or elected and qualified. Notwithstanding the foregoing and the provisions of Section 4.3, new directors may be appointed or elected at any time to fill vacancies in accordance with this Article 4, including PHCD's appointment rights. If a director is appointed or elected at a time other than the annual meeting, his or her term shall be calculated starting from the date of the most recent annual meeting.

SECTION 4.5 DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all executive, Board appointed officers of the corporation;
- (c) Supervise all executive officers of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4.5 COMPENSATION

Directors shall, in their capacity as directors, serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. Any Director who is an officer may be compensated in that capacity, with the approval of a majority of the remaining Directors.

SECTION 4.6 RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons, or as to any transaction where a board member is deemed to be interested, the interested director shall not vote or otherwise act on such matter and the transaction shall be approved by disinterested directors and otherwise in compliance with applicable California law.

SECTION 4.7 RESIGNATION

A director may resign at any time by giving written notice to the chair of the board or the Secretary or the Board. Any resignation shall take effect upon receipt of notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, affirmative acceptance shall not be necessary. If the resignation specifies a later effective date, a successor may be elected prior to such effective date to take office when the resignation becomes effective.

SECTION 4.8 VACANCIES

A vacancy in the Board shall be deemed to exist in the event that the actual number of directors is less than the established number for any reason. If a vacancy is created by a director who was appointed by PHCD, the vacancy shall be filled by PHCD appointing the replacement. All other vacancies may be filled by the approval of the Board in accordance with Section 4.3 above, or, if the number of directors then in office is less than a quorum, by 1) unanimous written consent of the directors then in office, 2) a vote of the majority of the directors then in office at a meeting or 3) a sole remaining director. Each director elected or appointed to fill a vacancy shall hold office for the unexpired portion of the term or until his or her death, resignation or removal from office. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony or been found by a final order of judgment of any court to have breached any duty under Section 5230 under the Nonprofit Corporation Law.

SECTION 4.9 REMOVAL

A director may be removed from office at any time with or without cause by a vote of a majority of the directors.

SECTION 4.10 BOARD COMMITTEES

The Board may, by a resolution of a majority of the directors then in office, create and appoint directors to one or more Board Committees, each consisting of two or more directors and only of directors, to serve at the pleasure of the Board. Board committees may be given off the authority of the Board, subject to the limitations specified on Section 5212 of the Nonprofit Corporation Law. The Board may at any time revoke or modify any of all of the authority delegated to the Board Committee. Non Directors may attend meeting of the Board committees with the prior knowledge of the Board. The Board shall create an audit committee if required by the California Nonprofit Integrity Act of 2004.

SECTION 4.11 ADVISORY COMMITTEES

The Board may create and appoint individuals to one or more Advisory Committees, each consisting of two or more directors, non-directors or a combination of directors and non-directors. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation. Advisory Committees shall be restricted to making recommendations to the Board or Board Committees and implementing Board or Board committee decisions and policies under the supervision and control of the Board or Board committees. The Board, at any time, may revoke or modify any or all of the authority delegated to the Advisory Committee.

SECTION 4.12 ADVISORY BOARD

The Board may create and appoint individuals to an Advisory Board, consisting of persons who are not officers or directors of the Corporation, to serve at the pleasure of the Board and to report its findings and recommendations on subjects of interest to the Board. Any such Advisory Committee shall act only in an advisory capacity to the Board, shall have no legal authority to act for the Corporation, and shall clearly be titled and held out as an "advisory board." The Board may, at any time, revoke or modify any or all of the authority delegated to the Advisory Board.

SECTION 4.13 CONFLICT OF INTEREST POLICY

The Board shall adopt a Conflict of Interest Policy that requires directors, officers and key employees to disclose interests that constitute or could result in a conflict of interest. The Conflict of Interest Policy shall also specify, in accordance with Sections 5233 and 5234 of the Nonprofit Corporation Law, the steps that must be taken by the Board to approve a decision or transaction that involves and actual or apparent conflict of interest. The Board shall regularly and consistently monitor and enforce compliance with the Conflict of Interest Policy.

ARTICLE 5 MEETINGS

SECTION 5.1 REGULAR MEETINGS

Regular meetings of Directors shall be held at dates, times and places as determined by the Board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is to provide the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;
- c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 5.2 ANNUAL MEETINGS

An annual meeting of the Board shall be held each year on a date to be specified by the Board and will coincide with one of the regular meetings. Election of officers will take place at the annual meeting. Candidates receiving the most votes shall be elected. Each director will cast one vote.

SECTION 5.3 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair of the Board, the Treasurer, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 5.4 NOTICE OF MEETINGS

~~Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, voice messaging, FAX or email. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery; if sent by FAX or email, the notice shall be deemed to be delivered when electronic delivery is verified. Such notices shall be addressed to each director at his or~~

~~her address as shown on the books of the corporation. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.~~

~~SECTION 5.5 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS~~

~~The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.~~

All meeting notifications will adhere to the Ralph M. Brown Act.

"Regular Meetings" are subject to 72-hour posting requirements. Notices and Agendas will be posted to the corporation's website and also to the PHCD website and in a location accessible to the public 24-hours a day.

"Special Meetings" can be called by the presiding officer or majority of the body to discuss only discrete items on the agenda under the Brown Act's notice requirements for special meetings and are subject to 24-hour posting requirements.

"Emergency Meetings" can be called when prompt action is needed due to actual or threatened disruption of the facilities and are held with little notice.

"Adjourned Meetings" are regular or special meetings that have been adjourned or re-adjourned to a time and place specified in the order of adjournment, with no agenda required for regular meetings adjourned for less than five calendar days as long as no additional business is transacted.

"Closed Session Meetings" can be called in compliance with the Ralph M. Brown Act

SECTION 5.65.5 QUORUM

A quorum shall consist of four (4) directors, to include at least one director who was not appointed by PHCD.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

SECTION 5.75.6 VOTING

The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or as provided by Section 5211 of State of California Nonprofit Corporation Law.

Except as otherwise provided in these Bylaws or by law no business shall be considered by the Board at any meeting at which a quorum is not present although discussion may take place. 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 required quorum for such meeting or such

greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

~~SECTION 5.8 ACTION WITHOUT A MEETING~~

~~Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all directors shall individually or collectively consent in writing to such action. For the purposes of this Section only, "directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Corporation Law. Such written consent or consents shall be filed with the Corporate Records. Such action by written consent shall have the same force and effect as the unanimous vote of the directors.~~

SECTION ~~5.95.7~~ CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chair, or, if no such person has been so designated or, in his or her absence, Secretary or Treasurer or other Director shall preside over the meeting.

SECTION ~~5.105.8~~ TELEPHONE AND ELECTRONIC MEETINGS

Directors may participate in a meeting through use of conference telephone or electronic video screen communication. Such participation constitutes presence in person at that meeting so long as all members participating in the meeting are able to hear one another.

ARTICLE 6 OFFICERS

SECTION 6.1 OFFICERS

The officers of the corporation shall be a Chair of the Board, a Vice Chair, a Chief Executive Officer ("CEO"), a Secretary, a Chief Financial Officer who shall be designated the Treasurer, and a Dental Director. The Chair of the Board and the Vice Chair each must be a director, and the other officers may or may not be directors. The Corporation may also have such other officers as may be determined by the Board. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board. The Dental Director need not be a director.

SECTION 6.2 ELECTION, AND TERM OF OFFICE

The officers of the Corporation shall be elected annually by the Board at the annual meeting and shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of any officer under employment.

SECTION 6.3 RESIGNATION

Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 6.4 REMOVAL

An officer may be removed from office with or without cause by the Board or by an officer on whom such power of removal may be conferred by the Board.

SECTION 6.5 VACANCIES

A vacancy in any office for any reason shall be filled by the Board.

SECTION 6.6 DUTIES OF THE CHAIR OF THE BOARD

The Chair of the Board shall, if present, preside at all meetings of the board and shall be an ex-officio member of all board committees. The Chair shall serve as official representative of the Board of Directors and shall oversee the activities of the Board. The Chair shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or by the Board.

SECTION 6.7 DUTIES OF VICE CHAIR

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 6.8 DUTIES OF SECRETARY

The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the Board and its committees, shall give cause or cause to be given notice of all Board meetings as required by law

or by these Bylaws, and in general shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or by the Board. The Secretary shall at all reasonable times exhibit to any director of the Corporation or to his agent or attorney on request the By-Laws and the minutes of the proceedings of the Corporation.

SECTION 6.9 DUTIES OF TREASURER

The Treasurer shall be the Chief Financial Officer of the Corporation. The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct books and records of account. The Treasurer shall give or cause to be given to the directors such financial statements and reports as are required to be given by law, and as may be prescribed by these Bylaws or by the Board. The books of accounts shall be open to inspection by any director upon request at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as designated by the Board, shall render to the Chief Executive Officer and Board, upon request, an account of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation and shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or by the Board.

SECTION 6.10 DUTIES OF CHIEF EXECUTIVE OFFICER.

A Chief Executive Officer shall provide overall management and supervision of the business and operations of the Corporation. The CEO shall have authority to appoint and remove clinic or dental center executive directors, officers and managers as may be necessary or helpful in managing and operating the Corporation and its various dental centers.

SECTION 6.11 DUTIES OF DENTAL DIRECTOR

A Dental Director who shall be a duly licensed and properly trained dentist and who shall provide supervision of the professional practice of all dentists and related professionals employed by Corporation at both the Corporation or San Mateo Centers, or any other dental care center operated by Corporation. The Dental Director shall report to and be under the supervision of the Chief Executive Officer, except that the such supervision shall not interfere with, control or otherwise direct the professional judgment of the Dental Director in his or her capacity as a licensed dentist in California.

ARTICLE 7 INDEMNIFICATION AND INSURANCE

SECTION 7.1 DEFINITIONS

For purposes of the Article "Agent" means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or other agent of another foreign or domestic corporation, joint venture, partnership, trust or other enterprise, or was a director, officer, employee or agent of a predecessor corporation of the corporation or another enterprise at the request of such predecessor corporation; "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "Expenses" includes, without limitation, attorneys' fees and any expenses incurred in establishing a right to indemnification under Section 7.2 of this Article.

SECTION 7.2 RIGHT TO INDEMNIFY

The corporation may, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that such person is or was an Agent of the corporation, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the Proceeding.

SECTION 7.3 APPROVAL OF INDEMNITY

On written request to the Board by any Agent seeking indemnification, to the extent that the Agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d) of the Nonprofit Corporation Law. Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the Proceeding, whether, in the specific case, the Agent has met the applicable standard of conduct stated in Section 5238(b) or section 5238(c) of the Nonprofit Corporation Law, and, if so, may authorize indemnification to the extent permitted thereby.

SECTION 7.4 ADVANCING EXPENSES

The Board may authorize the advance of Expenses incurred by or on behalf of an Agent of the Corporation in defending any Proceeding before the final disposition of such Proceeding, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the Agent submits a written undertaking satisfactory to the Board, in its sole discretion, to repay the advance unless it ultimately is determined that the Agent is entitled to indemnification for the Expenses under this Article.

SECTION 7.5 INSURANCE

The Board shall have the power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against such liability under this Article; provided, however, that the Corporation shall not have the power to purchase and maintain such insurance to indemnify any Agent of the Corporation for a violation of Section 5233 of the Nonprofit Corporation Law.

ARTICLE 8 FISCAL YEAR AND REPORTING OBLIGATIONS

SECTION 8.1 FISCAL YEAR

The fiscal year of the corporation shall begin on the first of July and end on the thirtieth of June in each year.

SECTION 8.2 FINANCIAL REPORTING

The corporation shall produce and distribute the financial and other reports required by the Nonprofit Corporation Law, including, without limitation, the annual report required by Section 6321 and the statement of transactions or indemnification required by Section 6322, and, if required, produce and make publicly available the financial statements required by the Nonprofit Integrity Act.

ARTICLE 9 GIFTS, GRANTS, CONTRACTS AND INVESTMENTS

SECTION 9.1 GIFTS

The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the corporation. The corporation shall retain complete control and discretion over the use of all contributions it receives.

SECTION 9.2 GRANTS

The Board shall exercise itself or delegate, subject to its supervision, control over grants, contributions and other financial assistance provided by the corporation, including, without limitation, fiscal sponsorship relationships.

SECTION 9.3 CONTRACTS

The board may authorize any officer(s) or agents(s), in the name of and on behalf of the corporation, to enter into any contract or execute any instrument. Any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board to the contrary, the Chair of the Board, the Chief Executive Director/Officer and the Treasurer are authorized to execute such instruments on behalf of the corporation.

SECTION 9.4 PAYMENT OF MONEY

Unless otherwise determined by the Board, all checks, drafts or other orders for payment of money out of the funds of the corporation and all notes or other evidences of indebtedness of the corporation may be signed on behalf of the corporation by the Chief Executive Director/Officer or, in the Chief Executive Director/Officer's absence, by the Chair of the Board or the Treasurer.

SECTION 9.5 DEPOSITS

The funds of the corporation not otherwise employed, including any amounts in any reserve fund, shall be deposited from time to time to the order of the corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE 10 OTHER PROVISIONS

SECTION 10.1 RIGHTS OF INSPECTION

Every director shall have the right at any reasonable time to inspect and copy all books, records and documents and to inspect the physical properties of the corporation.

SECTION 10.2 ELECTRONIC TRANSMISSIONS

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions such as facsimile or email, provided (1) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (2) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have send such transmission; and (3) the transmission creates a record that can be retained, retrieved, reviewed and rendered into clearly legible form.

ARTICLE 11 AMENDMENT OF BYLAWS

SECTION 11.1 AMENDMENTS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors, provided that any such amendment must be approved with

the vote of at least a majority of the Directors, which majority must include a majority of those directors who are not among the directors who were appointed by PHCD.

Summary report:	
Litéra® Change-Pro TDC 7.5.0.80 Document comparison done on 9/25/2017 2:15:16 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original filename: Exhibit A - Amended and Restated Bylaws of ATD California Inc..docx	
Modified filename: Exhibit A - Amended and Restated Bylaws of ATD California Inc.(1).docx	
Changes:	
<u>Add</u>	23
Delete	17
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format Changes	0
Total Changes:	40

C



2018 Board Meetings

January							February							March							April						
S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S
1	8	15	16	17	18	19	1	2	3	4	5	6	7	1	2	3	4	5	6	7	1	2	3	4	5	6	7
14	21	28	30	31			4	11	18	19	20	21	22	4	11	18	19	20	21	22	8	15	16	17	18	19	20
							25							25							22	29	30				

May							June							July							August						
S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S
6	13	20	27				3	10	17	24	31			1	8	15	22	29			5	12	19	26			
14	21	28					10	17	24	31			15	22	29					12	19	26					
							17	24	31				22	29						19	26						

September							October							November							December						
S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S
2	9	16	23	30			1	8	15	22	29			4	11	18	25				2	9	16	23	30		
9	16	23					7	14	21	28			11	18	25					9	16	23					
16	23						14	21	28			18	25						16	23							
							21	28				25							23								

Board Meeting Starts at 6:30pm, at Sonrisas Dental Health, 430 N El Camino Real San Mateo, CA 94401

Fundraising Strategy 2.0

Sonrisas
Dental Health



Purpose

- ▶ Create a committee to develop a strategic fundraising revenue plan
 - ▶ Goals from board
 - ▶ Tactics to achieve goals
 - ▶ Prioritization on limited but practical tactics
 - ▶ = better chance of success
- ▶ Insure a variety of insights from inside and outside Sonrisas
- ▶ Insure there are people with the commitment and time to execute
 - ▶ Lack of resources/bandwidth has been a challenge in past
 - ▶ People with range of with skills, knowledge and interest
 - ▶ Strategic thinking
 - ▶ Leadership
 - ▶ Relationships
 - ▶ Execution of tasks

Strategic Fundraising / Revenue Plan Pillars to Explore, Deepen & Prioritize

Social
Media



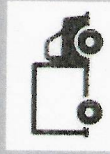
Events



Donor
Cultivation



Mobile



Other



Friends of Sonrisas



Influencers



Volunteer



Social
Media
Amplifier



Donor

Recruited External Committee Members



Doug Bannick • 2nd

CFO at Combined Federal Campaign

Combined Federal Campaign • Hawaii Pacific University

San Francisco Bay Area • 150



Gary Dodge • 2nd

Associate Director, PwC

PwC, South Africa



Stacy Ness • 1st

Account Executive at Dynatrace

Dynatrace • University of Phoenix

OCEANSHORE VENTURES

Our investment managers have extensive hands-on experience in chemistry, optics, electronics and energy. We are supported by a strategic advisory board and a global network of value-added partners.

Ken Pearlman, CFA

Founding Partner & Managing Director

Ken Pearlman's 30 years of experience includes research and investments in materials, chemicals, electronics and technology industries. Prior to co-founding Oceanshore, he managed private equity investment activities for Firsthand Capital, where he focused on early stage deals in semiconductors and green technology. Before that, Ken was with CIBC World Markets, where he was Executive Director of Semiconductor Research. While at CIBC, he achieved the distinction of becoming one of the Wall Street Journal's All-Star Analysts in 1999 and 2000.



Dave Ziony • 1st

Senior Analytics Portfolio Specialist at IBM

IBM • University of California, Berkeley

SIENA HINSELWOOD '18 RECRUITING PROFILE



ESPN News: Bay Area School • Hill School, PA • Women's Volleyball
College Coach Click here to view all of Siena's information



Club:	Frisco Bay Area Volleyball Club	506
Height:	5'7"	8 ft 10.6"
Weight:	150	7 ft 5.5"
Dominant Hand:	Right	
Age:	17	



Robbie Klein • 2nd

Director of Institutional Advancement at The Nueva School

The Nueva School • University of Wisconsin-Madison

Kick Off Meeting

1. First meeting at San Mateo Center December ??, 2017 (TBD)
 1. Finding available date
2. Agenda
 1. Introductions (*who*)
 2. Overview of Sonrisas (*why to be involved*)
 1. Mission
 2. Revenue needs and goals
 3. Tour of center
 3. Explore the 5 pillars - facilitated by Nigel (*what & how*)
 1. Ideas
 2. Prioritization
 3. Next steps