

BYLAWS of DFW BUSINESS GROUP ON HEALTH

(as amended March 5, 2026)

ARTICLE I - NAME AND OFFICE

Section 1.0 - Name

The corporation name is DFW Business Group on Health, a nonprofit corporation existing under the laws of the State of Texas.

Section 1.1 - Office

The registered and principal office shall be located at 4054 McKinney Ave, Suite 310, Dallas, Texas 75204 Additional offices may be established by the Board.

ARTICLE II - PURPOSE AND ACTIVITIES

Section 2.0 - Purpose and Activities

The Corporation is an employer-led coalition dedicated to improving healthcare quality, affordability, and outcomes for employees and their families in the Dallas and Fort Worth area. Its activities include:

- Advancing Employer Leadership – Foster collaboration among employers and stakeholders to lead innovation in health benefits and care delivery.
- Education & Knowledge Sharing – Deliver timely insights, research, and best practices through conferences, webinars, and forums to empower informed healthcare decisions.
- Data-Driven Strategies – Leverage analytics to improve population health, optimize care outcomes, and manage costs effectively.
- Policy Engagement – Serve as a trusted voice on public policy issues affecting healthcare access, quality, and affordability, advocating for transparency and accountability.
- Community & Workforce Health – Champion initiatives that enhance employee health, well-being, and productivity across diverse populations.
- Strategic Collaboration – Facilitate partnerships with providers, health plans, and other organizations to improve healthcare value.
- Innovation & Technology – Advance adoption of evidence-based solutions and emerging technologies that transform care delivery and elevate the consumer experience.

Section 2.1 - Limitations

No activities may be conducted that would jeopardize the Corporation's tax-exempt status under IRS §501(c)(3).

ARTICLE III - MEMBERSHIP

Section 3.0 - Eligibility

Membership is open to employers as Corporate or Allied Members, as defined in the following sections. Each Member shall designate one or more representatives.

Section 3.1 - Corporate Members

Corporate Members are sole proprietorships, partnerships, associations, corporations, government entities, or academic institutions that employ individuals in Dallas County, Tarrant County, and/or surrounding counties, regardless of the location of such employers' principal places of business.

Section 3.2 - Allied Members

Allied Members are companies that provide or sell health care services, products or health insurance products; consult with companies or individuals on health benefit issues; administer or underwrite health care benefits; or any other organization that does not fit into the Corporate Member category.

Section 3.3 - Term of Membership

Memberships expire on December 31 and may be renewed for a twelve (12) month term. Membership is not assignable or transferable.

Section 3.4 - Membership Privileges

Corporate and Allied Members share the same privileges except that only Corporate Members may serve as Directors or officers.

Section 3.5 - Member Meetings

Membership meetings shall be held at least annually on a date set by the Board. Meetings may be held in person, virtually, or in hybrid format at the Board's discretion.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.0 - Eligibility

Directors must be Corporate Members with at least 1,000 self-insured employees or retirees in the region. Exceptions may be granted by majority Board vote for Corporate Members offering specialized expertise or organizational benefit, as determined by the Board.

Section 4.1 - Number of Board Members

The Board shall consist of three (3) to twenty-one (21) Directors. The number of Directors may be increased or decreased at any time by majority vote of the Directors. A decrease in the number of Directors may not shorten the term of an incumbent Director.

Section 4.2 - Term of Office

Each Director shall hold office for two years and until a successor shall have been elected and qualified. Consecutive terms are permitted.

Section 4.3 - Elections

All Directors are elected by the remaining Board of Directors at a regular or special meeting of the Board each December. If the election of Directors shall not be held at such meeting, such election shall be held at the next regular Board meeting or at a special meeting called for that purpose.

Section 4.4 - Resignations and Vacancies

A Director may resign from the Board at any time by giving notice to the President of the Board. Any vacancy shall be filled by appointment of the remaining Directors. A Director appointed to fill a vacancy shall serve the remainder of the unexpired term.

Section 4.5 - Regular Meetings

The Board of Directors shall meet a minimum of six (6) times annually. The attendance of no less than half of the Directors in office shall be necessary to constitute a quorum. Participation in-person or virtually counts toward quorum and voting.

Regular Board meetings may be open to Corporate Members at the discretion of the Board.

Section 4.6 - Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person(s) calling the meeting shall fix the time and place of the meeting. Notice shall be delivered by mail or electronic means to each Director's last recorded address at least five (5) but not more than fifteen (15) days before the time appointed for the meeting. Such notice shall include the time and place of the meeting and information as to the purpose for which the meeting was called. No party or parties other than Directors shall have any right to attend such meetings.

Section 4.7 - Electronic/Virtual Participation

Directors may participate in meetings through electronic or virtual means, provided all participants can communicate simultaneously, engage in real-time discussion, and cast votes. Participation by such means is equivalent to presence in person for purposes of quorum and voting.

The Board may take action by electronic vote when circumstances make an in-person or virtual meeting impractical. Electronic votes shall be documented and included in the minutes of the next regular Board meeting.

Section 4.8 - Action Without Meeting

Any action required or permitted by law or these Bylaws, to be taken at a meeting of the Board of Directors may instead be taken without a meeting if all the Directors sign a written consent describing the action. This written consent has the same effect as a unanimous vote at a meeting and shall be recorded as such in any corporate document.

Section 4.9 - Board Meeting Attendance

Board members are required to attend at least half of the Board of Director meetings during a calendar year. Should a Board member fail to meet this requirement, at the Board's discretion, the Board member's position may be designated as vacant by a majority vote.

ARTICLE V - OFFICERS

Section 5.0 - Officers

Officers include the President, one or more Vice Presidents, Secretary, Treasurer, Executive Director, and any additional officers the Board elects. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Except for the President, officers are not required to be members of the Board. Non-director officers have no Board voting rights.

The Executive Director is an officer of the Corporation and serves as a non-voting, ex officio member of the Board, ceasing such status upon termination of employment or contract.

Each officer shall perform the duties assigned in these Bylaws or delegated by the Board.

Section 5.1 - Elections

All officers shall be elected by the Board of Directors at a regular or special meeting of the Board each December. If the election is not held, it shall occur at the next regular or special meeting. New offices may be created and filled at any meeting of the Board.

Section 5.2 - Term of Office

The term of office of an officer shall be two years and until a successor shall have been elected and qualified. Consecutive terms are permitted.

Section 5.3 - Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board whenever the Board determines removal is in the Corporation's best interest.

Section 5.4 - Vacancies

A vacancy because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5 - Duties of the President

The President shall:

- Serve as the principal executive officer of the Corporation and supervise the business and affairs of the Corporation.
- Preside at all meetings of the members and the Board of Directors.
- Sign, together with a Secretary or any other proper officer, any contracts or other instruments authorized by the Board, except in cases where the signing and execution shall be expressly delegated by the Board, these Bylaws, or by statute to another officer or agent.

Section 5.6 - Duties of the Vice President

The Vice President shall:

- Perform the duties of the President in the President's absence, incapacity, or at the President's request.
- Assist the President in carrying out the business and affairs of the Corporation and perform such additional duties as may be assigned by the Board of Directors.

- If more than one Vice President is elected, serve according to the order of precedence and specific responsibilities established by the Board.

Section 5.7 - Duties of the Secretary

The Secretary shall:

- Maintain meeting minutes of the Board of Directors and of the members.
- Provide notices required under these Bylaws or as otherwise directed by the Board.
- Maintain the Corporation's records and ensure completion and submission of required filings, including those with governmental authorities.

Section 5.8 - Duties of the Treasurer

The Treasurer shall:

- Oversee the Corporation's financial management, reporting and internal controls.
- Ensure accurate and complete financial records are maintained.
- Present regular financial reports to the Board.
- Support preparation of the annual budget and financial plans.
- Coordinate any financial review or audit authorized by the Board.
- Approve payments and disbursements in accordance with Board-established authorization limits.

ARTICLE VI - COMMITTEES

Section 6.0 - Committees

The Board of Directors, by a majority vote at any meeting with a quorum, may create and appoint one or more committees. These committees may consist of individuals who are not members of the Board, and may exercise the authority, perform the duties, and follow the procedures assigned to them by the Board.

Committee actions are advisory only unless expressly authorized by the Board. Committees shall not have authority to approve budgets, amend Bylaws, elect or remove Directors, or take any action prohibited by Texas law.

ARTICLE VII - MANAGEMENT

Section 7.0 - General Management Authority

The Board may hire or contract resources needed to operate the Corporation and shall appoint an Executive Director to serve as the chief executive officer. The Executive Director is responsible for managing the day-to-day operations of the Corporation in alignment with Board-approved policies, budgets, and strategic priorities.

Although the Executive Director is an officer of the Corporation, the Executive Director shall serve solely as a non-voting, ex officio member of the Board of Directors. The Executive Director shall not have voting rights and shall cease to hold ex officio status upon termination of employment or contractual engagement.

Section 7.1 - Executive Director Authority and Reporting

The Executive Director's authority shall be defined by the Board. The Executive Director shall have authority to:

- Execute contracts and obligations within Board-approved financial limits.
- Hire and manage staff consistent with approved budgets and personnel policies.
- Implement programs and initiatives approved by the Board.

The Executive Director shall report to the Board at each regular meeting on operations, finances, compliance, and progress toward strategic goals, and shall promptly inform the Board of any significant risks. The Executive Director may not enter into multi-year obligations without Board approval.

Section 7.2 - Employment Status, Evaluation, and Succession

The Executive Director may serve as either an employee or an independent contractor, as determined by the Board. The Board shall conduct an annual performance evaluation of the Executive Director, including assessment of strategic goals, fiduciary compliance, and succession planning. The Board shall review, approve and document the terms of the Executive Director's engagement, including compensation and contract terms, ensuring that such compensation is reasonable, consistent with fair-market value, and aligned with the Corporation's budget and strategic priorities. The Board shall maintain both an emergency and planned succession strategy to ensure continuity of leadership.

ARTICLE VIII - FINANCE & CONTRACTS

Section 8.0 - Fiscal Year

The fiscal year begins on the first day of January and ends on the last day of December each year.

Section 8.1 - Payment of Dues

The Board shall set annual dues for Allied Members and Corporate Members. The Board shall review and approve dues and communicate them to Members.

Dues shall be payable by the date specified in the notice of assessment. The Board may authorize prorated dues, hardship accommodations, and refunds.

Payments may be made by check, electronic transfer, credit card, or other Board-approved methods. All electronic transactions shall comply with applicable security standards and internal financial controls.

Section 8.2 - Delinquencies

When any Member shall be delinquent in the payment of dues for a period of more than four (4) months, its membership shall be terminated.

Section 8.3 - Contracts

The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any

instrument in the name of and on behalf of the Corporation. This authority may be general or limited.

Section 8.4 - Contracts Involving Directors and Officers

Board members and officers may have direct or indirect interests in contracts related to the Corporation's operations. They may also enter into contracts, conduct transactions, or otherwise act on the Corporation's behalf even if they are acting in another capacity—such as individuals, trustees, beneficiaries, members, associates, or agents for other parties—or have personal interests as shareholders or Directors.

However, any contract, transaction, or action involving a matter in which a Board member or officer has a personal interest must be conducted at arm's length and must not violate the Articles of Incorporation, which prohibit the use of corporate funds for private benefit. In addition, no contract, transaction, or action may be taken on behalf of the Corporation if it constitutes a prohibited transaction or would jeopardize the Corporation's tax-exempt status under Sections 503 and 507 of the Internal Revenue Code of 1986 (as currently written or later amended).

Third parties may rely on the authority of any Director or officer acting on the Corporation's behalf.

Section 8.5 - Checks, Drafts, or Orders of Payment

All checks, drafts, electronic transfers, or other payments shall be authorized by the officer(s) or agent(s) designated by Board resolution.

The Executive Director may approve payments within Board-approved authorization limits. Payments exceeding that limit require written approval from the Treasurer or another officer designated by the Board. Dual authorization is required for payments above a Board-established threshold.

All disbursements shall follow the Corporation's internal controls and approved budget.

Section 8.6 - Deposits

All funds shall be deposited to the Corporation's account(s) in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.7 - Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for general or designated purposes.

Section 8.8 - Investments

The Corporation shall have the right to retain all or any part of any property, real, personal, tangible or intangible, acquired by it in whatever manner, and pursuant to the direction and judgment of the Board of Directors, to invest and reinvest any funds held by it without being restricted to the class of investment available to Directors by law or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action

is a prohibited transaction or would result in denial of exemption from Federal income taxation under Section 503, Section 507, or Chapter 42 of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IX - MISCELLANEOUS

Section 9.0 - IRS Filings

The Corporation shall file its annual IRS Form 990 (or successor return) as required by law. The Corporation shall make its Form 990 and its application for tax-exemption available for public inspection in accordance with federal regulations.

Section 9.1 - Waiver of Notice

A signed written waiver satisfies any notice requirement under law, the Articles, or these Bylaws.

Section 9.2 - Records Retention

The Corporation shall maintain its books and records in compliance with legal and operational requirements. Unless a longer period is required by law, records shall be retained for at least seven (7) years. Records may be kept in electronic or paper form. The Executive Director shall oversee maintenance and disposal of all records.

Minimum Retention Periods:

- Governing documents and Board/Committee minutes: Permanent
- Tax filings and annual financial statements: Seven (7) years
- General accounting and administrative records: Seven (7) years
- Contracts and agreements: Seven (7) years after expiration

The Executive Director may establish more detailed internal procedures consistent with this schedule.

Section 9.3 - Conflict-of-Interest Practices

Directors and Officers shall disclose any financial or personal interest in matters before the Board and shall abstain from voting on such matters. Individuals with a conflict shall recuse themselves from related discussions by leaving the room or virtual meeting. The disinterested Directors shall determine whether a conflict exists and whether the transaction is fair and in the best interests of the Corporation. All disclosures, recusals, and determinations shall be recorded in the minutes.

Section 9.4 - Audits

The Board of Directors may, by resolution, authorize an officer or officers to arrange for an independent financial review or audit of the Corporation's records. Any resulting financial statements or reports shall be submitted to the Board at intervals determined by the Board.

Section 9.5 - Whistleblower Protection

The Corporation prohibits retaliation against any Director, Officer, employee, contractor, or volunteer who, in good faith, reports suspected wrongdoing, unlawful activity, or violations of these Bylaws. Individuals making such reports shall be protected from retaliation, including

adverse employment actions or discrimination. Concerns may be brought to the President, the Executive Director, or any Director. Reports shall be handled confidentially to the extent allowed by law.

Section 9.6 - Indemnification

To the fullest extent permitted by law, the Corporation shall indemnify any current or former Director, Officer, Employee, Contractor, Committee Member, or Volunteer against reasonable costs, expenses, and liabilities, including attorneys' fees, incurred in connection with their service to the Corporation, provided such individual acted in good faith, in a manner reasonably believed to be in the best interests of the Corporation, and without gross negligence, willful misconduct, or knowing violation of law.

The Corporation shall maintain Directors & Officers (D&O) liability insurance and other coverage as appropriate, explicitly including volunteers and committee members acting within the scope of their duties. The Board shall review insurance coverage annually to ensure adequacy.

Section 9.7 - Non-Discrimination

The Corporation shall not discriminate in its programs, activities, membership, or operations on the basis of any characteristic protected by federal, state, or local law.

Section 9.8 - Dissolution

Upon dissolution of the Corporation, all remaining assets shall be distributed to one or more 501(c)(3) organizations with purposes consistent with the Corporation's mission as determined by the board.

ARTICLE X - AMENDMENTS

Section 10.0 - Amendments to Bylaws

Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority vote of the Board of Directors present at any regular meeting or any special meeting provided that copies of the proposed amendments shall have been sent to all Directors at least ten (10) days before the meeting at which the vote will occur.

Document History

Adopted 12/83
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