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February 27, 2026

**VIA E-MAIL**

[ChristopherJ.Martin@wisconsin.gov](mailto:ChristopherJ.Martin@wisconsin.gov)

Christopher J. Martin, CPA, PIR  
Insurance Financial Examiner - Principal  
Division of Financial Regulation  
Office of the Commissioner of Insurance  
101 E. Wilson Street  
Madison, WI 53703

**Re: Form A Statement Regarding the Acquisition of Control of or Merger with  
Community Care, Inc. (CCI) and Community Care Health Plan, Inc. (CCHP)  
dated September 18, 2025 (Form A)**

Dear Chris:

Following up on our exchanges and my discussion with Nicole Kuehl, attached with this letter is a list of the proposed officers of CommunityCare Initiatives, Inc. to be added to the Form A as Exhibit L. This list replaces the proposed officers designated in Exhibit J to the Form A.

Also attached are the proposed Bylaws of CommunityCare Initiatives, Inc. to be added as Exhibit K-1 to the Form A in place of Exhibit K. The Bylaws in Exhibit K-1 are the same as those in Exhibit K, except that the Bylaws in Exhibit K-1 include the Conflict of Interest Policy.

Thank you again for your attention to these exhibits and the Form A in general. Please let us know if you have additional questions.

Very truly yours,

QUARLES & BRADY LLP

Jeremy J. Wodajo

cc(w/enc.): Dan Risku, CareSource  
Vincent Daniele, CareSource  
Bruce G. Arnold, Husch Blackwell LLP (counsel for CCI)

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Exhibit K-1

Proposed Bylaws of CommunityCare Initiatives, Inc.

**BYLAWS**  
**OF**  
**COMMUNITYCARE INITIATIVES, INC.**

**ARTICLE I. NAME AND OFFICES**

**SECTION 1.1. NAME.** The name of the Corporation shall be CommunityCare Initiatives, Inc. (the "Corporation").

**SECTION 1.2. PRINCIPAL OFFICE.** The principal office of the Corporation in the State of Wisconsin shall be located at 205 Bishops Way, Brookfield, WI 53005. The Corporation may have such other offices within the State of Wisconsin as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**SECTION 1.3. REGISTERED OFFICE.** The address of the registered agent of the corporation required by Section 181.0501 of the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the address of the principal office of the corporation in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors of the Corporation (the "Board of Directors").

**ARTICLE II. PURPOSES**

The purposes of the Corporation shall be those nonprofit purposes stated in the Articles of Incorporation of the Corporation, as amended from time to time.

**ARTICLE III. BOARD OF DIRECTORS**

**SECTION 3.1. GENERAL POWERS.** The business and affairs of the Corporation shall be managed by the Board of Directors.

**SECTION 3.2. NUMBER, TENURE, QUALIFICATIONS AND ELECTION.** The Board of Directors shall consist of at least seven (7) directors but not more than fifteen (15) directors (each director on the Board of Directors being a "Director"). Each Director shall serve for a term of three (3) years, commencing upon election and continuing until their successor is duly elected and qualified, or until their earlier resignation, removal, or death. Directors may be re-elected and serve for consecutive or non-consecutive additional terms, provided that no Director may serve for more than three (3) consecutive terms. Any Director may simultaneously hold more than one office of the Corporation, including but not limited to those offices described in Section 5.1. The initial number of Directors shall be eleven (11). Directors shall be elected by a majority vote of the Board of Directors at a meeting at which a quorum is present. Nominations for Director positions shall be made either by a nominating committee appointed by the Board or through such other nomination process as may be established and described by the Board from time to time.

SECTION 3.3. VACANCIES. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors.

SECTION 3.4. COMPENSATION. Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation thereof. A director may be reimbursed for his or her actual expenses reasonably incurred in attending meetings and in rendering services to the Corporation in the administration of its affairs.

SECTION 3.5. RESIGNATION AND REMOVAL. Any Director may resign from the Board of Directors at any time; such resignation shall be in writing, shall be delivered to the Board of Directors, its presiding officer, or to the President or Secretary, and shall be effective immediately, upon a stated future date, or upon its acceptance by the Board of Directors, as such resignation shall provide. Any Director or Directors may be removed, without cause, by a majority of the Directors present at any meeting of Directors at which a quorum is present. In the event of a vacancy on the Board of Directors due to resignation or removal, the remaining Directors may appoint a replacement to serve for the remainder of the term of the Director who resigned or was removed.

SECTION 3.6. COMMITTEES. The Board of Directors may, from time to time as the Board of Directors deems necessary or desirable, establish standing and/or ad hoc committees, eliminate any committees, and modify, expand or limit the structure, authority, power and purpose of any committees. Committees shall have such purposes and powers as the Board of Directors may specifically confer. Any Board of Directors act establishing a committee shall set forth the name, purpose, power and authority delegated to such committee.

#### **ARTICLE IV. MEETINGS OF BOARD OF DIRECTORS**

SECTION 4.1. REGULAR MEETINGS. The regular annual meeting of the Board of Directors shall be held, without other notice than this Bylaw, at the regularly scheduled meeting of the Board of Directors on the fourth Friday of May, or at such other time and on such other date as is selected by the President and included in the notice of the meeting, provided that if the day of the meeting is a legal holiday, then the meeting shall be held on the next succeeding day which is not a legal holiday, for the transaction of such business as shall come before such meeting. In addition to the regular annual meeting of the Board of Directors, the Board shall hold at least quarterly meetings each year. The dates, times, and locations of such quarterly meetings shall be determined and scheduled by the Board. The Board of Directors may provide by resolution the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings of the Board, without notice to the Directors other than such resolution.

SECTION 4.2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President, the presiding officer of the Board or by at least three (3) of the Directors then in office. Notice of any such special meeting must be distributed to the Board of Directors at least five (5) days in advance of the date of the special meeting. Any such meeting shall be held at the principal office of the Corporation unless some other place is designated in the notice thereof.

SECTION 4.3. NOTICE. Notice of any special meeting shall be given by written notice mailed, e-mailed, telephoned, faxed or personally delivered to each Director at his or her business address at least five (5) days previously thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If such notice were sent by fax, it shall be deemed delivered upon receipt of fax confirmation. Any Director may waive notice of any meeting. Directors may waive notice via email or other writing, and such waivers shall be filed with the minutes or corporate records. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 4.4. QUORUM. The presence of a majority the Directors then serving on the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors, except in those specific instances in which a greater number may be required by the Wisconsin Nonstock Corporation Act, the Articles of Incorporation of the Corporation or these Bylaws.

SECTION 4.5. ADJOURNMENT. If a quorum shall not be present at any such meeting, the Directors present shall have the power, successively, to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.

SECTION 4.6. VOTING. Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors.

SECTION 4.7. MEETINGS BY CONFERENCE TELEPHONE. Unless otherwise provided in the Articles of Incorporation of the Corporation, members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can communicate with each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

SECTION 4.8. ACTIONS WITHOUT MEETINGS. Any action which is required to or may be taken at a meeting of the Board of Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board of Directors. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors.

## **ARTICLE V. OFFICERS**

SECTION 5.1. OFFICERS. The principal officers of the corporation shall be a Chairman of the Board (if the Board of Directors determines to appoint one), a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be appointed by the Board of

Directors. Such other officers and assistant officers as may be deemed necessary may be appointed or appointed by the Board of Directors. The same individual may simultaneously hold more than one office in the corporation. The duties of the officers shall be set by resolution of the Board of Directors.

SECTION 5.2. ELECTION AND TERM OF OFFICE. Each officer shall serve for a term of three (3) years, commencing upon the date set forth in these Bylaws and continuing until their successor is duly elected and qualified, or until their earlier resignation, removal, or death. Officers may be re-elected and serve for consecutive or non-consecutive additional terms without limitation. Any elected officer may succeed himself or herself. New offices may be created and filled at any meeting of the Board of Directors.

SECTION 5.3. REMOVAL AND RESIGNATION. Any officer of the Corporation may be removed by the Board of Directors at any time with or without cause. An officer may resign at any time by delivering notice to the Corporation.

SECTION 5.4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## **ARTICLE VI. FISCAL AUTHORITY**

SECTION 6.1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents 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, and such authority may be general or confined to specific instances.

SECTION 6.2. CHECKS, DRAFTS, ETC. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Executive Director of the Corporation.

SECTION 6.3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 6.4. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

SECTION 6.5. PROHIBITED LOANS. The Corporation shall not lend money to, or guarantee the obligation of, any officer or Director of the Corporation in excess of the amounts permitted by law.

SECTION 6.6. BUDGET. An annual budget shall be prepared at the direction of the Treasurer for approval by the Board of Directors at its November meeting.

SECTION 6.7. FISCAL YEAR. The fiscal year of the Corporation shall be the annual period beginning January 1 and ending on December 31. The Board of Directors shall have the power to change the fiscal year of the Corporation, from time to time, which shall become the taxable year of the Corporation upon the approval of the Internal Revenue Service.

SECTION 6.8. ANNUAL AUDIT. In each fiscal year, the Board shall cause to be prepared annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (the "CPA") in conformity with generally accepted auditing standards. The Board shall appoint a member of the Board to oversee the audit, including making recommendations on the retention and termination of the CPA, negotiating the CPA's compensation, confer as necessary with the CPA, review and determine whether to accept the audit; and approve non-audit services by the CPA to ensure such services conform to the standards for auditor independence set forth in the United States Comptroller General's Yellow Book or as prescribed by the laws of the State of Wisconsin. No person charged with overseeing the audit may be paid or unpaid staff or employees of the Corporation, even if such persons are also members of the Board.

SECTION 6.9.INSURANCE. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would be obligated to indemnify him or her pursuant to Article X of these Bylaws. Such insurance shall be for the benefit of all Directors and officers of the Corporation.

#### **ARTICLE VII. BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE VIII. CONFLICTS OF INTEREST**

The Corporation shall adopt a Conflict of Interest policy substantially in the form as the Conflict of Interest policy attached hereto as Exhibit A, and shall from time to time review and, as necessary, amend such policy. Each Director or Officer, employee, and volunteer of the organization shall annually disclose all Conflicts of Interest and previously unreported Conflicts of Interest in writing in a form prescribed in such Conflicts of Interest policy.

#### **ARTICLE IX. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Wisconsin Nonstock Corporation Act, or under the provisions of the Bylaws of the Corporation, a waiver thereof whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE X. INDEMNIFICATION**

The Corporation shall indemnify any Director or officer, or former Director or officer of the Corporation, or any person who may have served at its request as a Director or officer, or which it is a creditor, against reasonable expenses, including attorneys' fees, judgments and fines, which are actually and necessarily incurred by him in connection with the party or with which the party is threatened or by reason of being or having been or because of any act as such Director, or officer, within the course of such Director's or officer's duties or employment, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of the Director's or officer's duties. The Corporation may also reimburse to any Director or officer the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such Director, officer, or committee member was not guilty of gross negligence or willful misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian and conservator of any deceased former Director, officer, or person who himself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, or officer may be entitled under any statute, agreement, or otherwise.

## **ARTICLE XI. NON-DISCRIMINATION**

The Corporation shall not discriminate on the basis of race, color, national origin, disability, age, sex, sexual orientation, or religion in its operations, programs, or employment.

## **ARTICLE XII. AMENDMENTS**

The Directors of the Corporation shall have the power to make, alter, amend and repeal the Bylaws and/or the Articles of Incorporation of the Corporation, which power may be exercised by approval of a majority vote of the Directors in office. If an amendment will be presented at a meeting of the Board of Directors, the Corporation shall notify the Directors of the proposed meeting at least thirty (30) days prior to such meeting in writing, and the notice shall state that the purpose, or one of the purposes, is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. The Corporation shall keep, at its principal offices, a copy of the Bylaws of the Corporation and the Articles of Incorporation of the Corporation, each as may be amended, which shall be open to inspection by any member of the Board of Directors at all reasonable times during business hours.

It is the intention of the Board of Directors that these bylaws will be amended within the first year of the Corporation's existence in order to reflect the direction of the organization as agreed upon by the Board.

EXHIBIT A

CONFLICT OF INTEREST POLICY FOR COMMUNITYCARE INITIATIVES, INC.

## **CONFLICT OF INTEREST POLICY FOR COMMUNITYCARE INITIATIVES, INC.**

### **ARTICLE I. PURPOSE, SCOPE, AND APPLICATION**

1. The purpose of this Conflict of Interest Policy (the “Policy”) is to protect the interests of CommunityCare Initiatives, Inc., a Wisconsin nonstock corporation (the “Non-Profit”) when it is contemplating entering into a transaction or arrangement that might benefit or appear to benefit the private interest of any present or former director, officer, employee, or volunteer of the Non-Profit, indirectly benefit a Related Party, or result in a possible Excess Benefit Transaction. The Non-Profit is organized to serve the public interest, and each director, officer, employee, and volunteer must act and use good judgment to maintain and further the public’s trust and confidence in the Non-Profit.

2. This Policy establishes guidelines, procedures, and requirements for:

(a) Identifying a Conflict of Interest and situations that may result in an actual, potential, or perceived Conflict of Interest; and

(b) Appropriately managing a Conflict of Interest in accordance with legal requirements and the goals of accountability and transparency.

3. This Policy applies to all directors, officers, employees, and volunteers of the Non-Profit. All directors, officers, employees, and volunteers must familiarize themselves with and adhere to the principles and rules set out in this Policy.

4. This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

5. Any questions about this Policy should be referred to \_\_\_\_\_ who is in charge of administering, enforcing, and updating this Policy.

### **ARTICLE II. DEFINITIONS**

1. “**Conflict of Interest**” means situations where, in the judgment of the Non-Profit’s board of directors:

(a) The outside interests or activities (such as Covered Interests) of a director, officer, employee, or volunteer interfere or compete with the Non-Profit’s interests.

(b) The stake of a director, officer, employee, or volunteer in a transaction or arrangement is such that it reduces the likelihood that such person’s influence can be exercised impartially in the best interests of the Non-Profit.

(c) A director, officer, employee, or volunteer has divided loyalties.

(d) An Excess Benefit Transaction would occur.

2. “**Covered Interest**” means when any director, officer, employee, or volunteer has directly, or indirectly through a Related Party:

(a) An ownership or investment interest in any entity with which the Non-Profit has a transaction or arrangement.

(b) A compensation arrangement with the Non-Profit or with any entity or individual with which the Non-Profit has a transaction or arrangement.

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Non-Profit is negotiating a transaction or arrangement.

(d) A legal commitment or financial interest, including by virtue of a board appointment, employment position, or volunteer arrangement, to act in the interests of another entity or individual.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Covered Interest is not necessarily a Conflict of Interest. Under Article III.2 of this Policy, a person who has a Covered Interest may have a Conflict of Interest only if the board decides that a Conflict of Interest exists.

3. “**Excess Benefit Transaction**” means any transaction in which an economic benefit is provided by the Non-Profit, directly or indirectly, to or for the use of a disqualified person and the value of the economic benefit provided by the Non-Profit exceeds the value of the consideration (including the performance of services) received by the Non-Profit. A “disqualified person” is any person who was in a position to exercise substantial influence over the affairs of the non-profit at any time during a five-year lookback period, ending on the date of the transaction, and includes but is not limited to the Non-Profit’s directors, officers, and Related Parties, as defined herein.

4. “**Interested Person**” means any director, officer, employee, or volunteer who has a direct or indirect Covered Interest.

5. “**Related Party**” means any one of the following persons or entities:

(a) Any director, officer, employee, or volunteer of the Non-Profit or its affiliates.

(b) Any Relative of any individual described in subsection 5(a) above.

(c) Any entity or trust of which any individual described in subsection 5(a) or 5(b) above serves as a director, trustee, officer, employee, or volunteer.

(d) Any entity or trust in which any individual described in subsection 5(a) or 5(b) above has a thirty-five percent (35%) or greater ownership or beneficial interest.

(e) Any partnership or professional corporation in which any individual described in subsection 5(a) or 5(b) above has a direct or indirect ownership interest in excess of five percent (5%).

(f) Any other entity or trust in which any individual described in subsection 5(a) or 5(b) above has a material financial interest.

6. “**Relative**” means any one of the following persons:

(a) The spouse or domestic partner of an Interested Person.

(b) The ancestors of an Interested Person.

(c) The siblings or half-siblings, children (whether natural or adopted), grandchildren, and great-grandchildren of an Interested Person.

(d) The spouse or domestic partner of any person described in subsection 6(c) above.

### ARTICLE III. PROCEDURES

1. Duty to Disclose. An Interested Person must disclose the existence of any actual, potential, or perceived Conflict of Interest as soon as such Interested Person identifies that there may be a Conflict of Interest, and before the Non-Profit enters into the proposed transaction or arrangement that gives rise to the Conflict of Interest.

(a) The disclosure shall be made to:

(i) the board of directors if the Interested Person is a director or officer;

or

(ii) the Interested Person’s manager if the Interested Person is an employee or volunteer, who shall in turn inform the board of directors of the disclosed Conflict of Interest.

(b) The Interested Person shall be given the opportunity to disclose all material facts to the board of directors concerning the proposed transaction or arrangement, including the circumstances giving rise to the Conflict of Interest.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the actual, potential, or perceived Conflict of Interest, the board shall determine whether a Conflict of Interest exists by following the procedures described in this Section 2:

(a) The Interested Person shall disclose all material facts relating to the potential Conflict of Interest to the board.

(b) After any discussion between the board and the Interested Person, the Interested Person shall leave the board meeting while the determination of a Conflict of Interest is discussed and voted upon.

(c) The board members, other than the conflicted Interested Person(s), shall decide if a Conflict of Interest exists. If the remaining board determines by majority vote that no conflict exists, no further review of the transaction by the board is required if not ordinarily required in the normal course of business. The discussion and determination of the existence of a Conflict of Interest shall be documented in accordance with the procedures outlined in Article IV below.

(d) The determination that a Conflict of Interest exists shall not preclude the board (other than the conflicted Interested Person(s)) from approving the matter, but such determination shall require the board to follow the procedures outlined in Article III.3 below.

3. Procedures for Addressing the Conflict of Interest. To address a Conflict of Interest, the board shall follow the procedures described in this Section 3:

(a) An Interested Person may make a presentation at the board meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the Conflict of Interest.

(b) The Interested Person shall not attempt to intervene with or improperly influence the deliberations or voting on the matter giving rise to the Conflict of Interest.

(c) The chairperson of the board shall, if appropriate, appoint a disinterested person or committee to investigate market information and alternatives to the proposed transaction or arrangement, including obtaining comparability data when determining compensation.

(d) After exercising due diligence, the board shall determine whether the Non-Profit can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.

(e) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is: (i) in the Non-Profit's best interests; (ii) for its own benefit; and (iii) fair and reasonable.

(f) In conformity with the above determinations, the board shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy.

(a) If the board has reasonable cause to believe an Interested Person has failed to disclose an actual, potential, or perceived Conflict of Interest, it shall inform the

Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Interested Person's response and after making further investigations as warranted by the circumstances, the board determines the Interested Person has failed to disclose an actual, potential, or perceived Conflict of Interest, it shall take appropriate disciplinary and corrective action, up to and including termination of employment or volunteering, or removal from the board.

(c) Each director, officer, employee, and volunteer is responsible for reporting to their manager or to the board any suspected failure to disclose by any Interested Person, regardless of position, in accordance with the Non-Profit's Whistleblower Policy.

(d) Conduct that violates this Policy is always considered outside the scope of employment of any employee acting on behalf of the Non-Profit.

5. Confidentiality.

(a) The Non-Profit shall maintain the confidentiality of any disclosures made in connection with this Policy and limit access to the information in accordance with the Non-Profit's privacy policy.

(b) Each director, officer, employee, and volunteer shall exercise care not to use, publish, or disclose confidential information acquired in connection with disclosures of actual, potential, or perceived Conflicts of Interest during or subsequent to their employment, participation as a volunteer, or participation on the board of directors.

#### **ARTICLE IV. RECORDS OF PROCEEDINGS**

1. The minutes of the meeting(s) of the board shall contain:

(a) (i) The names of the persons who disclosed or otherwise were found to have an actual, potential, or perceived Conflict of Interest; (ii) the nature of the disclosed interest; (iii) any action taken to determine whether a Conflict of Interest was present; (iv) whether the Interested Person was present during the determination; and (v) the board's decision as to whether a Conflict of Interest in fact existed.

(b) (i) The names of the persons who were present for discussions by the board of the proposed transaction or arrangement; (ii) the votes relating to the transaction or arrangement; (iii) the content of the discussions, including any alternatives to the proposed transaction or arrangement; and (iv) a record of any votes taken in connection with the proceedings.

2. The board minutes shall be approved as reasonable, accurate, and complete before the later of:

(a) The next board meeting.

- (b) Sixty (60) days after the final actions of the board taken.

#### **ARTICLE V. COMPENSATION**

1. A voting member of the board who receives compensation, directly or indirectly, from the Non-Profit for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Non-Profit for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Non-Profit, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **ARTICLE VI. ANNUAL STATEMENTS AND DISCLOSURES**

1. Each director, officer, employee, and volunteer shall annually disclose all Conflicts of Interest and previously unreported Conflicts of Interest in writing on the Non-Profit's disclosure form, similar to Exhibit A attached to this policy, in accordance with this Policy and sign a statement that affirms that such person:

- (a) Has received a copy of this Policy;
- (b) Has read and understands this Policy;
- (c) Has agreed to comply with this Policy;
- (d) Has no Conflict of Interest to report or is reporting current and any previously unreported Conflicts of Interest; and
- (e) Understands that the Non-Profit is charitable and, in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

#### **ARTICLE VII. PERIODIC REVIEWS**

1. To ensure the Non-Profit operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its reputation or tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are: (i) reasonable; (ii) based on competent survey information; and (iii) the result of arm's length bargaining; and

(b) Whether partnerships, joint ventures, and arrangements with management organizations: (i) conform to the Non-Profit's written policies; (ii) are properly recorded; (iii) reflect reasonable investment or payments for goods and services; (iv) further charitable purposes; and (v) do not result in inurement, impermissible private benefit, or an Excess Benefit Transaction.

2. The Non-Profit expressly reserves the right to change, modify, or delete the provisions of this Policy without notice.

#### **ARTICLE VIII. USE OF OUTSIDE EXPERTS**

When conducting a Conflict of Interest determination as provided for in Article III or a periodic review as provided for in Article VII, the Non-Profit may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its fiduciary duties or responsibilities when considering a transaction or arrangement with an Interested Person or Related Party, or for ensuring periodic reviews are conducted.

**EXHIBIT A**

**WRITTEN STATEMENT OF CONFLICT OF INTEREST POLICY**

**COMMUNITYCARE INITIATIVES, INC.**

The undersigned, as a member of the Board of Directors, officer, employee, or volunteer of CommunityCare Initiatives, Inc., (“Corporation”), hereby acknowledges and agrees as follows:

- (a) I have received a copy of the Corporation’s Conflict of Interest Policy (the “Policy”);
- (b) I have read and understand the Policy;
- (c) I agree to comply with the Policy;
- (d) I have no Conflict of Interest to report or am reporting current and any previously unreported Conflicts of Interest as indicated below; and
- (e) I understand that the Corporation is charitable and, in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Description of Conflicts: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated this \_\_\_ day of \_\_\_\_\_, 2026.

Signed:

\_\_\_\_\_

\_\_\_\_\_  
Printed Name

Exhibit L

Proposed Officers of CommunityCare Initiatives, Inc.

## **Proposed Officers of CommunityCare Initiatives, Inc.**

Edward Kohl, President and Chief Executive Officer

Joy R. Tapper, MPA, Vice President

Rob Henken, Treasurer

Sara Nichols, Secretary