

2019-2020 Florida Job Growth Grant Fund Workforce Training Grant Proposal

Proposal Instructions: The Florida Job Growth Grant Fund Proposal (this document) must be completed and signed by an authorized representative of the entity applying for the grant. Please read the proposal carefully as some questions may require a separate narrative to be completed. If additional space is needed, attach a word document with your entire answer.

Entity Information

Name of Entity: Progressive Pediatric Foundation, Inc

Federal Employer Identification Number (if applicable): [REDACTED]

Primary Contact Name: Kevin Kolka

Title: Board Chair

Mailing Address: 1725 Hermitage Blvd, Tallahassee, FL 32308

Phone Number: (850) 325-6301

Email: kevin.kolka@progressivepediatric.org

Secondary Contact Name: Tammy McKenzie

Title: Board Member

Phone Number: (850) 325-6301

Workforce Training Grant Eligibility

Pursuant to 288.101, F.S., the Florida Job Growth Grant Fund was created to promote economic opportunity by improving public infrastructure and enhancing workforce training. This includes workforce training grants to support programs offered at state colleges and state technical centers.

Eligible entities must submit proposals that:

- Support programs and associated equipment at state colleges and state technical centers.
- Provide participants with transferable and sustainable workforce skills applicable to more than a single employer.
- Are offered to the public.
- Are based on criteria established by the state colleges and state technical centers.
- Prohibit the exclusion of applicants who are unemployed or underemployed.

1. Program Requirements:

(If additional space is needed, attach a word document with your entire answer.)

Each proposal must include the following information describing how the program satisfies the eligibility requirements listed on page 1.

A Provide the title and a detailed description of the proposed workforce training.

Title: Project LifeTown Workforce Training Program

Progressive Pediatric Foundation, Inc., is requesting \$750,000 to renovate an existing structure which will house our workforce training program. The project will expand an existing workforce training program and provide an increased opportunity designed for students at Florida's state colleges based on criteria established by the state colleges. The program will include individual training and classroom training for various workforce professions including: Occupational Therapy Assistants, Physical Therapy Assistants, Early Childhood Education Training and Office Administration Training. This workforce training program will fill a gap currently unmet in the Florida Panhandle - currently, there is a shortage of available applicants to fill these types of positions in Northwest Florida. The training will provide transferable job specific experience and professional job skills necessary for immediate employment post-graduation. Students will be trained on professional skills as well as a working knowledge of profession-specific documentation requirements and other profession-specific knowledge. Providing holistic training to students will help improve the skillset and quality of candidates in the workforce.

Detailed Description:

- Occupational Therapy Assistant Training - Individual training with Occupational Therapists and patients to learn strategies and techniques, development and understanding plans of care, documenting treatment and hands on use of electronic medical system. Training includes: Classroom Training and In-Person Training.
- Physical Therapy Assistant Training - Individual training with Physical Therapists and patients to learn strategies and techniques, development and understanding plans of care, documenting treatment and hands on use of electronic medical system. Training includes: Classroom Training and In-Person Training.
- Early Childhood Education Training – Individual training with Early Childhood Educators providing classroom instructional opportunities for children 6 weeks – 5 years of age. Training includes: Classroom Training and In-Person Training.
- Office Administration Training – Individual training with Administrative Office Staff providing experience with all office related technology, processes and management. Training includes: Classroom Training and In-Person Training.

B Describe how this proposal supports programs at state colleges or state technical centers.

Progressive Pediatric has three businesses to offer workforce training opportunities. Progressive Pediatric currently provides training opportunities for Tallahassee Community College (TCC) and Keiser University. With the Workforce Training Grant, Progressive Pediatric will expand the current training programs offered to include more on-the-job opportunities to more state college and vocational

programs. Progressive Pediatric will provide training opportunities that support programs offered by TCC, Keiser University, Lively Technical Institute, Gulf Coast State College and similar state colleges that fit with the corporate organizational structure. The training program will be made available to any State college interested in partnering for workforce training. The training will include In-Person training and classroom training. This is a listing of some of the training programs in the State colleges that we will provide workforce training for: Physical Therapy Assistant, Occupational Therapy Assistant, Administrative Office Specialist, Early Childhood Development, Education and Management, Office Administration, Office Management Certificate, Office Specialist Certificate and Office Support Certificate.

C. Describe how this proposal provides participants transferable, sustainable workforce skills applicable to more than a single employer.

The training includes hands-on training that provides experience outside of the state college or technical centers classroom but, specific to the profession. The training will include all workforce related tasks and activities for the participants to understand the job by experiencing it. The workforce related tasks will encompass job specific documentation requirements, licensing requirements and other activities that are not currently taught in educational programs. Training in these areas will give the future professionals confidence and provide a profession-based experience when seeking future employment. This experience will be applicable to all potential employers.

D. Describe how this proposal supports a program(s) that is offered to the public?

Progressive Pediatric currently has three businesses providing services to children and their families. The employees of these three businesses have skillsets and job experiences that are transferrable to students. Progressive Pediatric has always supported local educational institutions by providing access to experienced professionals for student educational purposes. The three companies are:

- Progressive Pediatric Developmental Center – Private school for children with disabilities age 5 – 22 years of age. This program serves children with varying disabilities: physical, cognitive and developmental. The staff that supports this program are teachers, teacher assistants, administration and therapists.
- Progressive Pediatric Child Care – Childcare facility serving children 6 weeks – 5 years of age. The focus of the childcare is to teach pre-academic skills and social-emotional preparedness. The staff that supports this program includes early childhood teachers, teacher assistants, office administration, management and therapists.
- Progressive Pediatric Therapy Services – Outpatient therapy clinic providing Occupational Therapy, Speech Therapy, Physical Therapy, Music Therapy and Art Therapy to children 0 – 22. Therapy services are provided for outpatient clients as well as children in the childcare and the school on-site. Therapy is determined and provided based on standardized testing intended to address delays and deficits in normal childhood growth. The staff that supports this program includes Occupational Therapists, Speech Language Pathologists, Physical Therapists, Music Therapists, Art Teachers, Office Administration and Management.

E Describe how this proposal is based on criteria established by the state colleges and state technical centers.

Progressive has contracts with State colleges and other technical centers to assist with providing pediatric experience to their future program graduates. The training provided by Progressive Pediatric staff supports the course work experience required by the colleges and technical centers in required documentation, hands on field application and equipment required. As a facility, Progressive Pediatric provides a team approach with one-on-one training for students with a variety of developmental and medical disorders including, but not limited to: Autism, Down Syndrome, Cerebral Palsy, Genetic Abnormalities, and other Developmental Disabilities. The therapies provide training in a variety of therapeutic modalities and pediatric equipment to ensure the students graduate with the skills necessary to be optimal pediatric therapists.

F. Does this proposal support a program(s) that will not exclude unemployed or underemployed individuals? Yes.

Yes

No

- G** Describe how this proposal will promote economic opportunity by enhancing workforce training. Please include the number of program completers anticipated to be created from the proposed training. Further, please include the economic impact on the community, region, or state and the associated metrics used to measure the success of the proposed training.

Currently, there is a limited amount of workforce training opportunities in the Northwest area of Florida for the above said professions. The LifeTown workforce training program will increase the number of students able to participate in these training programs. Therefore, more professionals with these credentials will be employable in the workforce where a deficiency now exists. The experience and knowledge of participating students will enhance the quality of the professionals into the workforce. Progressive Pediatric has grown organically based on the needs of the community and the requests from the participating families. Progressive Pediatric Therapy Services started providing therapy services in 2006 with two therapists. The company continued to grow and expand services to include Speech, Physical and Occupational therapists to serve the growing needs in the community and now employees 18 therapists. In 2008, parents requested that Progressive provide a private school option in the community that would serve students with disabilities on a more individualized basis. The private school, The Learning Center (a program of Progressive Pediatric Developmental Center, Inc) was opened in 2011 serving children with special needs ages 5 – 22 years old. The school includes academic and therapeutic services and continues to grow each year. In 2012, parents initiated the opening of the Progressive Pediatric Child Care. The childcare is integrated serving children who are typically developing and children with special needs. Therapy services are available to children in the childcare in their natural environment. The services provided to children and their families is an inclusive model with unique opportunities for workforce students. With use of the Workforce grant funds, it is anticipated 5–10 additional students per year will become employable in the Northwest Florida region. The student's success is completion of the program which supplements their state college or vocational program requirements for graduation. The average annual compensation associated with these workforce professions is \$56,000 - \$72,000. This would increase the economic impact in the Northwest area of Florida on an average of \$280,000 - \$720,000 per year upon graduation and employment.

2. Additional Information:

(If additional space is needed, attach a word document with your entire answer.)

- A** Is this an expansion of an existing training program? Yes No

If yes, please provide an explanation for how the funds from this grant will be used to enhance the existing program.

Yes. The funds from this grant will be used to expand a workforce training program that will serve children, families and adults. Currently, Progressive Pediatric provides training opportunities for 1 – 2 students per semester. With this grant, Progressive Pediatric will be able to increase the number of existing opportunities to include more participants in training and expand the training program to include classroom training. The training program will be expanded to include training opportunities in new areas: Office Administration and Early Childhood Education Training. It is anticipated 5 – 10 new students will be trained. Progressive Pediatric will also utilize the training facility to offer CEU course credit trainings for community partners to increase training opportunities for the community.

B. Does the proposal align with Florida's Targeted Industries? ([View Florida's Targeted Industries here.](#))

If yes, please indicate the specific targeted industries with which the proposal aligns. If no, with which industries does the proposal align?

Yes. The proposal aligns with a deficit of professional staff in the Northwest area of Florida. i.e. occupational, speech, physical therapists.

C. Does the proposal align with an occupation(s) on the Statewide Demand Occupations List and/ or the Regional Demand Occupations List?

([View Florida's Demand Occupations Lists here.](#))

Yes

No

If yes, please indicate the specific occupation(s) with which the proposal aligns. If no, with which occupation does the proposal align?

Yes. Physical Therapist Assistants (312021); Teacher Assistants (259041); Human Resources Assistants, Except Payroll and Timekeeping (434161); Human Resources Specialists (131071);

D. Indicate how the training will be delivered (e.g., classroom-based, computer-based, other). If in-person, identify the location(s) (e.g., city, campus, etc.) where the training will be available.

If computer-based, identify the targeted location(s) (e.g. city, county, statewide, etc.) where the training will be available.

The In-Person training will be held in Tallahassee, Florida in the associated service area at Progressive Pediatric. The classroom training will be held in Tallahassee, Florida at Progressive Pediatrics' LifeTown training facility. Both locations are in Leon County.

E. Indicate the number of anticipated annual enrolled students and completers in the proposed program.

5 – 10 annually enrolled and completing students in the workforce training program.

F. Indicate the length of program (e.g., quarters, semesters, weeks, etc.), including anticipated beginning and ending dates.

Begin Date: _____

End Date: _____

The training program length will vary depending on the program area. For instance, Office Administration will have a quarterly training program. Occupational Therapy Assistants training program will be based on state college school calendar (weeks and semesters).

G. Describe the plan to support the sustainability of the program after grant completion.

The LifeTown workforce training program will be a program that, once implemented, will be self-sustaining. The grant funding will be used to establish the training facility and program. The resources to train the participants will be existing Progressive Pediatric staff that are experienced professionals in the associated fields. The LifeTown campus will support the education and training needs for typically developing and disabled persons. The workforce training program will exist on the LifeTown campus. The LifeTown campus will be sustainable with the income from the three existing Progressive Pediatric businesses and community partners.

H. Identify any certifications, degrees, etc. that will result from the completion of the program. Please include the Classification of Instructional Programs (CIP) code and the percent of completers in each code, corresponding with Section E.

Training will be provided for students in the program areas identified in the State College and Technical College Program listing found below. The students will be working with Occupational Therapists, Physical Therapists, Office Administration Management, Early Childhood Directors and Teachers.

Below is a list of the existing State Colleges and Technical Centers that Progressive will provide workforce training and educational opportunities. This list is not intended to be a final list. Additional opportunities with differing programs and institutions will be pursued.

Institution	City	County
Tallahassee Community College	Tallahassee	Leon
Lively Technical Institute	Tallahassee	Leon
Keiser University	Tallahassee	Leon
Gulf Coast State College	Panama City	Gulf / Franklin

This table will provide the existing programs at the State Colleges and technical centers that would best fit the workforce training opportunities provided at Progressive Pediatric.

	Tallahassee Community College	Lively Technical Institute	Keiser University	Gulf Coast State College
Early Childhood Development, Education and Management, A.S.	X			
Office Administration, A.S.	X			
Sports, Fitness and Recreation Management, A.S.	X			
Office Management Certificate (6334)	X			
Office Specialist Certificate (6335)	X			
Office Support Certificate (6336)	X			
Administrative Office Specialist		X		
Medical Administrative Specialist		X		
Occupational Therapist Assistant			X	
Sports Medicine and Fitness Technology			X	
Early Childhood Education, A.S.				X
Florida Child Care Professional Credential, C.T.				X
Occupational Therapy Option, A.A.				X
Physical Therapist Assistant, A.S.				X

I Does this project have a local match amount? NO.

Yes

No

If yes, please describe the entity providing the match and the amount. (Do not include in-kind.)

J. Provide any additional information or attachments to be considered for the proposal.

Please visit the Project Life Town Website by going to the following link: <https://www.progressivepediatric.org/life-town>

3. Program Budget

(If additional space is needed, attach a word document with your entire answer.)

Estimated Costs and Sources of Funding: Include all applicable workforce training costs and other funding sources available to support the proposal.

1.) **Total Amount Requested** \$750,000
 Florida Job Growth Grant Fund

A. Other Workforce Training Project Funding: Sources:

City/County	<u>\$0</u>	
Private Sources	<u>\$2,000,000 (Fundraising)</u>	
Other (grants, etc.)	<u>\$4,000,000</u>	Please Specify: <u>Bank Loan</u>
Total Other Funding	<u>\$6,000,000</u>	

B. Workforce Training Project Costs:

Equipment	<u>\$</u>	
Personnel	<u>\$0</u>	
Facilities	<u>\$0</u>	
Tuition	<u>\$0</u>	
Training Materials	<u>\$0</u>	
Other	<u>\$0</u>	Please Specify: _____
Total Project Costs	<u>\$6,750,000</u>	

Note: The total amount requested must be calculated by subtracting the total Other Workforce Training Project Funding Sources in A. from the total Workforce Training Project Costs in B.

- C. Provide a detailed budget narrative, including the timing and steps necessary to obtain the funding, how equipment purchases will be associated with the training program, if applicable, and any other pertinent budget-related information.**

The budget will be refined as we move through the process and will define the details of how we plan to renovate an existing building to comply with our company mission to provide this workforce training facility.

4. Approvals and Authority

(If additional space is needed, attach a word document with your entire answer.)

- A. If entity is awarded grant funds based on this proposal, what approvals must be obtained before it can execute a grant agreement with the Florida Department of Economic Opportunity (e.g., approval of a board, commission or council)?**

Approvals would be from the Progressive Pediatric Foundation board.

- B. If approval of a board, commission, council or other group is needed prior to execution of an agreement between the entity and the Florida Department of Economic Opportunity:**

- i. Provide the schedule of upcoming meetings for the group for a period of at least six months.**
- ii. State whether entity is willing and able to hold special meetings, and if so, upon how many days' notice.**

The Progressive Pediatric Foundation Board meets the first Wednesday of each month. The Progressive Pediatric Foundation Board members are willing to hold special meetings with 7 calendar days' notice.

- C. Attach evidence that the undersigned has all necessary authority to execute this proposal on behalf of the entity. This evidence may take a variety of forms, including but not limited to: a delegation of authority, citation to relevant laws or codes, policy documents, etc.**

Please find attached By Laws.

I, the undersigned, do hereby certify that I have express authority to sign this proposal on behalf of the above-described entity and to the best of my knowledge, that all data and information submitted in proposal is truthful and accurate and no material fact has been omitted.

Name of Entity: PROGRESSIVE PEDIATRIC FOUNDATION, INC.

Name and Title of Authorized Representative: KEVIN KOLKA, BOARD CHAIR

Representative Signature: 

Signature Date: 8/23/19

**Electronic Articles of Incorporation
For**

N16000005681
FILED
June 06, 2016
Sec. Of State
tscott

PROGRESSIVE PEDIATRIC FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PROGRESSIVE PEDIATRIC FOUNDATION, INC.

Article II

The principal place of business address:

1725 HERMITAGE BOULEVARD
TALLAHASSEE, FL. 32308

The mailing address of the corporation is:

1725 HERMITAGE BOULEVARD
TALLAHASSEE, FL. 32308

Article III

The specific purpose for which this corporation is organized is:

TO OVERSEE AND PROVIDE MANAGEMENT OR DIRECTION FOR THE DEVELOPMENT OF THE LIFE TOWN CONCEPT THROUGH COMMUNITY PARTNERSHIPS, FUNDRAISING, AND A CAPITAL CAMPAIGN THAT SUPPORTS THE MISSION OF PROGRESSIVE PEDIATRIC.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:

KEVIN KOLKA
1725 HERMITAGE BOULEVARD
TALLAHASSEE, FL. 32308

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: KEVIN KOLKA

N1600005681
FILED
June 06, 2016
Sec. Of State
tscott

Article VI

The name and address of the incorporator is:

KEVIN KOLKA
1725 HERMITAGE BOULEVARD

TALLAHASSEE, FL 32308

Electronic Signature of Incorporator: KEVIN KOLKA

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: C
KEVIN KOLKA
1725 HERMITAGE BOULEVARD
TALLAHASSEE, FL. 32308

Title: VC
BART GUNTER
1725 HERMITAGE BOULEVARD
TALLAHASSEE, FL. 32308

Title: S/T
JILL CONLEY
1725 HERMITAGE BOULEVARD
TALLAHASSEE, FL. 32308

Article VIII

The effective date for this corporation shall be:

06/01/2016



Progressive Pediatric Foundation, Inc.

A Florida Non-profit Corporation

BYLAWS

ARTICLE I

Progressive Pediatric Foundation, Inc.

1.01 Name

The name of this Corporation shall be Progressive Pediatric Foundation, Inc. The business of the Corporation may be conducted as Progressive Pediatric Foundation, Inc. or Progressive Pediatric Foundation.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

Progressive Pediatric Foundation is a Non-Profit Corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Purpose: To oversee and provide management or direction for the development of the Life Town concept through community partnerships, fundraising, and a capital campaign that supports the mission of Progressive Pediatric. That mission is to provide an all-inclusive progressive approach to development and educational needs through a cohesive team and community partnerships. At Progressive Pediatric, we believe every child has the potential to succeed.

2.02 Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Progressive Pediatric Foundation is a Florida Non-Profit Public Benefit Corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, Employee, Member, or Representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, Member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of Progressive Pediatric Foundation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

The organization to receive the assets of the Progressive Pediatric Foundation hereunder shall be selected in the discretion of a majority of the managing body of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Progressive Pediatric Foundation, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a

purpose similar to the Progressive Pediatric Foundation then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the General Fund.

ARTICLE III **MEMBERSHIP**

3.01 No Membership Classes

The Corporation shall have no members who have any right to vote or title or interest in or to the Corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board, a designated committee of the Board, or any duly elected Officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or on the Corporation's website. Affiliates have no voting rights, and are not members of the Corporation.

3.03 Dues

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE IV **BOARD OF DIRECTORS**

4.01 Number of Directors

Progressive Pediatric Foundation shall have a Board of Directors consisting of at least 4 and no more than 15 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors.

4.02 Powers

All Corporate powers shall be exercised by or under the authority of the Board and the affairs of the Progressive Pediatric Foundation shall be managed under the direction of the Board, except as otherwise provided by law.

4.03 Terms

- (a) All Directors shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.
- (b) Director terms shall be staggered so that approximately half the number of Directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.
- (e) The Founding Board of Directors will be interviewed and chosen by the Founder and Chief Executive Officer (CEO) of Progressive Pediatric Foundation
- (f) All other members of the Board of Directors will be interviewed and chosen by the Board Chair, Vice Chair, Treasurer and CEO of Progressive Pediatric Foundation.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a Director on the Board of Directors, the individual must be 18 years of age. Directors may be elected at any Board meeting by a majority vote of the existing Board of Directors. The election of Directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 Vacancies

The Board of Directors may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.

- (a) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.

4.06 Removal of Directors

A Director may be removed by two-thirds ($\frac{2}{3}$) vote of the Board of Directors then in office, if:

- (a) the Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board Chair is empowered to excuse Directors from attendance for a reason deemed adequate by the Board Chair. The Chair shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board Vice Chair shall excuse the Chair. Or:
- (b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be

made the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The Board of Directors shall have a minimum of eight (8) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone or electronic mail. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the Board may be called by the Chair, Vice-Chair, Secretary /Treasurer, or any two (2) other Directors of the Board of Directors. A special meeting must be preceded by at least two (2) days notice to each Director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any Director may waive notice of any meeting, in accordance with Florida law.

4.08 Manner of Acting.

(a) Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Hung Board Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the Chair or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

ARTICLE V **COMMITTEES**

5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) take any final action on matters which also requires Board members' approval or approval of a majority of all members;
- (b) fill vacancies on the Board of Directors of in any committee which has the authority of the Board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Directors or members of these committees;
- (f) expend corporate funds to support a nominee for Director; or
- (g) approve any transaction;
 - (i) to which the Corporation is a party and one or more Directors have a material financial interest; or
 - (ii) between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.

5.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the Directors, with

such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.3 Informal Action By The Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

ARTICLE VI OFFICERS

6.01 Board Officers

The Officers of the Corporation shall be a Board Chair, Vice-Chair, Secretary, and Treasurer (Secretary and Treasurer will be combined into one office), all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Vice-Chairs and such other Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two Board offices, but no Board Officer may act in more than one capacity where action of two or more Officers is required.

6.02 Term of Office

Each Officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the Board at the end of his/her three (3) year terms or to fill a vacancy in an Officer position, each Board Officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

6.03 Removal and Resignation

The Board of Directors may remove an Officer at any time, with or without cause. Any Officer

may resign at any time by giving a seven (7) day written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. Acceptance of the resignation by the Board shall not be necessary to make it effective.

6.04 Board Chair

The Board Chair shall be the Chief Volunteer Officer of the Corporation. The Board Chair shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

6.05 Vice Chair

In the absence or disability of the Board Chair, the ranking Vice-Chair or Vice-Chair designated by the Board of Directors shall perform the duties of the Board Chair. When so acting, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice-Chair shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board Chair. The Vice-Chair shall accede to the office of Board Chair upon the completion of the Board Chair's term of office.

6.06 Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chair. The Secretary may appoint, with approval of the Board, a Director to assist in performance of all or part of the duties of the Secretary.

6.07 Treasurer

The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other Directors or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board Chair. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the Staff to assist in performance of all or part of the duties of the Treasurer.

6.08 Non-Director Officers

The Board of Directors may designate additional officer positions of the Corporation and may appoint and assign duties to other Non-Director Officers of the Corporation.

ARTICLE VII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Treasurer or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence 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.

7.03 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

7.04 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

7.05 Indemnification

(a) Mandatory Indemnification. The Corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The Corporation shall indemnify a Director or former Director

made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the Director, Officer, Employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the Director, Officer, Employee or Agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An Officer of the Corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an Employee or Agent of the Corporation who is not a Director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VIII **MISCELLANEOUS**

8.01 Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement, which may benefit any Director, Officer, Employee, affiliate, or member of a committee with Board-delegated powers.

8.04 Nondiscrimination Policy

The Officers, Directors, Committee Members, Employees, and Persons served by this

Corporation shall be selected entirely on a Nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Progressive Pediatric Foundation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt Corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of Directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Progressive Pediatric Foundation shall stipulate how the funds will be used and shall require the recipient to provide the Corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Progressive Pediatric Foundation willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Progressive Pediatric Foundation shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Progressive Pediatric Foundation records.

10.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Progressive Pediatric Foundation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Progressive Pediatric Foundation expects all Officers, Directors, and Employees to comply fully with any published records retention or destruction policies and schedules, provided that all Officers, Directors, and Employees should note the following general exception to any stated destruction schedule: If you believe, or the Progressive Pediatric Foundation informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the Corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation's revenues. Tax records should be retained for at least seven years

from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the Corporation to keep certain recruitment, employment and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual Employees under applicable state and federal statutes. The Corporation should also keep in the Employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Corporation's minute book. The Corporation should keep a clean copy of all other Board and Board Committee materials for no less than three years.

(e) Press Releases/Public Filings. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The Corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Corporation and are protected as a trade secret where the Corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The Corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the Corporation should be retained. The Corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI

Transparency and Accountability

Disclosure of Financial Information With The General Public

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Progressive Pediatric Foundation practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the Corporation are presumptively open to Staff and/or the public
- (b) indicate which documents and materials produced by the Corporation are presumptively closed to Staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

11.02 Financial and IRS documents

Progressive Pediatric Foundation shall provide its Internal Revenue forms 990, 990-T, 1023 Bylaws, Conflict of Interest Policy, and Financial Statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

Progressive Pediatric Foundation shall make “Widely Available” the aforementioned documents on its Internet website: www.progressivepediatricfoundation.org to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Progressive Pediatric Foundation shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Progressive Pediatric Foundation shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

11.04 IRS Annual Information Returns (Form 990)

Progressive Pediatric Foundation shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the Corporation’s Form 990 shall be submitted to each member of the Board of Director’s via (hard copy or email) at least 5 days before the Form 990 is filed with the IRS.

11.05 Board

- (a) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- (b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

11.06 Staff Records

- (a) All Staff records shall be available for consultation by the Staff member concerned or by their legal representatives.
- (b) No Staff records shall be made available to any person outside the Corporation except the authorized governmental agencies.

- (c) Within the Corporation, Staff records shall be made available only to those persons with managerial or personnel responsibilities for that Staff member.
- (d) Staff records shall be made available to the Board when requested.

11.07 Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the Corporation except the authorized governmental agencies.
- (c) Within the Corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors.
- (d) Donor records shall be made available to the Board when requested.

ARTICLE XII **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

12.01 Purpose

Progressive Pediatric Foundation requires and encourages Directors, Officers and Employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The Employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Progressive Pediatric Foundation to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all corporate Staff is necessary to achieving compliance with various laws and regulations.

12.02 Reporting Violations

If any Director, Officer, Staff or Employee reasonably believes that some policy, practice, or activity of Progressive Pediatric Foundation is in violation of law, a written complaint must be filed by that person with the Vice-Chair or the Board Chair.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

.12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Progressive Pediatric Foundation and provides the Progressive Pediatric Foundation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Progressive Pediatric Foundation shall not retaliate against any Director, Officer, Staff or Employee who, in good faith, has made a protest or raised a complaint against some practice of Progressive Pediatric Foundation or of another individual or entity with whom Progressive Pediatric Foundation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Progressive Pediatric Foundation shall not retaliate against any Director, Officer, Staff or Employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Progressive Pediatric Foundation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The Board Chair or Vice-Chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days.

The Board and its appointed committee shall promptly investigate all reports and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all Directors, Officers, Staffs or Employees and they shall have the opportunity to ask questions about the policy.

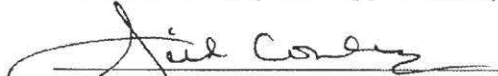
ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Progressive Pediatric Foundation, Inc. were approved by the Progressive Pediatric Foundation Board of Directors on June 1st, 2016 and constitute a complete copy of the Bylaws of the Corporation.


Jill Conley, Secretary

Date: 6-6-16