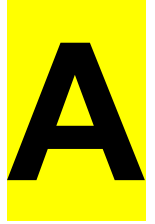




**Board Meeting  
November 21, 2019, 6:30 PM  
San Mateo Center Board Room**

**AGENDA**

- |  |             |
|--|-------------|
| 1. CALL TO ORDER AND ROLL CALL – Vice Chair Galligan                           | <b>TABS</b> |
| 2. MISSION MOMENT – Libby Barnard  |             |
| A. Voler Video   |             |
| 3. PUBLIC COMMENTS   |             |
| 4. APPROVAL OF BOARD MINUTES: October 19, 2019                                 | <b>A</b>    |
| 5. CEO REPORT – CEO Fecher   | <b>B</b>    |
| A. Progress Against Key Initiatives:   |             |
| a. FQHC County Partnership   |             |
| b. Key Performance Indicators  |             |
| i. Production  |             |
| ii. Collections  |             |
| iii. Case Acceptance Rate  |             |
| iv. Cancellation/No-Show Rates   |             |
| c. School Screenings   |             |
| 6. CFO REPORT – CFO Fama   | <b>C</b>    |
| A. Financial Audit   |             |
| B. First Quarter Performance   |             |
| 7. UNAUDITED FINANCIALS FOR August '19 – Ms. Wang                              | <b>D</b>    |
| 8. FUNDRAISING - CEO Fecher  | <b>E</b>    |
| A. Development and Grant Activity Report                                       |             |
| B. Cooking for a Cause   |             |
| C. Fall Campaign Update  |             |
| D. Update on hiring of Development Director                                    |             |
| 9. CAPITAL IMPROVEMENTS AT SAN MATEO CLINIC – CEO Fecher                       |             |
| A. Office Space Improvements   |             |
| B. Build Out of Operatories  |             |
| 10. BOARD NOMINATION COMMITTEE – Director Young                                | <b>F</b>    |
| A. Bylaw Change to Increase Board Size   |             |
| 11. SUGGESTED AGENDA ITEMS FOR NEXT MEETING (October 24) – Vice Chair Galligan |             |
| 12. ADJOURN  |             |





**Board Meeting Minutes  
October 17, 2019, 6:30 PM  
San Mateo Center Board Room**

1. **CALL TO ORDER:** Chair Taverner called the meeting to order at **6:28pm**
  - **ROLL CALL – Present:** Chair Taverner, Vice Chair Helen Galligan, Secretary Clyde Hinshelwood, Directors Liz Dodge, Sheryl Young and Larry Cappel. **Also present:** CEO Tracey Carrillo Fecher, CFO Cheryl Fama, Center Director Pat Kinniburgh, Community Engagement Director Bonnie Jue DDS, Sr. Accountant Tina Wang, Administrative Assistant Libby Barnard.
2. **MISSION MOMENT: CEO Fecher** shared that Ralph Sharp, a member of the public who was in attendance last month, has been working with the administrative assistant on a flyer for the affordable scale program. Due to a cancelled appointment, SDH was able to see Mr. Sharp when he was in the office to discuss the flyer.  
She also gave an update on the farmworker patient in the previous month's mission moment (postponing her root canal and crown due to impending lay-off). Since the board meeting, Sonrisas has signed a contract with the farmworker program to provide 10 root canals and crowns. She will be one of those patients.
3. **PUBLIC COMMENTS:** No Public in Attendance.
4. **APPROVAL OF BOARD MINUTES:** It was motioned by Larry Cappel, seconded by Helen Galligan, and approved to accept the minutes for the September board meeting as written. Director Young abstained from voting due to her absence at last month's board meeting.
5. **CEO REPORT – Progress Against Key Initiatives:**
  - Sonrisas' leadership team focused on HR in the last month, hiring two Care Coordinators, one of whom speaks Spanish and has experience in Open Dental. SDH implemented a new secure email system and has been addressing ways to streamline the HR workflow.
  - **CEO Fecher** also reported that she and **CFO Fama** have been working with a space planner to create efficiency at the San Mateo Center. With this plan, they hope to create additional storage for the clinic, build out two additional operatories and build in more workstations to accommodate staffing growth. **CFO Fama** added that the goal is to make Sonrisas more welcoming and give the space a more professional look when touring funders and community partners. **Director Hinshelwood** inquired whether similar capital improvements will be made at the Coastsides Center. **CEO Fecher** clarified that making improvements to Coastsides is a high priority, but we should wait to see if the FQHC contract will be expanded to cover the Coastsides. In addition, it may be time to consider moving to a larger location there. The minimum improvements needed include flooring, paint and A/C, which will take a considerable amount of planning to



minimize disruption. **CEO Fecher** will bring a capital improvement plan for the San Mateo clinic to the next Board meeting.

- **FQHC County Partnership** - Due to an eCW version update at SMMC, Sonrisas will not start training until after December 2<sup>nd</sup>. Sonrisas has had to postpone implementing the contract until after the training. Supervisor Pine is scheduled to visit Sonrisas and preview the mobile program at the end of October. He will also receive an update on how the contract is moving forward.
- **Outreach—Dr. Bonnie Jue** highlighted that Sonrisas received \$24.5K in equipment donations – surplus to a UOP research project - which can be used for mobile and clinic. Upcoming outreach events include a school screening visit to Hoover Elementary with 10 volunteers from University of Pacific dental school. **Director Galligan, CFO Fama, and CEO Fecher** attended the Leaders in Action Equity and Oral Health conference to learn more about the future of Medi-Cal Dental. **CEO Fecher** is participating in a San Mateo County contracting work group to increase networking opportunities. Sonrisas will host a table at the Half Moon Bay Farmers' Market at the end of the month.
- **Dental Integration Meeting**—The Health Plan of San Mateo (HPSM) voted unanimously to approve a pilot program for dental integration, i.e. DentiCal, effective January 2021. In the first year the reimbursement rate for Medi-Cal Dental will be increased by 30%, increasing to 40% in the second year. Current research is being conducted on ways to streamline payment. Since Sonrisas is a large provider of public insurance in SMC, **CEO Fecher** will be looking for ways to have a seat at the table for conversations about the pilot implementation.

## 6. CFO REPORT

- **September Report**— no written report but **CFO Fama** discussed support for the development of a capital improvement plan for the San Mateo office.

## 7. UNAUDITED FINANCIALS

- **August Report**—Sonrisas had 988 patient visits, 16 above budget and 25 more than July. The prior period adjustment to income was triggered by tobacco tax received. Sonrisas received \$1k from Children's Oral Health Foundation, and \$3094 in total raffle ticket sales. Total expenses were \$20k less than prior month. Net Income was \$26K, with YTD net income \$95K better than budget, resulting in YTD cashflow of \$88K, which presents a strong cash position in August performance.
- **Updates to Dashboard**—**Director Galligan** requested to see comparative previous year's month figures in future reports, which suggestion was positively received.
- **Ms. Wang** noted that the report separates Coastsides and San Mateo budgets, showing the different payer types, and PDI adults and PDI children, to help forecast budgeting and fundraising goals. Future reports will also reflect quarter performance.

## 8. FUNDRAISING

- **Development and Grant Activity Report**—Sonrisas was awarded \$50K from Stanford Hospital, applied for \$40K from Kaiser Permanente and was invited to apply for a \$40K



grant from Lucile Packard Children's Hospital, to be allocated half towards Access To Care for children and half towards school screening. The Healthy Community Collaborative relationships should continue to give opportunities to Sonrisas. Sonrisas continues to look for a Director of Development. Following up from the September board meeting, board members were asked to share their suggestions for five potential major donor targets. **Director Young** suggested exploring partnerships for a capital improvements campaign for the Coastside clinic through our current connections.

- **Fall Campaign—Chair Taverner and Director Dodge**, along with **Secretary Hinshelwood** are spearheading a campaign to share the Sonrisas story with new and existing donors, encouraging them to donate. **Director Dodge** and **Ms. Barnard** will create a flyer to be distributed at the Half Moon Bay Farmers' Market, and the team will collaborate on a newsletter to be released towards the close of the year.

#### 9. KEY PERFORMANCE INDICATORS

- **Research of Dental KPIs—CEO Fecher and Center Director Pat Kinniburgh** conducted research to find the most valuable Key Performance Indicators for driving business in a dental clinic, with the goal of increasing the financial outcomes which will support increasing Sonrisas' capacity to serve additional patients. Production is affected by the type of procedures dentists have on their schedules and the allotted time to complete these procedures. This will be one of the first areas of focus for the KPI project.
- **Next steps—CEO Fecher and Ms. Kinniburgh** will focus on collecting data on production, case acceptance rates, scheduling and how to reduce cancelations and no-shows. In future quarterly reporting, metrics will be added to the financial dashboard to begin measuring productivity.

10. **BOARD NOMINATION COMMITTEE—Director Young** reported that the committee will meet before the next board meeting to discuss board member candidates (suggestions to be sent to her, please) and the organization's bylaws. The committee will present any candidates and the findings regarding bylaws at the November board meeting. **Director Young** also discussed the idea of expanding the committee oversight to include board governance as well as nomination.

11. **SUGGESTED AGENDA ITEMS FOR NEXT MEETING—**A quote for capital improvements and board nominating committee findings will be added to the November 21<sup>st</sup> board meeting.

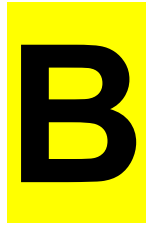
12. Meeting was adjourned at **8:11pm**

Minutes by **Libby Barnard**

Approved by:

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**Nigel Taverner**





**DATE:** November 21, 2019

**TO:** SDH Board of Directors

**FROM:** Tracey Fecher, CEO

**RE:** CEO Monthly Report

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## 1. Overall Operations

- Operational efficiencies in the areas of benefits enrollment has been a focus in the last month. Our benefits broker, Bob Mackler, has offered SDH access to EASE to streamline benefits enrollment and HR information management for employees. After seeing the demo of the software, we are hopeful this will make the process easier from both an employee and administration standpoint.
- Visit volumes for the first quarter of FY 19-20 are off at both centers. Farmworkers visits are low due to visits that took place at Coastsides over the summer and the cancellation of mobile clinic in Pescadero one day in October because of a power outage. Outreach for the Affordable Scale program has been a focus and will continue with a YELP ad or Google AD word campaign.

	Budget	Variance	% off budget
Commercial Insurance	142	(9)	-6%
PPO	620	14	2%
Private Pay	108	8	7%
Affordable Scale	250	(37)	-15%
Farmworker	80	(22)	-28%
Public Dental Insurance	1705	(7)	-.4%
<b>Total Visits</b>	<b>2,905</b>	<b>(53)</b>	<b>-2%</b>

- The Coastsides clinic was closed on Thursday, 10/3/19 and Monday, 10/28/19 due to power outages. On Tuesday, 10/29/19, the Coastsides clinic did not run at full capacity because the power did not come back on until after 4pm on Monday and patients had been already been cancelled.
  - On both power outage days, a provider was on PTO, which would have affected the production on those days already.
  - The typical net production on a Thursday is between \$1600 and \$1700. On a Thursday, net production averages between \$1700 and \$3300.
  - A power outage protocol is being developed by administration to set guidelines around the time of day closure of the clinic is declared when the power is out. We believe making that decision by 6 am will give the team time to call the first few patients of the day and then have time to cancel the remainder of the patients after 8 am.

## 2. FQHC Partnership

- Training has been scheduled for late November and if all required implementation tasks are completed by the end of November, Sonrisas will see our first FQHC patients the first week of December.
- Dr. Silverstri has announced that she is retiring in March 2020.

## 3. Key Performance Indicators

- Industry standards for production at usual, customary rates for a hygienist per day is \$1500 and for a dentist is \$3500-\$4000/day.
- Note: **Numbers below are a draft** due to this being a new process for the team. We will continue to refine and test how we measure production.

Month	September			
San Mateo Center Production by Day for Hygienist and Dentists				
	Total Production	FTE	Total Days	Production/Day, NO PTO
Hygienist Production	\$40,017	1.20	26.60	\$1,504
Dentist Production	\$180,520	3.35	75.05	\$2,405

Half Moon Bay Production by Day for Hygienist and Dentists				
	Total Production	FTE	Total Days	Production/Day, NO PTO
Hygienist Production	\$12,116	0.40	8	\$1,515
Resident Production	\$35,057	1.00	19	\$1,845
Dentist Production	\$57,969	1.10	25.30	\$2,291

- The focus of the team since the last board meeting, when the presentation was given about KPIs, has been production.
  - i. To improve production, the first focus will be tightening scheduling. There are times providers are given more time than necessary for procedures.
  - ii. The lunch break start time at Coastsides will be moved from 12:30 to 12 noon, which will allow the hygienist, when at Coastsides, to see 1 additional patient.
  - iii. The next area of focus will be cancellations/no-show rates, which affect production.
- Additional KPIs (Collections, Case Acceptance Rate, Cancellations/No-Show Rates) will be added to the CEO report as they are measured, and improvements are made by the team.

## 4. School Screenings

- On 10/23 and 11/1, Dr. Jue, SDH staff members and a total of 14 volunteers provided dental screenings to 101 Kindergarten and Transitional Kindergarten students at Hoover Community School. Below are the findings from those events. Note the significant increase in the number of students who received fluoride varnish at this event compared to last spring at the same school.

Total of students screened	101	
Children with decay	61	60% of total
Children with advanced decay	28	28% of total
Children in pain or have infection	10	10% of total
# who received fluoride varnish	63	62% participation (Only 28% last spring)





## 5. Community Outreach

- On 10/25, Libby and Connie (RDH volunteer) attended the San Mateo Adult School health fair. Two students who were fair attendees helped translate during the event (Chinese and Spanish) and expressed interest in becoming regular volunteers at SDH for community events, as well as, assisting in the clinic. We met with one of these women who started training at SDH last week.
- On 10/28 and 11/4, the SDH mobile team provided dental treatment to 10 residents of Casa de Redwood Senior Housing facility in Redwood City.
- On 11/1, SDH provided oral health education to 185 Hatch Elementary Kindergarten and 1st Grade students. We are currently not performing separate education sessions at other schools (they are usually done in conjunction with screenings), but due to the significant support of the school staff, a decision was made to fulfill the request. Principal David Porcel reported "It was a pleasure to host such a good health program for our students."
- On 11/16, Dr. Jue gave an oral health presentation at the Mills-Peninsula Medical Center's Integrated Diabetes Education Annual Event at which approximately 150 people attended. Dr. Jue received positive feedback from attendees and had several people inquire about becoming patients at Sonrisas Dental Health

### Outreach Goals to Actuals: July to October 2019

School Screenings		
	Goal	Actuals
# Children Screened	700	71
# screened, also received CC	500	71
# of Fluoride Varnish	300	36
# of Schools	7	2
# of Districts Served	5	2
# Health Education Only	300	51
# Sealants	30	27

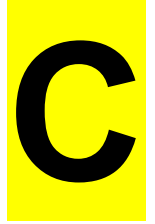
SENIORS		
	Goal	Actuals
# of seniors screened		36

VOLUNTEERS		
	Goal	Actuals
# of Volunteers	20	25
# of volunteer hours	100	84.75

Event Data		
	Goal	Actuals
Clinical Service Visit (Public)		5
Clinical Service Visit (Commercial)		1
Community Events (Public)	4	8
Community Events (Commercial)	4	4
Oral Health Presentation	4	1
# of Outreach "touches"	1000	528

## 6. Strategic Partnerships

- San Mateo County Oral Health Coalition – Dr. Bonnie has been elected the Vice-Chair of the coalition and Cheryl Fama currently sits on the Core Team.
- Supervisor Pine and his staff member, Linda Wolin, toured Sonrisas on October 31<sup>st</sup>. They saw the San Mateo clinic, the mobile clinic in Pescadero serving farmworkers and the Coastsides clinic. Dr. Bonnie and Tracey Fecher gave a comprehensive overview of the dental landscape in San Mateo County, including public dental funding, the FQHC contract, School Screenings, the Children's Health Initiative, the HPSM Dental Integration pilot and dental care for seniors. The tour and information were well received and appreciated.
- HPSM Dental Integration Pilot – a dentist from SDH has been invited to join the HPSM Dental Advisory Committee. This committee will help HPSM develop authorization, clinic guidelines and credentialing criteria.
- The Children's Health Initiative has selected oral and mental health for children age 5 and younger as their focus for funding services. In the area of oral health, they are concerned about a lack of pediatric dental services in the South San Francisco and Daly City areas in north county.





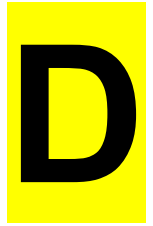
**DATE:** November 21, 2019

**TO:** SDH Board of Directors  
**CC:** CEO Fecher

**FROM:** Cheryl Fama, CFO

**RE:** CFO Monthly Report

1. **Financial Performance FY 2020, Q1:** Net Income is \$139K ahead of budget and \$192K ahead of Prior Year resulting in a *positive* \$60K Net Income at the close of the first quarter.
  - a) Total Program Revenue is \$6.5K ahead of budget due to \$22K or Prior Period Adjustment due to Prop. 56 catch up payments.
  - b) Other Program Revenue is \$63.6K over budget due to Dr. Jue's successful work with the Laguna Honda School District.
  - c) Total Income is \$62K over budget due to school screening funding noted above.
  - d) Total Costs were under budget \$77K - Direct \$39K below and Indirect \$38 below.
2. **Visit Performance in Q1:**
  - a) Total visits of 2852 were 53 (<2%) below budget.
  - b) Of the total, 1969 visits (69%) were Affordable, Farmworkers and Medicaid.
  - c) Pediatric Medicaid visits are 52% of SM Centers Medicaid and 44% of HMB's.
  - d) Two items of note that speak to SDH's growing importance in the County:
    - i. SMCo's 2018 Annual report for the Health Care for the Homeless & Farmworker Health Program reported Sonrisas was the number one dental service provider to their Farmworker Program.
    - ii. Based on the County Oral Health Director's 2<sup>nd</sup> annual report, Dr. Jue's outreach student screenings were the most of any dental provider.
3. **2019 Audit:** Since SDH's audit is a part of the PHCD audit, the auditor will provide a separate SDH report *after* the PHCD Board accepts the audit. That presentation will occur at PHCD's December 12<sup>th</sup> Board meeting. The auditor did verbally report it was a clean audit with no management recommendations.
4. **The Health Plan of San Mateo (HPSM) is launching two initiatives that will impact SDH:**
  - a) The Medicaid Adult Dental Integration Project: SDH's CEO and Dental Director will have a seat at the implementation 'table'.
  - b) The Children's Health Initiative (CHI) Oversight Committee has completed a year-long strategy session to identify two areas of high need to invest CHI reserves: Early mental health (0-5 years) and Oral health assets (again serving 0-5 years ). PHCD's CEO has a seat on that Committee.





**DATE:** November 15, 2019

**TO:** SDH Board of Directors

**CC:** Cheryl Fama, CFO

**FROM:** Tina Wang, Senior Accountant

**RE:** **September Unaudited Financials and YTD Performance to Budget**

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**SEPTEMBER PERFORMANCE:**

- A. Revenue:** Net Patient Revenue was **\$141,760** - \$2,796 less than budget.
- 901 visits –65 visits under budget.
  - Gross patient revenue was \$325,679– \$555 better than budget.
  - Total deductions were <\$183,919> – 56% of gross revenue and \$21k less than prior month
  - System was updated in September to include Prop 56 supplemental payments in uncompensated care adjustments.
- B. Donations/Grants & Other Income:** **\$138,176**– \$105 from individual donations; \$75,000 from PHCD; \$31,016 billed to La-honda Pescadero; \$31,877 released from restricted grants.
- C. Total Expense:** **\$264,108** - \$21,226 better than budget.
- Direct Expense: \$172,575--\$10,528 more than prior month due to additional hours for a couple dentist, an increase in dental supplies, and catch-up invoices for lab fees. Total direct expenses were \$6,513 better than budget.
  - Indirect Expense: \$91,532 --\$4,205 more than prior month due to an increase in employee benefits for newly-enrolled employees and higher fundraising consulting expenses. Total indirect expenses were \$14,713 better than budget.

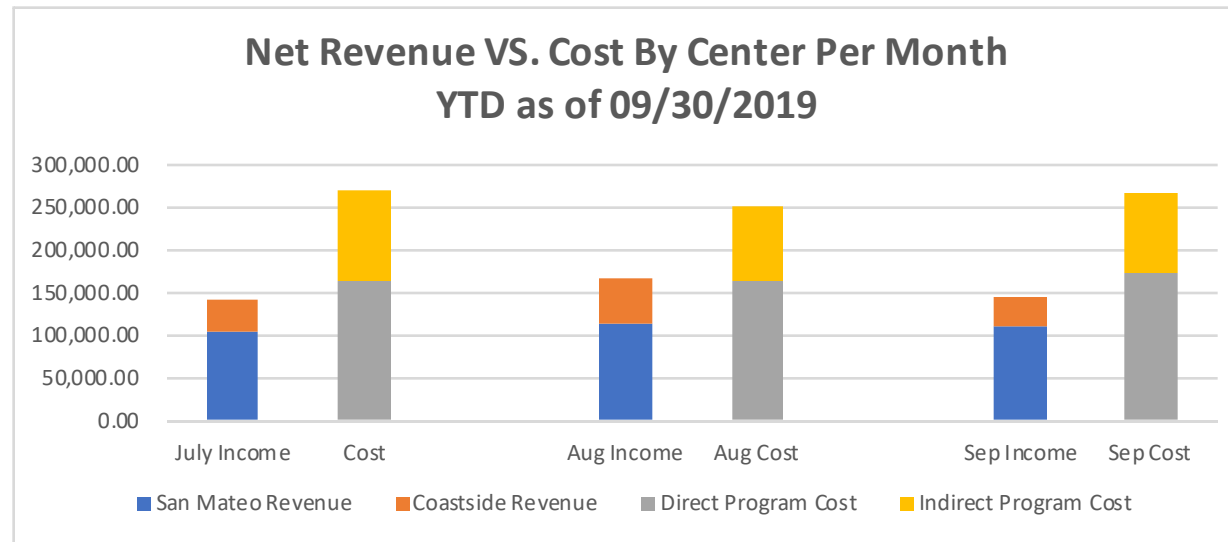
**Net Income: \$15,828**

**YTD PERFORMANCE TO BUDGET:** YTD net income is **\$138,877** better than budget. Cash-flow is **\$138,873** better than budget. PHCD grant received to date is **\$225,000**.

	YTD Actual	Budget	Performance
<i>Visits</i>	<i>2852</i>	<i>2905</i>	<i>(53)</i>
Gross Patient Revenue	\$1,065,022	\$976,327	+9%
Uncompensated Care (Deductions)	<\$620,403>	<538,195>	<15%>
Grants/Donations/Other Income	\$397,192	\$341,670	+16%
Direct Cost	<\$495,257>	<\$534,674>	+7%
Indirect Cost	<\$286,707>	<\$324,157>	+11%
<b>Net Income</b>	<b>\$ 59,847</b>	<b>&lt;\$79,029&gt;</b>	<b>+175%</b>
<i>non-cash items adj.</i>			
Depreciation	\$66,855	\$66,858	0%
<b>Est. Cash-flow</b>	<b>\$126,702</b>	<b>&lt;12,171&gt;</b>	<b>+1141%</b>

### Sonrisas Dental Health Operations

	Jul 19	Aug 19	Sept 19	Total	YTD Budget	B(W)
<b>San Mateo Revenue</b>	103,976	110,431	109,955	324,362	322,823	1,539
<b>Coastside Revenue</b>	34,980	53,473	31,805	120,258	115,309	4,949
<b>Total Net Revenue</b>	138,956	163,904	141,760	444,620	438,132	6,488
<b>Direct Program Cost</b>	160,634	162,047	172,576	495,258	534,674	(39,417)
<b>Indirect Program Cost</b>	107,847	87,327	91,652	286,827	324,157	(37,330)
<b>Total Cost</b>	268,482	249,375	264,228	782,084	858,831	(76,746)
<b>TOTAL</b>	<b>(129,526)</b>	<b>(85,471)</b>	<b>(122,468)</b>	<b>(337,465)</b>	<b>(420,699)</b>	83,234
<b>Dividend/Other Income</b>	33,103	303	31,419	64,824	1,020	63,804
<b>Donations Received</b>	39,307	36,304	31,877	107,488	115,650	(8,162)
<b>Grant from PHCD</b>	75,000	75,000	75,000	225,000	225,000	-
<b>OTHER INCOME</b>	147,409	111,606	138,297	397,312	341,670	55,642
<b>NET INCOME</b>	<b>17,883</b>	<b>26,135</b>	<b>15,829</b>	<b>59,847</b>	<b>(79,029)</b>	<b>138,876</b>



Avg. Income (Loss) per Visit	
	YTD
Net Revenue per Visit	\$ 155.84
Direct Cost per V	\$ (174.12)
Indirect Cost	\$ (100.70)
Net Income per Vis	\$ (118.98)

True Income (Loss) per Visit by Payer	
Payer	Avg. YTD
Commercial Insurance	\$ 13.55
PPO	\$ (25.43)
Public Dental Insurance	\$(223.62)
Private Pay	\$ 330.02
Affordable Scale	\$ 57.34

Sonrisas Dental Health Operations						
	Sept 19	Sept 18	Variance	YTD 19	YTD 18	Variance
Visits	901	745	156	2852	2635	217
San Mateo Revenue	109,955	123,399	(13,444)	324,362	323,248	1,114
Coastside Revenue	31,805	40,736	(8,930)	120,258	120,169	88
Total Net Revenue	141,760	164,134	(22,374)	444,620	443,418	1,202
						-
Direct Program Cost	172,576	137,703	34,873	495,258	438,745	56,512
Indirect Program Cost	91,652	108,136	(16,484)	286,827	331,075	(44,248)
Total Cost	264,228	245,839	18,389	782,084	769,821	12,264
TOTAL	(122,468)	(81,705)	(40,763)	(337,465)	(326,403)	(11,062)
Dividend/Other Income	31,419	3,797	27,622	64,824	6,613	58,211
Donations Received	31,877	16,094	15,784	107,488	37,780	69,708
Grant from PHCD	75,000	0	75,000	225,000	150,000	75,000
OTHER INCOME	138,297	19,891	118,406	397,312	194,393	202,919
NET INCOME	15,829	(61,814)	77,643	59,847	(132,010)	191,857



**SONRISAS DENTAL HEALTH, INC.**  
**Profit & Loss Budget Performance**  
September 2019

17

	Sep 19	Budget	Variance	Jul - Sep 19	YTD Budget	Variance
Ordinary Income/Expense						
Income						
Program Revenue						
Patient Services						
4103 · Commercial Insurance	12,112.00	12,073.94	38.06	40,047.00	42,914.52	(2,867.52)
4102 · PPO	77,826.00	65,348.28	12,477.72	214,152.00	197,380.56	16,771.44
4100 · Public Dental Insurance	194,626.40	201,514.36	(6,887.96)	676,531.40	603,138.77	73,392.63
4106 · Private Pay	19,228.00	9,942.72	9,285.28	46,199.00	29,828.16	16,370.84
4101 · Affordable Scale	17,074.00	23,700.83	(6,626.83)	62,707.00	69,615.07	(6,908.07)
4104 · Farmworker	4,813.00	12,543.71	(7,730.71)	25,386.00	33,449.89	(8,063.89)
Total Patient Services	325,679.40	325,123.84	555.56	1,065,022.40	976,326.97	88,695.43
Uncompensated Care						
5020 · Prior Period Adjustment	1,273.98	(1,500.00)	2,773.98	21,805.47	(3,000.00)	24,805.47
5005 · Commercial Insurance	(1,470.50)	(2,433.32)	962.82	(9,041.34)	(8,636.18)	(405.16)
5004 · PPO	(32,840.00)	(25,517.00)	(7,323.00)	(88,886.40)	(77,027.00)	(11,859.40)
5009 · Public Dental Insurance	(133,550.40)	(132,523.05)	(1,027.35)	(485,121.30)	(396,652.75)	(88,468.55)
5007 · Affordable Scale	(7,864.00)	(8,623.00)	759.00	(29,088.10)	(25,457.00)	(3,631.10)
5003 · Farmworker Program	(6,190.00)	(7,470.96)	1,280.96	(20,036.00)	(19,922.76)	(113.24)
5001 · Fee Adjustments	(3,278.40)	(2,500.00)	(778.40)	(10,035.00)	(7,500.00)	(2,535.00)
5006 · Private Pay	0.00	0.00		0.00	0.00	0.00
Total Uncompensated Care	(183,919.32)	(180,567.33)	(3,351.99)	(620,402.67)	(538,195.69)	(82,206.98)
Total Program Revenue	141,760.08	144,556.51	(2,796.43)	444,619.73	438,131.28	6,488.45
Donations/ Incentives / Others						
5104 · Fundraiser	0.00	1,000.00	(1,000.00)	0.00	1,000.00	(1,000.00)
5100 · Donations	105.86	2,200.00	(2,094.14)	1,559.47	7,600.00	(6,040.53)
5101 · In-Kind Donations	0.00	0.00	0.00	0.00	0.00	0.00
5103 · Incentives	0.00	0.00	0.00	0.00	0.00	0.00
5200 · Other Program Revenue	31,016.95		31,016.95	63,640.45		63,640.45
Events/Fundraisers						
5105 · Raffle	0.00	150.00	(150.00)	2,615.64	2,650.00	(34.36)
5106 · Other Events	0.00	0.00	0.00	0.00	0.00	0.00
Total Events/Fundraisers	0.00	150.00	(150.00)	2,615.64	2,650.00	(34.36)

# SONRISAS DENTAL HEALTH, INC.

## Profit & Loss Budget Performance

September 2019

	Sep 19	Budget	Variance	Jul - Sep 19	YTD Budget	Variance
5150 · Unrestricted Grants	75,000.00	75,000.00	0.00	225,000.00	225,000.00	0.00
5199 · Net Assets Released from Restri	31,877.46	34,800.00	(2,922.54)	103,418.38	104,400.00	(981.62)
Total Donations/ Incentives / Others	138,000.27	113,150.00	24,850.27	396,233.94	340,650.00	55,583.94
Total Income	279,760.35	257,706.51	22,053.84	840,853.67	778,781.28	62,072.39
Gross Profit	279,760.35	257,706.51	22,053.84	840,853.67	778,781.28	62,072.39
Expense						
Direct Program Costs						
Personnel						
5250 · Direct Program Salaries	133,439.26	139,788.00	(6,348.74)	388,053.64	419,364.00	(31,310.36)
5260 · Payroll Taxes	10,264.55	11,183.04	(918.49)	29,147.50	33,549.12	(4,401.62)
5261 · Unemployment Taxes	206.57	1,554.05	(1,347.48)	1,080.50	4,662.15	(3,581.65)
5270 · Benefits	3,159.97	2,643.47	516.50	12,673.91	7,930.41	4,743.50
5275 · 401k Match	784.85	963.66	(178.81)	2,490.77	2,890.98	(400.21)
5278 · Worker's Comp.	1,114.39	1,397.88	(283.49)	3,314.32	4,193.64	(879.32)
5280 · Continuing Educ.	1,100.00	500.00	600.00	1,100.00	500.00	600.00
5281 · Licenses and Registrations	973.25	216.00	757.25	4,817.75	648.00	4,169.75
Total Personnel	151,042.84	158,246.10	(7,203.26)	442,678.39	473,738.30	(31,059.91)
Contracted Services						
5301 · Contract Employees	0.00	0.00	0.00	0.00	0.00	0.00
5303 · Sterilization Services	756.00	760.00	(4.00)	2,118.00	2,280.00	(162.00)
5304 · Pathogen Testing	0.00	65.00	(65.00)	0.00	195.00	(195.00)
5305 · Shredding	67.00	0.00	67.00	196.00	0.00	196.00
Total Contracted Services	823.00	825.00	(2.00)	2,314.00	2,475.00	(161.00)
5320 · Dental Supplies	10,667.72	9,118.60	1,549.12	27,638.06	30,760.54	(3,122.48)
5325 · Small Dental Equipment	0.00	2,500.00	(2,500.00)	0.00	2,500.00	(2,500.00)
5326 · Dental Equipment Repair	88.25	800.00	(711.75)	731.02	2,400.00	(1,668.98)
5330 · Lab Fees	9,953.97	7,500.00	2,453.97	21,846.06	22,500.00	(653.94)
5331 · Uniforms	0.00	100.00	(100.00)	50.00	300.00	(250.00)
Total Direct Program Costs	172,575.78	179,089.70	(6,513.92)	495,257.53	534,673.84	(39,416.31)
Indirect Costs						
Administrative Personnel						
5450 · Salaries/Wages	39,724.78	45,317.00	(5,592.22)	118,299.54	135,951.00	(17,651.46)
5460 · Payroll Taxes, Admin/Mgmt	2,775.31	3,625.36	(850.05)	8,528.31	10,876.08	(2,347.77)

**SONRISAS DENTAL HEALTH, INC.**  
**Profit & Loss Budget Performance**

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	September 2019					
	Sep 19	Budget	Variance	Jul - Sep 19	YTD Budget	Variance
5461 · Unemployment Taxes	18.97	679.76	(660.79)	291.57	2,039.28	(1,747.71)
5470 · Benefits	2,893.09	4,531.70	(1,638.61)	4,813.96	13,595.10	(8,781.14)
5475 · 401k Match, Admin/Mgmt.	301.18	679.76	(378.58)	821.46	2,039.28	(1,217.82)
5478 · Worker's Comp.	335.52	453.17	(117.65)	1,033.86	1,359.51	(325.65)
Administrative Personnel - Other	0.00		0.00	11,927.26		11,927.26
<b>Total Administrative Personnel</b>	<b>46,048.85</b>	<b>55,286.75</b>	<b>(9,237.90)</b>	<b>145,715.96</b>	<b>165,860.25</b>	<b>(20,144.29)</b>
<b>Business Taxes</b>						0.00
5520 · Property Taxes	0.00	250.00	(250.00)	79.29	250.00	(170.71)
<b>Total Business Taxes</b>	<b>0.00</b>	<b>250.00</b>	<b>(250.00)</b>	<b>79.29</b>	<b>250.00</b>	<b>(170.71)</b>
<b>Equipment Expenses</b>						
5507 · Computer Support	2,713.08	3,650.00	(936.92)	9,601.43	10,950.00	(1,348.57)
5608 · Software Support	827.00	850.00	(23.00)	2,328.00	2,550.00	(222.00)
5630 · Office. Equip. Maintenance	0.00	0.00	0.00	0.00	1,000.00	(1,000.00)
<b>Total Equipment Expenses</b>	<b>3,540.08</b>	<b>4,500.00</b>	<b>(959.92)</b>	<b>11,929.43</b>	<b>14,500.00</b>	<b>(2,570.57)</b>
<b>Facilities Expenses</b>						
5600 · Auto Expenses	91.04	300.00	(208.96)	273.12	900.00	(626.88)
5610 · Building Maintenance	730.76	750.00	(19.24)	3,997.29	2,250.00	1,747.29
5611 · Janitorial Service	1,818.00	2,250.00	(432.00)	6,044.00	6,750.00	(706.00)
5670 · Rent	3,300.00	3,300.00	0.00	9,900.00	9,900.00	0.00
5672 · Phone / Internet	1,441.08	1,247.00	194.08	4,028.23	3,741.00	287.23
5680 · Utilities	2,551.20	2,444.00	107.20	6,420.57	7,332.00	(911.43)
<b>Total Facilities Expenses</b>	<b>9,932.08</b>	<b>10,291.00</b>	<b>(358.92)</b>	<b>30,663.21</b>	<b>30,873.00</b>	<b>(209.79)</b>
<b>Insurance</b>						
5635 · Auto Insurance	214.47	671.00	(456.53)	643.41	2,013.00	(1,369.59)
5636 · Malpractice (Prof. Liab.)	765.00	457.60	307.40	2,295.00	1,372.80	922.20
5637 · Liability & Property	993.33	1,030.70	(37.37)	2,979.99	3,092.10	(112.11)
5638 · Directors & Officer Liability	280.50	309.10	(28.60)	841.50	927.30	(85.80)
<b>Total Insurance</b>	<b>2,253.30</b>	<b>2,468.40</b>	<b>(215.10)</b>	<b>6,759.90</b>	<b>7,405.20</b>	<b>(645.30)</b>
<b>Office Exp.</b>						
5502 · Claims Processing	152.74	126.00	26.74	452.50	378.00	74.50
5504 · Payroll Processing / BG Checks	796.79	984.00	(187.21)	2,292.38	2,952.00	(659.62)
5616 · Patient Notification	494.95	485.00	9.95	1,474.90	1,455.00	19.90
5660 · Office Supplies	720.18	1,280.00	(559.82)	2,686.00	3,840.00	(1,154.00)

# SONRISAS DENTAL HEALTH, INC. Profit & Loss Budget Performance

September 2019

	Sep 19	Budget	Variance	Jul - Sep 19	YTD Budget	Variance
5665 · Postage and Shipping	820.30	310.00	510.30	1,083.40	930.00	153.40
5668 · Printing Costs	166.43	200.00	(33.57)	555.43	500.00	55.43
<b>Total Office Exp.</b>	<b>3,151.39</b>	<b>3,385.00</b>	<b>(233.61)</b>	<b>8,544.61</b>	<b>10,055.00</b>	<b>(1,510.39)</b>
<b>Fundraising Expenses</b>						
5632 · Fundraising Expenses	0.00	0.00	0.00	135.50	0.00	135.50
5633 · Fundraising Consulting	2,230.50	2,800.00	(569.50)	4,658.00	8,400.00	(3,742.00)
<b>Total Fundraising Expenses</b>	<b>2,230.50</b>	<b>2,800.00</b>	<b>(569.50)</b>	<b>4,793.50</b>	<b>8,400.00</b>	<b>(3,606.50)</b>
<b>Meeting &amp; Travel Expenses</b>						
5676 · Travel Costs	41.38	0.00	41.38	919.20	0.00	919.20
5677 · Meals	0.00	25.00	(25.00)	0.00	75.00	(75.00)
5678 · Mileage	0.00	225.00	(225.00)	417.77	675.00	(257.23)
<b>Total Meeting &amp; Travel Expenses</b>	<b>41.38</b>	<b>250.00</b>	<b>(208.62)</b>	<b>1,336.97</b>	<b>750.00</b>	<b>586.97</b>
<b>Outsourced Services</b>						
5503 · Consultants	0.00	0.00	0.00	0.00	0.00	0.00
5508 · Professional Fees	0.00	0.00	0.00	2,500.00	0.00	2,500.00
<b>Total Outsourced Services</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>2,500.00</b>	<b>0.00</b>	<b>2,500.00</b>
5615 · Depreciation Expense	22,350.57	22,278.58	71.99	66,855.11	66,858.16	(3.05)
5618 · Dues, Fees & License	0.00	210.00	(210.00)	0.00	630.00	(630.00)
5620 · Employee Goodwill	808.16	200.00	608.16	1,231.61	600.00	631.61
5639 · Recruitment Expense	344.58	1,475.00	(1,130.42)	783.70	4,425.00	(3,641.30)
5648 · Marketing Expense						
5651 · Outreach	67.46	0.00	67.46	3,370.51	5,000.00	(1,629.49)
5648 · Marketing Expense - Other	0.00	2,000.00	(2,000.00)	120.00	6,000.00	(5,880.00)
<b>Total 5648 · Marketing Expense</b>	<b>67.46</b>	<b>2,000.00</b>	<b>(1,932.54)</b>	<b>3,490.51</b>	<b>11,000.00</b>	<b>(7,509.49)</b>
<b>Fees and Interest</b>						
5605 · Service Charges	0.00	0.00	0.00	0.00	0.00	0.00
5625 · Penalty charges	0.00		0.00	0.00		0.00
5641 · Finance Charges	(8.02)	50.00	(58.02)	188.59	150.00	38.59
5642 · Loan Interest	0.00	0.00	0.00	0.00	0.00	0.00
5650 · Merchant Processing	771.74	800.00	(28.26)	1,834.44	2,400.00	(565.56)
<b>Total Fees and Interest</b>	<b>763.72</b>	<b>850.00</b>	<b>(86.28)</b>	<b>2,023.03</b>	<b>2,550.00</b>	<b>(526.97)</b>
<b>Total Indirect Costs</b>	<b>91,532.07</b>	<b>106,244.73</b>	<b>(14,712.66)</b>	<b>286,706.83</b>	<b>324,156.61</b>	<b>(37,449.78)</b>
<b>Total Expense</b>	<b>264,107.85</b>	<b>285,334.43</b>	<b>(21,226.58)</b>	<b>781,964.36</b>	<b>858,830.45</b>	<b>(76,866.09)</b>

# SONRISAS DENTAL HEALTH, INC. Profit & Loss Budget Performance

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September 2019						
	Sep 19	Budget	Variance	Jul - Sep 19	YTD Budget	Variance
Net Ordinary Income	15,652.50	(27,627.92)	43,280.42	58,889.31	(80,049.17)	138,938.48
Other Income/Expense						
Other Income						
Other Income						
6120 · Interest Income	9.35		9.35	28.05		28.05
6121 · Dividends	286.89	340.00	(53.11)	944.66	1,020.00	(75.34)
6130 · Other Income	0.00		0.00	105.35		105.35
Total Other Income	296.24	340.00	(43.76)	1,078.06	1,020.00	58.06
Other Expense						0.00
5900 · Other Expenses	120.19		120.19	120.19		120.19
Total Other Expense	120.19		120.19	120.19		120.19
Net Other Income	176.05	340.00	(163.95)	957.87	1,020.00	(62.13)
Net Income	15,828.55	(27,287.92)	43,116.47	59,847.18	(79,029.17)	138,876.35

## Visits by Center

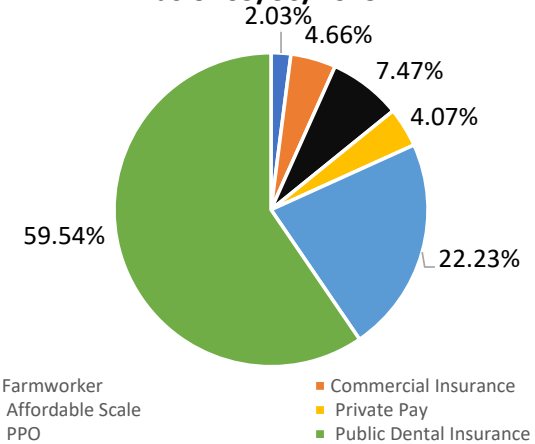
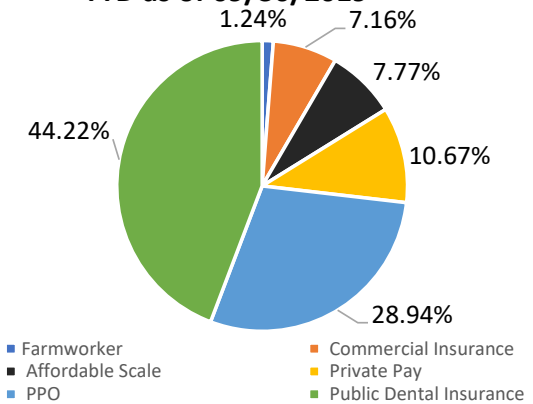
	Jul 19	Aug 19	Sept 19	Total	Budget	Variance
San Mateo Visits	668	631	598	1897	1910	(13)
Coastside Visits	295	357	303	955	995	(40)
<b>Total Visits</b>	<b>963</b>	<b>988</b>	<b>901</b>	<b>2852</b>	<b>2905</b>	<b>(53)</b>

## Visits by Payer -San Mateo

	Jul 19	Aug 19	Sept 19	Total	Budget	Variance
Commercial Insurance	29	44	28	101	125	(24)
PPO	166	196	178	540	540	0
Private Pay	35	36	36	107	90	17
Affordable Scale	9	15	16	40	55	(15)
Farmworker	25	0	10	35	80	(45)
Public Dental Insurance(Adult)	201	172	142	515	1020	54
Public Dental Insurance(Child)	203	168	188	559		
<b>Total Visits</b>	<b>668</b>	<b>631</b>	<b>598</b>	<b>1,897</b>	<b>1,910</b>	<b>(13)</b>

## Visits by Payer -Coastside

	Jul 19	Aug 19	Sept 19	Total	Budget	Variance
Commercial Insurance	4	19	9	32	17	15
PPO	30	25	39	94	80	14
Private Pay	1	5	3	9	18	(9)
Affordable Scale	60	61	52	173	195	(22)
Farmworker	1	22	0	23	0	23
Public Dental Insurance(Adult)	112	118	119	349	685	(61)
Public Dental Insurance(Child)	87	107	81	275		
<b>Total Visits</b>	<b>295</b>	<b>357</b>	<b>303</b>	<b>955</b>	<b>995</b>	<b>(40)</b>

Visits By Payer As a Percentage  
YTD as of 09/30/2019Net Revenue by Payer As a Percentage  
YTD as of 09/30/2019

# SONRISAS DENTAL HEALTH, INC.

## Balance Sheet

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As of September 30, 2019

	Jul 31, 19	Aug 31, 19	Sep 30, 19
<b>ASSETS</b>			
<b>Current Assets</b>			
Checking/Savings			
Checking/Savings			
1010 · Boston Private BusinessChecking	355,495.47	393,565.44	436,746.38
1020 · Boston Private Saving	110,044.23	110,053.58	110,062.93
1050 · Wells Fargo Checking	21,280.03	21,280.03	21,280.03
1070 · Merrill Lynch	202,424.95	202,718.18	203,005.07
Total Checking/Savings	689,244.68	727,617.23	771,094.41
1175 · Petty Cash - Coastsides	381.41	381.41	381.41
1176 · Petty Cash -San Mateo	200.00	200.00	200.00
Total Checking/Savings	689,826.09	728,198.64	771,675.82
Accounts Receivable			
Accounts Receivable			
1250 · Accounts Receivable - Services	137,576.63	155,353.33	155,213.77
1260 · Accts.Rec.- Other Agencies	41,783.50	45,218.50	34,451.95
Total Accounts Receivable	179,360.13	200,571.83	189,665.72
Total Accounts Receivable	179,360.13	200,571.83	189,665.72
Other Current Assets			
1400 · Prepaid Expense	27,949.41	29,504.98	26,993.64
1405 · Work Comp Deposit	1,898.00	1,898.00	1,898.00
1450 · Allowance for Bad Debt	(4,938.61)	(4,938.61)	(4,938.61)
1499 · Undeposited Funds	8,439.80	8,439.80	26.00
Total Other Current Assets	33,348.60	34,904.17	23,979.03
Total Current Assets	902,534.82	963,674.64	985,320.57
<b>Fixed Assets</b>			
Fixed Assets			
1320 · Leasehold Impvmnt. - Coastsides	25,886.14	25,886.14	25,886.14
1321 · Leasehold Improv. - S. Mateo	1,016,755.76	1,016,755.76	1,016,755.76
1335 · Dental Equipment - Coastsides	117,755.81	117,755.81	117,755.81
1336 · Dental Equipment - San Mateo	506,218.80	506,218.80	506,218.80
1340 · Computers - Coastsides	35,725.63	35,725.63	35,725.63
1341 · Computers - San Mateo	67,431.11	67,431.11	67,209.65
1350 · Mobile Equipment	188,945.09	188,945.09	188,945.09
1370 · Furniture/Fixtures - Coastsides	8,515.46	8,515.46	8,515.46
1371 · Furniture/Fixtures - S.Mateo	109,021.12	109,021.12	109,021.12
1380 · Truck	111,934.08	111,934.08	111,934.08
Less Accumulated Depr.			
1390 · Accum. Depreciation-Coastsides	(156,297.99)	(157,534.27)	(158,624.72)
1395 · Accum. Depreciation - San Mateo	(776,550.97)	(797,566.96)	(818,827.08)
Total Less Accumulated Depr.	(932,848.96)	(955,101.23)	(977,451.80)
Total Fixed Assets	1,255,340.04	1,233,087.77	1,210,515.74
Total Fixed Assets	1,255,340.04	1,233,087.77	1,210,515.74
<b>Other Assets</b>			
1420 · Security Deposits	14,697.00	14,697.00	14,697.00

# SONRISAS DENTAL HEALTH, INC.

## Balance Sheet

As of September 30, 2019

	Jul 31, 19	Aug 31, 19	Sep 30, 19
Total Other Assets	14,697.00	14,697.00	14,697.00
<b>TOTAL ASSETS</b>	<b>2,172,571.86</b>	<b>2,211,459.41</b>	<b>2,210,533.31</b>
<b>LIABILITIES &amp; EQUITY</b>			
<b>Liabilities</b>			
<b>Current Liabilities</b>			
<b>Accounts Payable</b>			
2000 · Accounts Payable	53,304.47	57,644.62	49,922.34
<b>Total Accounts Payable</b>	<b>53,304.47</b>	<b>57,644.62</b>	<b>49,922.34</b>
<b>Credit Cards</b>			
<b>Credit Cards</b>			
2117 · Wells Fargo (Bonnie)	0.00	0.00	47.50
2112 · Wells Fargo Visa-Rothstein	508.23	(88.86)	1,014.22
2114 · Wells Fargo Visa-Kinniburgh	0.00	0.00	(1,574.02)
<b>Total Credit Cards</b>	<b>508.23</b>	<b>(88.86)</b>	<b>(512.30)</b>
2116 · Wells Fargo(Tracey)	0.00	0.00	777.21
<b>Total Credit Cards</b>	<b>508.23</b>	<b>(88.86)</b>	<b>264.91</b>
<b>Other Current Liabilities</b>			
<b>*Payroll Liabilities</b>			
2300 · Accrued Salaries/Wages	69,873.79	89,729.79	102,746.84
2301 · Accrued PTO	63,745.99	63,745.99	63,745.99
2321 · 401k Funds Payable	7,207.50	4,166.65	4,313.89
2383 · Accrued Payroll Taxes	24,881.69	25,307.84	27,231.24
2384 · Accrued PR Taxes on PTO	4,876.57	4,876.57	4,876.57
2387 · Accrued 401K Match	156.72	234.36	362.99
<b>Total *Payroll Liabilities</b>	<b>170,742.26</b>	<b>188,061.20</b>	<b>203,277.52</b>
<b>Patient Liabilities</b>			
2220 · Patient Prepayments - Coastsid	5,986.80	6,202.40	6,090.10
2221 · Patient Prepayments - SM	11,773.60	16,309.30	18,135.30
2225 · Patient Refunds Payable -SM	3,644.14	3,438.10	3,276.50
2226 · Patient Refunds Payable - CSTSE	3,841.30	2,291.30	2,289.20
<b>Total Patient Liabilities</b>	<b>25,245.84</b>	<b>28,241.10</b>	<b>29,791.10</b>
2205 · Accrued Interest	260.33	260.33	260.33
<b>Total Other Current Liabilities</b>	<b>196,248.43</b>	<b>216,562.63</b>	<b>233,328.95</b>
<b>Total Current Liabilities</b>	<b>250,061.13</b>	<b>274,118.39</b>	<b>283,516.20</b>
<b>Total Liabilities</b>	<b>250,061.13</b>	<b>274,118.39</b>	<b>283,516.20</b>
<b>Equity</b>			
3900 · Retained Earnings- Coastsid	344,765.83	344,765.83	344,765.83
3901 · Retained Earnings - San Mateo	1,486,780.08	1,486,780.08	1,486,780.08
3905 · Restricted Net Assets- Coastsid	19,965.47	15,744.24	1,523.01
3906 · Restricted Net Assets-S.Mateo	53,115.97	46,032.24	34,101.01
<b>Net Income</b>	<b>17,883.38</b>	<b>44,018.63</b>	<b>59,847.18</b>
<b>Total Equity</b>	<b>1,922,510.73</b>	<b>1,937,341.02</b>	<b>1,927,017.11</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>2,172,571.86</b>	<b>2,211,459.41</b>	<b>2,210,533.31</b>





Grant / Fundraising Status (FY19)  
November



GRANT SUBMISSIONS						
Name	Submittal Date	Requested	Center	Programs	Period	Awarded?
City of Half Moon Bay - Government Grant	5/28/2019	\$ 10,000	CS	Procedures	1 year	Yes
Chan Zuckerberg Initiative	9/12/2019	\$ 75,000	SM/CS	ATC	1 year	None Given
George H Sandy Foundation	8/29/2019	\$ 30,000	SM/CS	ATC	1 year	Pending
Dignity Health Sequoia Hospital	9/6/2019	\$ 20,000	SM/CS	School Screenings	1 year	Pending
Stanford Hospital	9/6/2019	\$ 50,000	SM/CS	ATC	1 year	Yes
Sutter Health Mills Peninsula Hospital	9/13/2019	\$ 20,000	SM/CS	School Screenings	1 year	Yes
Kaiser Hospital	10/6/2019	\$ 40,000	SM/CS	ATC	1 year	Yes
Lucile Packard Children's Hosptial	10/23/2019	\$ 40,000	SM/CS	ATC and School Screening	1 year - possible 3	Pending
Tooth Fairy - Clean and Screen	11/8/2019	\$ 3,500	SM	School Screenings	1 month - Feb	Pending
Total		\$ 288,500				

AWARDED							
Name	Awarded	Amount	Received	Not Yet Received	Period	Program	Center
California Wellness Foundation	8/13/2018	\$ 250,000	\$ 250,000	\$ -	Aug 18-Jul 21	Adults/Seniors	SM/CS
Peninsula Health Care District	10/25/2018	\$ 1,300,000	\$ 523,000	\$ 777,000	Jan 19-Jun 20	ATC	SM
Sequoia Healthcare District	2/6/2019	\$ 150,000	\$ 150,000	\$ -	Feb 19-Feb 20	SHD Residents	SM
Healthy Smiles, Healthy Children (AAPD*)	6/28/2019	\$ 20,000	\$ 20,000	\$ -	July 19-Jun 20	School Screenings and treatment	SM/CS
Delta Dental Community Foundation	8/20/2019	\$ 20,000	\$ 20,000	\$ -	July 19-Jun 20	ATC	SM/CS
Sutter Health Mills Peninsula Hospital	10/28/2019	\$ 20,000	\$ 20,000	\$ -	Jan 19~Dec 19	School Screenings and treatment	SM
City of HMB	9/30/2019	\$ 10,000	\$ 10,000	\$ -	July 19-Jun 20		CS
Stanford Hospital	9/23/2019	\$ 50,000		\$ 50,000	Sept 19~Aug 20	ATC	SM/CS
Kaiser Hospital	9/24/2019	\$ 40,000		\$ 40,000	Oct 19~Sept 20	ATC	SM/CS
Total		\$ 1,860,000	\$ 993,000	\$ 867,000			

ACCOUNTING REPORT: GRANTS/DONATIONS AVAILABLE IN FY20 (Cash Rec'd)							
Name	Jul-19			Nov-19			
	Beginning Bal	Addition	Released	Ending Bal	Period	Purpose	Center
Hope Fund	\$ 2,229		\$ -	\$ 2,229	On Going	Uncompensated Care	CS
Hope Fund	\$ 7,817		\$ -	\$ 7,817	On Going	Fund Development	CS
Gassert - School Screenings	\$ 600		\$ 600	\$ -	On Going	School Screenings	CS
Farmworkers	\$ 55,246	\$ 11,450	\$ 18,302	\$ 48,394	On Going	Farmworkers	SM
Sand Hill Foundation	\$ 7,500		\$ 7,500	\$ -	10/01/2018-9/30/2019	General Support	SM/CS
California Wellness	\$ 48,611	\$ 125,000	\$ 34,720	\$ 138,891	08/01/2018-07/31/2121	Senior/Children	SM/CS
Delta Dental Community Foundation	\$ 8,756		\$ 8,756	\$ -	10/01/2018-9/30/2019	General Support	SM/CS
Dignity Health Sequoia Hospital	\$ 6,664		\$ 5,001	\$ 1,663	1/1/2019-12/31/2019	Hoover School/Casa de Redwood	SM
TouchPoint Foundation	\$ 1,750		\$ 1,250	\$ 500	2/1/2019-1/31/2020	Older Adults	SM/CS
Healthy Smiles, Healthy Children (AAPD*)	\$ -	\$ 20,000	\$ 14,164	\$ 5,836	07/01/2019-06/30/2020	School Screenings and treatment	SM/CS
Delta Dental Community Foundation	\$ -	\$ 20,000	\$ 14,164	\$ 5,836	07/01/2019-06/30/2020	General Support	SM/CS
Sutter Health Mills Peninsula Hospital	\$ -	\$ 20,000	\$ 20,000	\$ -	01/01/2019-12/31/2019	School Screenings and treatment	SM/CS
City of HMB	\$ -	\$ 10,000	\$ 4,165	\$ 5,835	07/01/2019-06/30/2020	General Support	CS
Sequoia Health District	\$ 12,500	\$ 75,000	\$ 37,500	\$ 50,000	09/01/2019-02/28/2020	General Support	SM/CS
Total		\$ 151,672	\$ 281,450	\$ 166,122	\$ 267,000		

GRANTS NOT AWARDED							
Wells Fargo	7/1/2019	\$ 25,000.00	SM/CS	9/11/2019	Screenings	None Given	
Chan Zuckerberg Initiative	9/12/2019	\$ 75,000	SM/CS	ATC	1 year	None Given	Research introduction to C-Z when Dev Director Starts

COMING UP	
Name	
Hurlburt-Johnson Foundation	
Sand Hill Foundation	
Cisco Grant Program	
Genentech	
NCOHF-Tooth Fairy	
HSHC: Access to Care	
Massimo Foundation	



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

**ARTICLE 1  
OFFICES**

**SECTION 1.1 PRINCIPAL OFFICE**

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

**SECTION 1.2 CHANGE OF ADDRESS**

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

**SECTION 1.3 OTHER OFFICES**

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

**ARTICLE 2  
PURPOSE**

**SECTION 2.1**

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

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

**ARTICLE 3  
MEMBERSHIP**

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

**ARTICLE 4  
BOARD OF DIRECTORS**

**SECTION 4.1 POWERS**

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

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

#### **SECTION 4.2. NUMBERS**

The authorized number of directors shall be nine seven (~~79~~).

#### **SECTION 4.3 APPOINTMENT**

Peninsula Health Care District, a political subdivision of the State of California (“**PHCD**”) shall have the right to appoint four five (~~54~~) of the nine seven (~~79~~) directors.—The three (~~43~~) directors not appointed by PHCD shall be elected by action of the directors who were not appointed by PHCD. Appointments or elections to fill expiring terms shall be made at the Board’s annual meeting.

#### **SECTION 4.4 ELECTION AND TERMS OF OFFICE**

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

#### **SECTION 4.5 DUTIES**

It shall be the duty of the directors to:

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

#### **SECTION 4.5 COMPENSATION**

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

#### **SECTION 4.6 RESTRICTION REGARDING INTERESTED DIRECTORS**

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

## **SECTION 4.7 RESIGNATION**

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

## **SECTION 4.8 VACANCIES**

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

## **SECTION 4.9 REMOVAL**

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

## **SECTION 4.10 BOARD COMMITTEES**

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

## **SECTION 4.11 ADVISORY COMMITTEES**

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

## **SECTION 4.12 ADVISORY BOARD**

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

### **SECTION 4.13 CONFLICT OF INTEREST POLICY**

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

## **ARTICLE 5 MEETINGS**

### **SECTION 5.1 REGULAR MEETINGS**

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

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

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

### **SECTION 5.2 ANNUAL MEETINGS**

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

### **SECTION 5.3 SPECIAL MEETINGS**

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

### **SECTION 5.4 NOTICE OF MEETINGS**

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

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

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

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

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

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

## **SECTION 5.5 QUORUM**

A quorum shall consist of four (54) directors to include at least one director who was not appointed by PHCD.

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

## **SECTION 5.6 VOTING**

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

Except as otherwise provided in these Bylaws or by law no business shall be considered by the Board at any meeting at which a quorum is not present although discussion may take place. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

## **SECTION 5.7 CONDUCT OF MEETINGS**

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

## **SECTION 5. TELEPHONE AND ELECTRONIC MEETINGS**

Directors may participate in a meeting through use of conference telephone or electronic video screen communication. Such participation constitutes presence in person at that meeting so long as all members participating in the meeting are able to hear one another. Teleconferencing and electronic meetings will comply with the Brown Act requirements, as applicable to the Board of Directors’ meetings.

## **ARTICLE 6 OFFICERS**

### **SECTION 6.1 OFFICERS**

The officers of the corporation shall be a Chair of the Board, a Vice Chair, a Chief Executive Officer (“CEO”), a Secretary, a Chief Financial Officer who shall be designated the Treasurer, and a Dental



Director. The Chair of the Board and the Vice Chair each must be a director, and the other officers may or may not be directors. The Corporation may also have such other officers as may be determined by the Board. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board. The Dental Director need not be a director.

## **SECTION 6.2 ELECTION, AND TERM OF OFFICE**

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

## **SECTION 6.3 RESIGNATION**

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

## **SECTION 6.4 REMOVAL**

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

## **SECTION 6.5 VACANCIES**

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

## **SECTION 6.6 DUTIES OF THE CHAIR OF THE BOARD**

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

## **SECTION 6.7 DUTIES OF VICE CHAIR**

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

## **SECTION 6.8 DUTIES OF SECRETARY**

The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the Board and its committees, shall give cause or cause to be given notice of all Board meetings as required by law or by these Bylaws, and in general shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or by the Board. The Secretary shall at all reasonable times exhibit to any director of the Corporation or to his agent or attorney on request the By-Laws and the minutes of the proceedings of the Corporation.

## **SECTION 6.9 DUTIES OF TREASURER**

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

#### **SECTION 6.10 DUTIES OF CHIEF EXECUTIVE OFFICER.**

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

#### **SECTION 6.11 DUTIES OF DENTAL DIRECTOR**

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

### **ARTICLE 7 INDEMNIFICATION AND INSURANCE**

#### **SECTION 7.1 DEFINITIONS**

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

#### **SECTION 7.2 RIGHT TO INDEMNIFY**

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

#### **SECTION 7.3 APPROVAL OF INDEMNITY**

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

5238(c) of the Nonprofit Corporation Law, and, if so, may authorize indemnification to the extent permitted thereby.

#### **SECTION 7.4 ADVANCING EXPENSES**

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

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

#### **SECTION 7.5 INSURANCE**

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

### **ARTICLE 8 FISCAL YEAR AND REPORTING OBLIGATIONS**

#### **SECTION 8.1 FISCAL YEAR**

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

#### **SECTION 8.2 FINANCIAL REPORTING**

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

### **ARTICLE 9 GIFTS, GRANTS, CONTRACTS AND INVESTMENTS**

#### **SECTION 9.1 GIFTS**

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

#### **SECTION 9.2 GRANTS**

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

### **SECTION 9.3 CONTRACTS**

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

### **SECTION 9.4 PAYMENT OF MONEY**

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

### **SECTION 9.5 DEPOSITS**

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

## **ARTICLE 10 OTHER PROVISIONS**

### **SECTION 10.1 RIGHTS OF INSPECTION**

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

### **SECTION 10.2 ELECTRONIC TRANSMISSIONS**

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

## **ARTICLE 11 AMENDMENT OF BYLAWS**

### **SECTION 11.1 AMENDMENTS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors, provided that any such amendment must be approved with the vote of at least a majority of the Directors, which majority must include a majority of those directors who are not among the directors who were appointed by PHCD.

