



Board Meeting January 21st, 6:30 PM

Location
Sonrisas San Mateo Conference Room
430 N. El Camino Real, San Mateo

Join Zoom Meeting
<https://us02web.zoom.us/j/86033385497?from=addon>

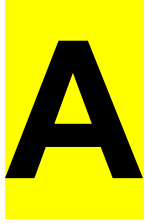
Meeting ID: 860 3338 5497

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AGENDA

TABS

1. 6:30 CALL TO ORDER AND ROLL CALL – Chair Taverner
2. 6:35 MISSION MOMENT – Irma Ochoa
3. 6:40 PUBLIC COMMENTS
4. 6:40-6:50 APPROVAL OF NOVEMBER 19TH BOARD MINUTES – Vice Chair Sánchez **A**
5. 6:50-7:30 STRATEGIC PLAN FY23-FY25
 - A. Sonrisas Culture
 - B. Sustainable Growth
 - a. FQHC Pathways Project Update – CEO Fecher
 - b. Pescadero Clinic Update – CEO Fecher
 - c. Cooking for a Cause Sponsorship Update – Spandan Chakrabarti
 - C. Community and Patient Engagement
6. 7:30-7:40 ANNUAL MEETING **B**
 - A. Election of Officers ACTION REQUESTED – CEO Fecher
 - B. Reappointment of Directors ACTION REQUESTED – Director Hinshelwood
7. 7:40-7:55 REPORTS **C**
 - A. CEO Report – CEO Fecher
 - B. CFO Report – CEO Yee
 - a. November and December 2024 Profit and Loss, Balance Sheet, Dashboards
 - C. Fundraising Report – Spandan Chakrabarti **D**
 - D. Outreach Report– Dr. Bonnie Jue **E**
 - E. Quality Committee Report – Director Kneoppel
 - F. Board Nomination Committee – Director Hinshelwood
8. 7:55-8:00 SUGGESTED AGENDA ITEMS FOR NEXT MEETING – Chair Taverner
9. ADJOURN





Board Meeting November 19th 6:30 PM

Location
Sonrisas San Mateo Conference Room
Zoom Teleconference

MINUTES

1. **CALL TO ORDER AND ROLL CALL – Secretary Clyde Hinshelwood** called the meeting to order at 6:34 pm.
 - A. **Present:** Secretary Clyde Hinshelwood, Board Members: Larry Cappel, Larissa Cutler, Rick Navarro, Paramita Roy, Steve Stielstra
 - B. **Also Present:** CEO Tracey Fecher, CFO Vickie Yee, COO Prasanthi Patel, Community Engagement Director Dr. Bonnie Jue, Development Director Spandan Chakrabarti, Administrative Assistant Veronica Le
 - C. **Absent:** Chair Nigel Taverner, Dennis Kneepel

2. **MISSION MOMENT – CEO Fecher** took a moment to appreciate Sonrisas' Development Associate, Dalia Lai, and COO, Prasanthi Patel, writing quotes from patient satisfaction surveys, conducted on Qualtrics, on the whiteboards in the employee breakrooms in San Mateo and Half Moon Bay. Quotes ranging from patients' appreciation with the quality dental treatment received to describing in length of their comfort with staff members. A word cloud is included in this year's holiday letter to staff, showcasing their dedication to Sonrisas' mission and goals.

[Vice Chair Henry Sanchez joined the meeting at 6:35 pm.]

3. **PUBLIC COMMENTS**—No public in attendance.
4. **APPROVAL OF OCTOBER 1ST BOARD MINUTES AND NOVEMBER 2ND BOARD RETREAT MINUTES**

Director Rick Navarro moved to approve the minutes of October 1st's meeting. Secretary Clyde Hinshelwood seconded the motion and was approved by unanimously. Ayes: Henry Sanchez, Clyde Hinshelwood, Larry Cappel, Larissa Cutler, Rick Navarro, Paramita Roy, Steve Stielstra.

Director Rick Navarro moved to approve the minutes of November 2nd's Board Retreat. Secretary Clyde Hinshelwood seconded the motion and was approved by roll call. Ayes: Henry Sanchez, Clyde Hinshelwood, Larissa Cutler, Rick Navarro, Paramita Roy, Steve Stielstra. Abstained: Larry Cappel

5. **STRATEGIC PLAN FY23-FY25**
 - A. **Sonrisas Culture**—No updates at this time.
 - B. **Sustainable Growth**
 - a. **FQHC Pathways Project Update – CEO Fecher** would like feedback from the Board members on the revised FQHC Pathways Project Dashboard.
 - b. There were conversations about developing relationships with FQHC potential partners.
 - c. It was recommended that the dashboard be updated regularly with any progress.
 - C. **Community and Patient Engagement**—No updates at this time.
6. **Financial Audit APPROVAL REQUESTED – CFO Yee** shared with the Board that the audit

was clean, no adjustments were made, and it was clear of material misstatement. The positive commentary from the auditors, JWT & Associates, is meaningful to the Finance team as it represents that the organization and accounting team are doing a great job.

- A. The year ended with a positive variance.
- B. There was a discussion about the audit report including a comparison of this audit year and the prior year and the revenue.

Director Larry Cappel moved to approve the Financial Audit. **Director Rick Navarro** seconded the motion and was approved by unanimously. Ayes: **Henry Sanchez, Clyde Hinshelwood, Larry Cappel, Larissa Cutler, Rick Navarro, Paramita Roy, Steve Stielstra**

7. **Board Nominating Committee – Director Hinshelwood** shared the revisions to Sonrisas' Bylaws with the Board, regarding the election and terms of Officers. It was recommended the term limits for Board Officers be changed to an election of Officers every three years instead of two years. It was also proposed that the Chair and Vice Chair positions include a succession plan where the Vice Chair is designated as the Chair's successor at the end of the Chair's term.
- A. **Director Hinshelwood** also shared provisions of the plan, such as a director serving partial portion of their term and the duties of Vice Chair.

Secretary Clyde Hinshelwood moved to approve implementing the revisions made to the Bylaws. **Director Rick Navarro** seconded the motion and was approved by unanimously. Ayes: **Henry Sanchez, Clyde Hinshelwood, Larry Cappel, Larissa Cutler, Rick Navarro, Paramita Roy, Steve Stielstra**

8. REPORTS

- A. **CEO Report – CEO Fecher** mentioned that with COO Patel on board, her CEO Report will be structured differently in the next few months. COO Patel will work with the Clinical team to submit a clinical/operations report. The CEO Report will shift to other operations and strategic topics.
- B. **CFO Report – CEO Yee** highlighted the good standing status on the year-to-date numbers, confirming financials are net positive net income.
- C. **Fundraising Report – Mr. Chakrabarti** informed the Board of the progress on the Pescadero RV project, including HPSM generously investing in the project and the Fundraising team are making progress in connecting with other donors.
 - a. A venue will soon be finalized for next year's Cooking for a Cause event on September 27th.
 - b. Mr. Chakrabarti thanked the Board for their commitment to making this year's Cooking for a Cause a success.
 - c. Mr. Chakrabarti also thanked the Spanish Table's continued sponsorship since Cooking for a Cause's inception.
- D. **Outreach Report– Dr. Bonnie** informed the Board of a farm workers health and community event on Saturday in Half Moon Bay, welcoming all in attendance to join. The event is sponsored by ALAS, Senator Josh Becker, Assembly Member Mark Berman, and Supervisor Ray Mueller.
- E. **Quality Committee Report –** No comments or questions.
- F. **Board Nomination Committee –** No comments or questions.

9. SUGGESTED AGENDA ITEMS FOR NEXT MEETING

- A. Annual Meeting
 - a. Conflict of Interest forms signed before January meeting
 - b. Elections of Officers
 - c. Reappointments of Officers
- B. Update on FQHC Pathways Project
- C. No meeting in December.

10. **ADJOURN**—The meeting was adjourned at 7:32 pm.





DATE: January 14, 2025

TO: SDH Board of Directors

FROM: Director Hinshelwood, Board Nominating Committee Chair
Tracey Fecher, CEO

RE: Sonrisas Board of Directors Annual Meeting

The Sonrisas bylaws call for an annual meeting each year. The annual meeting may include the election of board officers, appointment and reappointment of directors to the board, as well as board members reviewing and signing of conflict-of-interest forms annually. Note that a vote on reappointment occurs when a board member's term has expired; and they wish to remain on the board for another 3-year term.

At the January 2025 Annual Meeting, the following Board Members need to be reappointed: Nigel Taverner, Clyde Hinshelwood, Larry Cappel, Rick Navarro and Dennis Kneoppel.

The new Sonrisas bylaws, approved by the Board of Directors on November 19, 2024, introduced three-year terms for board officers as well as a one term limit for officers. This change requires a board officer election in 2025 for the 2025-2027 term. For officer elections, the Board Nominating Committee will put together a slate of officers for the board's consideration. The Board Nominating Committee has not had the opportunity to meet before the January board meeting. The Board Officer election will take place at the February board meeting.

Board members have already been asked to review and virtually sign a Conflict-of-Interest form by Veronica Le. Thank you to those board members who have returned their forms.

Attached to this memo is a document that outlines Sonrisas' board rotation and election schedule. The officer columns are empty and will be provided as a slate of officers for the board's consideration in February. (SDH Board Term and Officer Information January 2025 DRAFT). There is also a current copy of the bylaws that are referenced in that document. Please don't hesitate to reach out to Clyde Hinshelwood, current Board Nominating Committee chair, or myself if you have any questions.



SONRISAS BOARD OF DIRECTORS

BOARD Term and Office Information for 2025 **DRAFT**

Note that new board terms begin in January of new calendar year at Annual Meeting, even if board member is elected later that year according to Sonrisas' bylaws.

BYLAWS 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 4.4, new directors may be appointed or elected at any time to fill vacancies in accordance with the 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 4.4 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 6.2 ELECTION AND TERMS OF OFFICERS

The Board Chair and Vice-Chair shall be elected at an annual meeting and shall serve one three-year term. If the Secretary, Treasurer, and/or Dental Director are Board members, they shall be elected at the same annual meeting for a three-year term.

The Chief Executive Officer shall be appointed by and serve at the pleasure of the Board, subject to the rights, if any, in his/her contract of employment.

To ensure a broad range of experience and exposure to different aspects of the Corporation’s operations, Board members are encouraged to undertake different officer positions and committee appointments after serving one term. Further, diversification in leadership roles is important to the stability, growth, and innovation within the Corporation. The Board shall consider these principles in electing new officers.

6.2.1 BOARD SUCCESSION

The Vice-Chair is designated as the successor to the Chair. In the event of the Chair’s resignation, removal, or inability to serve, the Vice-Chair shall serve as the Chair for the



remainder of the original term and the Board shall elect a new Vice-Chair for the balance of the three-year term.

It is expected that the Chair will serve one three-year term and then be succeeded by the Vice-Chair. If the Vice Chair has assumed the position of Chair due to the resignation, removal, or inability of the Chair to serve, the Vice-Chair may complete the original three-year term and be eligible to serve a full three-year term. However, this succession process is subject to the Board's overriding duty to elect the most-qualified person as Chair for the full-three-year term.

Sonrisas Board of Directors 2025 - DRAFT							
Board Director Name	HMB or PHCD Seat?	Board Service Start Year	Current Term Start	Current Term Ends December	Office	Start Date of Office	Year Current Term Began
Nigel Taverner	HMB	2006	2022	2024			
Henry Sanchez	PHCD	2023	2023	2025			
Clyde Hinshelwood	HMB	2015	2022	2024			
Larry Cappel	PHCD	2018	2022	2024			
Rick Navarro	PHCD	2018	2022	2024			
Larissa Cutler	HMB	2021	2024	2026			
Steve Stielstra	HMB	2021	2024	2026			
Dennis Kneepfel	PHCD	2022	2022	2024			
Paramitra Roy	PHCD	2024	2024	2026			

- Highlighted in yellow: Board members due for re-appointment
- Italics: Slate of officers for Officer Election, if an election year

**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 (9).

SECTION 4.3 APPOINTMENT

Peninsula Health Care District, a political subdivision of the State of California (“**PHCD**”) shall have the right to appoint five (5) of the nine (9) directors. The four (4) 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.

Board approved November 19, 2024

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 in January and will coincide with one of the regular meetings. At the annual meeting, every (3) three years, there will be an election of officers. Officers shall be elected for (3) three-year terms. 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 (5) 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 TERMS OF OFFICERS

The Board Chair and Vice-Chair shall be elected at an annual meeting and shall serve one three-year term. If the Secretary, Treasurer, and/or Dental Director are Board members, they shall be elected at the same annual meeting for a three-year term.

The Chief Executive Officer shall be appointed by and serve at the pleasure of the Board, subject to the rights, if any, in his/her contract of employment.

To ensure a broad range of experience and exposure to different aspects of the Corporation’s operations, Board members are encouraged to undertake different officer positions and committee appointments after serving one term. Further, diversification in leadership roles is important to the stability, growth, and innovation within the Corporation. The Board shall consider these principles in electing new officers.

6.2.1 BOARD SUCCESSION

The Vice-Chair is designated as the successor to the Chair. In the event of the Chair’s resignation, removal, or inability to serve, the Vice-Chair shall serve as the Chair for the remainder of the original term and the Board shall elect a new Vice-Chair for the balance of the three-year term.

It is expected that the Chair will serve one three-year term and then be succeeded by the Vice-Chair. If the Vice Chair has assumed the position of Chair due to the resignation, removal, or inability of the Chair to serve, the Vice-Chair may complete the original three-year term and be eligible to serve a full three-year term. However, this succession process is subject to the Board’s overriding duty to elect the most-qualified person as Chair for the full-three-year term. 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

Board approved November 19, 2024

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. When the Board Chair's term ends, the Vice-Chair will be presented on the slate of officers for election as Board Chair.

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

Board approved November 19, 2024

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

Board approved November 19, 2024

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.





DATE: January 14, 2025

TO: SDH Board of Directors

FROM: Tracey Fecher, CEO

RE: CEO Report

1. This month's report has visit information for the month of December.

	December					
	Budget	Forecast	Actual	Actual vs. Budget	% of Actual Visits	% of Budgeted Visits
Comm/PPO	266	261	216	(50)	19%	23%
Private Pay	30	30	22	(8)	2%	3%
HPSM	382	427	576	194	51%	33%
Medi-Cal Dental	132	99	92	(40)	8%	11%
Affordable Plan	86	41	29	(57)	3%	7%
Farmworker	31	29	14	(17)	1%	3%
FQHC	246	271	174	(72)	15%	21%
Access to Care Subtotal	878	868	885	7	79%	75%
Total Visits	1,174	1,158	1,123	(51)		

- In the month of December, both clinics were fully staffed except for a full-time dental assistant and a one Saturday a month hygienist.
- Both clinics had better than budgeted no-show rates for patients. The Care Coordinator Team works diligently to fill last minute cancellations.
- The number of farmworker visits was down due to Puente's holiday closure.
- Patients who historically accessed the Affordable Care Plan have become eligible for Medi-Cal, so Affordable Care is under budget year to date. The budget planned for 7% of visits to be Affordable Care and the actual is 3%. The average per visit revenue for Affordable Care is \$281/visit and HPSM, which many of these patients now qualify for, is \$200/visit.
- Due to the holidays, the provider team took more PTO than the 7% budgeted, which will average out over the fiscal year.
 - One of those providers serves almost 100% Commercial/PPO insurance patients, so PPO visits were under budget.
- SMMC-FQHC visits were held for patients referred by SMMC from their waitlist only and not Sonrisas' patients that are SMMC members that were transferred to the contract.
 - The team continues to work with the SMMC team to resolve outstanding contract issues.
 - The budget called for the month of December to have 29% of visits be SMMC FQHC visits and there were 15%. The appointments that would have been held under the SMMC FQHC contract were scheduled with HPSM members.

2. FQHC Contract: The Sonrisas team continues to work with SMMC and outside experts on the contract relationship between SMMC and Sonrisas.
3. Staffing: Current team members are covering most of the .6 FTE dentist days in HMB for the provider on maternity leave. There is an open position for a full-time dental assistant and a full-time Care Coordinator in Half Moon Bay. Filling both positions has been challenging due to the holidays as well as the requirement that the individuals hired must speak Spanish and be willing to work at the Half Moon Bay clinic.
4. Financial Update: On January 14th, Sonrisas' current cash position was 1,466,700.





DATE: January 14, 2025
TO: SDH Board of Directors
FROM: Spandan Chakrabarti, Director of Development
RE: **Development Update**

General Update: At the midpoint of the fiscal year, Sonrisas' Development operations continues an impressive year. We have thus far secured:

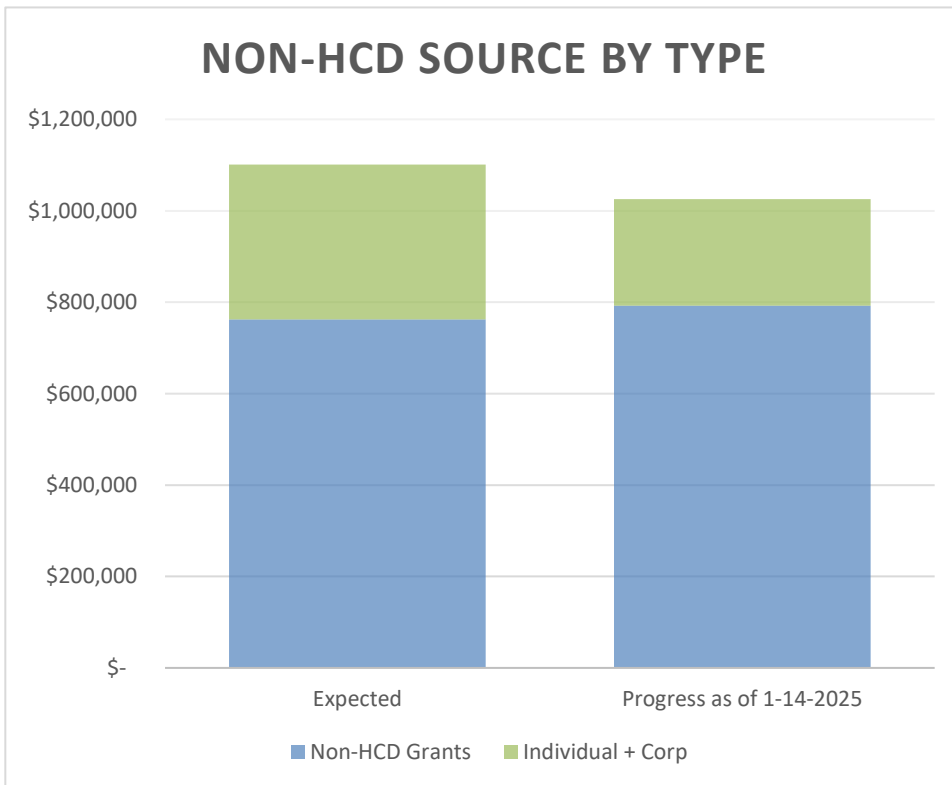
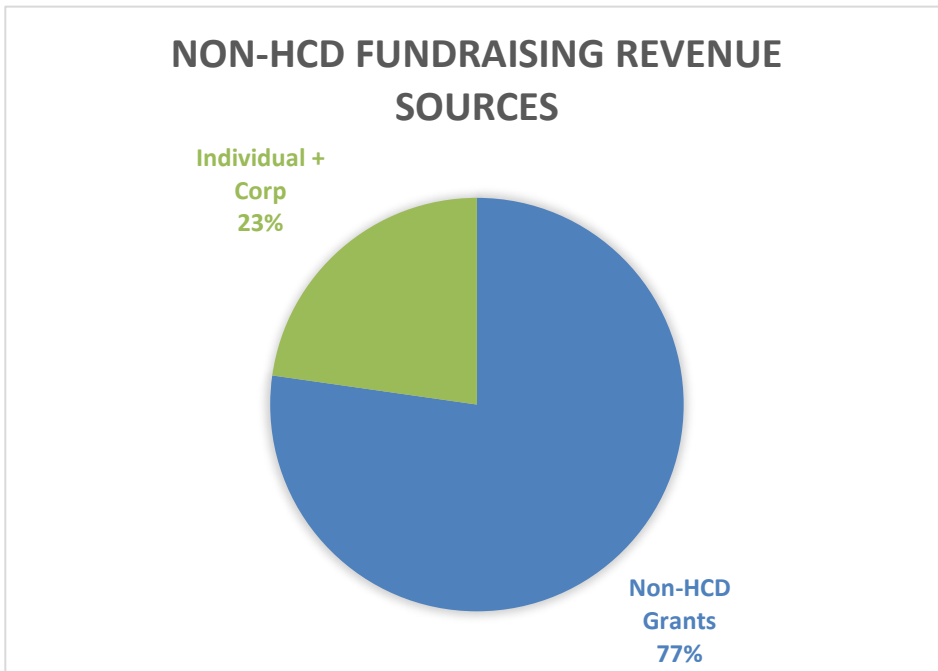
- \$792,000+ in non-HCD grant funds. These are grant funds committed this fiscal year, and are not the same as grant funds released for various purposes. This accounting does not include funding from Peninsula and Sequoia Health Care Districts. These funds also do not include any funds secured for capital purposes. This exceeds our goal for the fiscal year's new grant commitments.
 - Including committed HCD funds, the total program grant dollars committed during FY25 is now at \$2.2 million+.
- \$575,000 in funds secured for capital purposes. This includes \$500,000 committed for the Pescadero RV capital campaign, and \$75,000 committed for equipment upgrade (3-D panoramic x-ray machine).
- \$233,000+ in corporate and individual giving, with a few end-of-year donations still outstanding. This accounts for 69% of our \$339,000 goal.

Coastside Gives: Coastside Gives in 2025 will take place on May 1. Donations will be open through the Mavericks Foundation starting on April 1.

Cooking for a Cause 2025: CFAC 2025 venue has been secured and we will be returning to Domenico Winery for the event on September 27. A workshop to identify new sponsors will be held during the February Board meeting.

Sonrisas Dental Health

Development Update. Dashboard Visuals.







DATE: January 14, 2024

TO: SDH Board of Directors

FROM: Bonnie Jue, DDS

RE: Community Engagement Director Report – January 2025

2024 was an impactful year for Sonrisas Dental Health! Thanks to continued support from the health care districts, the county, local hospitals, community foundations, AND Sonrisas' newly-wrapped van, we've been able to expand existing Outreach programs and develop new partnerships.

Since our last report, we've had the privilege of collaborating with some amazing organizations and people, such as:

- Coastside Hope (*Mission: To provide necessities to enhance quality of life for all our neighbors*)

We continued our holiday tradition this year with our esteemed Sonrisas supporter, Diane Grech, who donates her time and money to provide oral health kits for children and adults through Coastside Hope's Adopt-a-Family Program. Dr. Torrey and Dr. Bonnie look forward to catching up with Diane when she stops by the clinic to pick up the 500 kits that SDH Outreach volunteers assemble for this program each year.



- Ability Path (*Mission: Celebrating neurodiversity and empowering individuals with developmental disabilities through innovative, inclusive programs and community partnerships*)

In our quest to improve access to oral health education and services to people with disabilities and special health care needs, Sonrisas provided oral health presentations in both English and Spanish to family members and health care providers.



SDH volunteer, Victoria, demonstrates how to use a regular drill (not our dental drill) to create a modified grip for a toothbrush, making it easier to hold.



- Farmworker Health and Community Event in Half Moon Bay
Sponsored by ALAS (Ayudando Latinos A Soñar – Helping Latinos Dream) and California Life Sciences, Sonrisas joined local leaders, such as Senator Josh Becker (Senate District 13), Assembly member Marc Berman, and Half Moon Bay Mayor Joaquim Jimenez to promote overall health and well-being. SDH's Clinical Care Coordinators, Development Department and Community Outreach team worked together to provide oral health resources and free dental screenings to dozens of community members.





Another highlight of the year has been our participation in Senior Showcases throughout the county, including, Belmont, Burlingame, Millbrae, and South San Francisco.

Coming full circle, on January 31st, Sonrisas will be back at the Millbrae event once again – come join us!

THE DAILY JOURNAL
Leading local news coverage in the Peninsula

MILLBRAE SENIOR SHOWCASE



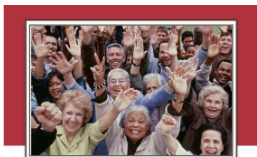
Friday, Jan. 31
 10am - 2pm
 Millbrae Recreation Center
 477 Lincoln Circle, Millbrae

FREE ADMISSION EVERYONE WELCOME

Join us at the Recreation Center in Millbrae!

Senior Showcase includes:

- Informational Resource Fair
- Free health screenings
- Music, prizes, snacks & more



Community Resource Fair includes:

- Senior & family related resources
- Real estate and home repair
- Travel opportunities and transportation
- Health, healthcare & medical supplies
- Senior housing and in-home care

COMMUNITY HEALTH CHECKS

FREE health screenings will be provided:

Dental Screenings by Sonrisas Dental

Blood pressure and oxygen level checks, plus glucose tests by College of San Mateo Nursing Program

&



Medical Equipment Giveaway by MELP/AbleClosets

