



Good Health Foundation Board Agenda

March 12, 2025 at 12:00PM

1515 N Flagler Drive, Suite 101

West Palm Beach, FL 33401

Remote Participation Link:

<https://zoom.us/j/5507895592?pwd=REZ4TWtYUXowQWNpWTBaVXRszlDdQT09>

Telephone Dial-in Access: (646) 558-8656 / Meeting ID: 550 789 5592 / Password: 946503

1. Call to Order – Patrick Rooney, Jr., Chair

A. Roll Call

2. Agenda Approval

A. Additions/Deletions/Substitutions

B. Motion to Approve Agenda

3. Awards, Introductions and Presentations

4. Disclosure of Voting Conflict

5. Public Comment

6. Meeting Minutes

A. **Staff Recommends a MOTION TO APPROVE:**

Finance and Audit Committee Minutes of March 13, 2024 [Pages 1–3]

7. Consent Agenda – Motion to Approve Consent Agenda Items

HEALTH CARE DISTRICT

A. **ADMINISTRATION**

7A-1 **RECEIVE AND FILE:**

March 2025 Internet Posting of District Public Meetings

<https://www.hcdpbc.org/resources/public-meetings>



8. Regular Agenda

A. ADMINISTRATION

8A-1 Staff Recommends a MOTION TO APPROVE:

2024 Good Health Foundation Audit – (Anil Harris and Kirk Cornack, RSM)
[Page 4-5 / Under Separate Cover]

8A-2 Staff Recommends a MOTION TO APPROVE:

Good Health Foundation, Inc. Bylaws Amendment (Bernabe Icaza)
[Pages 6-19]

9. Board Member Comments

10. Establishment of Upcoming Meetings

A. None scheduled at this time

11. Motion to Adjourn



**GOOD HEALTH FOUNDATION BOARD
MEETING MINUTES
March 13, 2024
1515 N Flagler Drive, Suite 101
West Palm Beach, FL 33401**

1. Call to Order – Patrick Rooney, Jr., Chair

A. Roll Call

Finance & Audit Committee members Present: Patrick Rooney, Jr.; Richard Sartory (Zoom); Carlos Vidueira; Mark Marciano; Joseph Gibbons; Sophia Eccleston and Heather Frederick.

Staff present: Darcy Davis, President & Chief Executive Officer; Dr. Belma Andric, SVP & Chief Medical Officer; Bernabe Icaza, SVP & General Counsel; Geoffrey Washburn, VP & Chief Human Resources Officer; Candice Abbott, SVP & Chief Operating Officer; Heather Bokor, VP & Chief Compliance & Privacy Officer; Jessica Cafarelli, VP & Chief Financial Officer and Regina All, SVP & Chief Nursing Officer.

Transcribing Secretary: Heidi Bromley

2. Agenda Approval

A. Additions/Deletions/Substitutions

B. Motion to Approve Agenda

CONCLUSION/ACTION: Joseph Gibbons made a motion to approve the agenda as presented. The motion was duly seconded by Mark Marciano. There being no opposition, the motion passed unanimously.

3. Awards, Introductions and Presentations

4. Disclosure of Voting Conflict

5. Public Comment

6. Meeting Minutes

A. **Staff recommends a MOTION TO APPROVE:**

Board Meeting Minutes of March 15, 2023

CONCLUSION/ACTION: Sophia Eccleston made a motion to approve the meeting minutes of March 15, 2023. The motion was duly seconded by Joseph Gibbons. There being no opposition, the motion passed unanimously.

7. Consent Agenda – Motion to Approve Consent Agenda Items

CONCLUSION/ACTION: Carlos Vidueira made a motion to approve the Consent Agenda as presented. The motion was duly seconded by Joseph Gibbons. There being no opposition, the motion passed unanimously.

A. **ADMINISTRATION**

7A-1. **RECEIVE AND FILE:**

March 2024 Internet Posting of District Public Meetings
<https://www.hcdpbc.org/resources/public-meetings>

8. Regular Agenda

A. **ADMINISTRATION**

8A-1. **Staff recommends a MOTION TO APPROVE**

Good Health Foundation Annual Audit

RSM reviewed and discussed the Good Health Foundation Annual Audit to the Board.

CONCLUSION/ACTION: Carlos Vidueira made a motion to approve the Good Health Foundation Annual Audit. The motion was duly seconded by Mark Marciano. There being no opposition, the motion passed unanimously.

9. Board Member Comments

10. Establishment of Upcoming Meetings

None at this time.

11. Motion to Adjourn

There being no further business, the meeting was adjourned.

Patrick Rooney, Jr., Chair

Date

GOOD HEALTH FOUNDATION BOARD
MARCH 12, 2025

1. Description: 2024 Good Health Foundation Audit

2. Summary:

The 2024 Good Health Foundation, Inc. audited financial report is being provided for Board review and approval.

3. Substantive Analysis:

The District’s external auditor, RSM US LLP, completed the audit procedures for the fiscal year ended September 30, 2024. The annual financial statement has an unmodified opinion noting that the balances are fairly stated.

4. Fiscal Analysis & Economic Impact Statement:

	Current FY Amounts	Total Amounts (Current + Future)	Budget
Capital Requirements	N/A		Yes <input type="checkbox"/> No <input type="checkbox"/>
Net Operating Impact	N/A		Yes <input type="checkbox"/> No <input type="checkbox"/>

*Non-budgeted expenditures in excess of \$250,000 require Finance and Audit Committee review and Board approval.

Reviewed for financial accuracy and compliance with purchasing procedure:

Signed by:

CA6A21FF2E09481...

Jessica Cafarelli
VP & Chief Financial Officer



GOOD HEALTH FOUNDATION BOARD MARCH 12, 2025

5. Reviewed/Approved by Committee:


N/A
Committee Name

N/A
Date Approved

6. Recommendation:

Staff recommends the Board approve the 2024 Good Health Foundation audit.


Approved for Legal sufficiency:

Signed by:


0CF6F7DB6706434...
Bernabe Icaza
SVP & General Counsel

Signed by:


CA6A21FF2E09481...
Jessica Cafarelli
VP & Chief Financial Officer

Signed by:


77A3B53589A1477...
Darcy J. Davis
President & Chief Executive Officer

GOOD HEALTH FOUNDATION BOARD
March 12, 2025

1. Description: Good Health Foundation, Inc. Bylaws Amendment

2. Summary:

This agenda item presents proposed amendments to the Bylaws of the Good Health Foundation.

3. Substantive Analysis:

The Bylaws of the Good Health Foundation require that amendments to the Bylaws be submitted to the Governing Board for review and approval. Staff recommends amending Article II, Board of Directors, to require public notice of regular and special meetings, to allow attendance at Board meetings and voting at such meetings to take place by telephonic, or electronic communications, and requiring an agenda and meeting minutes of such meetings. Staff also recommends amending Article III, Officers, to state that the Officers of the Corporation consist of the same officers serving on the Finance and Audit Committee which renders most of all other provisions (e.g. resignation, removal and vacancies) requiring their deletion. The indemnification, conflict of interest, and compensation provisions in Article IV are deleted or revised to align with the bylaws of all other Health Care District entities. Article VI was added to align with other Health Care District entity bylaws to address the potential dissolution of the corporation and its assets.

Attached for your review are the updated and proposed revisions to the Bylaws in redline for ease of review.

4. Fiscal Analysis & Economic Impact Statement:

	Current FY Amounts	Total Amounts (Current + Future)	Budget
Capital Requirements	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Net Operating Impact	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

*Non-budgeted expenditures in excess of \$250,000 require Finance and Audit Committee review and Board approval.
Reviewed for financial accuracy and compliance with purchasing procedure:

N/A

Jessica Cafarelli
VP & Chief Financial Officer

GOOD HEALTH FOUNDATION BOARD
March 12, 2025


5. Reviewed/Approved by Committee:

N/A
Committee Name

N/A
Date Approved

6. Recommendation:

Staff recommends the Board approve the proposed amendments to the Good Health Foundation, Inc. Bylaws.

Signed by:


0CF6F7DB6706434...
Bernabe Icaza
SVP & General Counsel

Signed by:


77A3B53589A1477...
Darcy J. Davis
President & Chief Executive Officer

**Amended Bylaws
of
Good Health Foundation, Inc.**

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**Amended Bylaws
of
Good Health Foundation, Inc.**

Article I Membership

Article II Board of Directors

Article III Officers

~~**Article IV Committees**~~

Article IIV Miscellaneous Provisions

Article VI~~I~~ Amendments

~~**Article VI Dissolution of Corporation**~~
~~**Certificate**~~

~~**History of Good Health Foundation, Inc. Bylaws**~~

~~**Reflecting Board Action March 2025through June 2020**~~

AMENDED BY-LAWS
Of
GOOD HEALTH FOUNDATION, INC.

ARTICLE I

Membership

SECTION 1. No members. The corporation shall have no members.

ARTICLE II

Board of Directors

SECTION 1. Governing Board. The ~~g~~Governing ~~B~~board of directors for all acts of the Good Health Foundation, Inc. ("Corporation") ~~Corporation~~ shall be the Finance and Audit Committee, a standing committee of the Board of the Health Care District of Palm Beach County ("Governing Board" ~~hereafter~~).

SECTION 2. Composition. The members of the Governing Board shall always be the same as the members of the Finance and Audit Committee, a standing committee of the Board of Commissioners of the Health Care District of Palm Beach County.

SECTION 3. Independence. Recognizing the Governing Board's fiduciary duties to the Corporation, the Governing Board members shall comply with conflict of interests provisions of the Health Care Act and the Code of Ethics for Public Officers and Employees (Part III of Chapter 112, Florida Statutes), as well as any and all other applicable standards as set forth by applicable regulatory and accreditation agencies.

SECTION 4. Term. Each member of the Governing Board shall serve for a term concurrent with their term as a member of the Finance and Audit Committee.

SECTION 5. General Powers and Duties. The property, business and affairs of the Corporation shall be managed by the Governing Board.

SECTION 6. Regular Meetings. The Governing Board shall hold regular meetings not less than annually at a time and place set forth by the Governing Board in the State of Florida, County of Palm Beach. Public notice of each meeting and the date, time and location of same shall be made as required by law. ~~Regular meetings of the Governing Board may be held without notice.~~

SECTION 7. Special Meetings. Special meetings of the Governing Board may be held at any time on the call of the Chairperson or by motion of the Governing Board. Public notice of each special meeting and the date, time and location of same shall be made as required by

~~law. Notice shall be given orally, by facsimile or by mail and shall set forth the purposes, time and place of the meeting.~~ No business shall be transacted except as detailed in the notice. Special meetings must be held in the State of Florida, County of Palm Beach. ~~Unless otherwise stated in these By laws, if notice of a special meeting is given orally, in person or by telephone, it shall be given not less than one day before the meeting; if it is given by facsimile or by mail, it shall be given not less than three (3) days before the meeting.~~

SECTION 8. Quorum. The presence of a majority of the appointed members of the Governing Board shall be necessary at any meeting to constitute a quorum, or to transact business.

SECTION 9. Voting. Actions ~~of the Governing Board on any proposal~~ shall require an affirmative vote of a majority of the Governing Board members present. Each Governing Board member shall have one vote. Governing Board members may participate and vote by teleconferencing or other technological means.

SECTION 10. Attendance and Voting by Telephonic or Electronic Communication. Regular attendance is expected for all Governing Board members. Governing Board members should make every reasonable effort to attend Board meetings in person and the needs of the Corporation are best served when all Board members are physically present at Board meetings. However, if a Board member is unable to be physically present at a Board meeting, a Board member may attend, participate, and vote at a meeting of the Board by teleconferencing or other technological means. Attendance by Board members pursuant to the foregoing shall constitute in person presence at the meetings and shall be counted towards the quorum.

~~Public Emergencies. If an Executive Order, Florida Statute, or Attorney General opinion permits the ability to meet remotely due to a public emergency, the Governing Board will adjust their meetings accordingly.~~

SECTION 11. Meeting Minutes. Minutes of each meeting shall be accurately taken, preserved, and provided to members timely at a Regular Meeting.

SECTION 12. Agenda and Order of Business for Meetings. There shall be an agenda for every meeting of the Board. However, the Board is not prohibited from discussing or taking action on an item or matter not specified in the agenda. If an item is added to the agenda after public comment has occurred, public comment should be allowed for the added item if the Board is to take official action on the item and public comment has not previously occurred on the item.

ARTICLE III

Officers

SECTION 1. Officers. The Officers of the Corporation shall always consist of the officers serving on the Finance and Audit Committee, a Standing Committee of the Board of

~~the Health Care District of Palm Beach County. Designation, Election, and Term of Office. The officers of the Corporation shall consist of a Chairperson of the Board, elected from among the Governing Board, a Secretary, a Treasurer and such other officers and assistant officers as the Governing Board may authorize. The officers shall be elected by the Governing Board at its annual meeting or a Regular Meeting annually, to hold office for one or two years as specified, and until their successors have been duly elected and qualified, or until their death, resignation or removal. Any two (2) or more offices may be held by the same person.~~

SECTION 2. The Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Governing Board and shall perform such other duties as may be assigned to him or her from time to time by the Governing Board.

SECTION 3. The Secretary. The Secretary shall act as Secretary of the Board, shall give, or cause to be given, notice of all meetings of the Governing Board, unless notice thereof be waived shall, supervise the custody of any records and reports and shall be responsible for the keeping and reporting of adequate records of all meetings of the Governing Board. The Secretary shall also perform such other duties as may be assigned to him or her from time to time by the Governing Board. In the absence of a Secretary, the Chair shall carry out the duties and responsibilities of the Secretary.

~~SECTION 4. The Treasurer. The Treasurer through his or herself or staff designee, shall keep full and correct account of receipts and disbursements in the books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in such banks of deposit as may be designated by the Governing Board. The Treasurer shall dispose of funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Governing Board, whenever they may require it of him, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also perform such other duties as may be assigned to him or her from time to time by the Governing Board.~~

~~SECTION 5. Resignation. Any officer may resign from their position at any time by giving written notice to the Governing Board or to the Chairperson or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.~~

~~SECTION 6. Removal. Any of the officers of the Corporation may be removed from their position by the Governing Board whenever, in its judgment, the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create any contract rights.~~

~~SECTION 7. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Governing Board at an annual or regular meeting or at a special meeting called for such purpose.~~

ARTICLE IV

Miscellaneous Provisions

SECTION 1. Indemnification of Directors Officers Employees and Agents: Insurance

SECTION 1. Indemnification. The Corporation shall have the power to indemnify members of the Governing Board consistent with the indemnification provisions of the Health Care Act. This Section shall be construed to conform with, and when necessary, shall be amended to conform to Section 7 of the Health Care Act

~~The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.~~

~~The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.~~

~~To the extent that a Director, officer, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action suit or proceeding referred to in paragraph (a) or paragraph (b) of this Section 1, or in defense of any claim issue or matter therein, such person shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by such person in connection therewith.~~

~~(d) Any indemnification under paragraph (a) or paragraph (b) of this Section 1 unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraph (a) or paragraph (b) of this Section 1. Such determination shall be made (i) by the Governing Board by a majority vote of a quorum consisting of Directors who were not parties to such action suit or proceeding; or (ii) if such a quorum is not obtainable or even if obtainable if a quorum of disinterested Directors so directs by independent legal counsel in a written opinion.~~

~~(e) Expenses incurred in defending a civil or criminal action suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Governing Board in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized in this Section 1.~~

~~(f) The indemnification provided by this Section 1 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, or agent and shall inure to the benefit of the heirs executors and administrators of such a person.~~

~~(g) The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or agent of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section 1.~~

~~(h) For purposes of this Section 1, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which if its separate existence had continued, would have had the power and authority to indemnify its Directors, officers, or agents so that any person who was a Director, officer, or agent of such merging corporation, or was serving at the request of such merging corporation as a Director, officer, or agent of another corporation partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Section 1 with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.~~

SECTION 2. Principal Office. The principal office of the Corporation in the State of Florida shall be located at 1515 N. Flagler Drive, Suite 101, West Palm Beach, FL 33401.

SECTION 3. Depositories. All funds of the Corporation not otherwise employed shall

be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Governing Board may designate.

SECTION 4. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Governing Board.

SECTION 5. Fiscal Year. The fiscal year of the Corporation shall end on the last day of September of each year.

SECTION 6. Conflicts of Interest.

6.1 General. Governing Board members shall not enter into contracts or agreements that create or give the appearance of being a conflict of interest.

6.2 Conflict of Interest. Members of the Governing Board are subject to Florida law pertaining to avoidance of conflicts of interest in holding public office, including but not limited to, Part III of Chapter 112, Florida Statutes, the Code of Ethics for Public Officers and Employees as well as any and all other applicable standards as set forth by applicable regulatory and accreditation agencies.

~~a) — A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a Director trustee officer member partner or more than 10% shareholder. Service on the board of another not for profit corporation does not constitute a conflict of interest.~~

~~b) — A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all Directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 6(c) of this Article IV was used.~~

~~c) — A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered~~

into.

~~Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes but is not limited to the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.~~

~~d) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Governing Board, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common Directorship officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Governing Board or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction the interested Director or officer should not be present at the meeting.~~

SECTION 7. Compensation. ~~No member of the Governing Board shall be entitled to The Directors of the Corporation shall not receive compensation from the Health Care District of Palm Beach County or the Corporation. The Corporation shall have the power to reimburse a member of the Governing Board Director consistent with the reimbursement provisions of the policies and procedures of the Health Care District of Palm Beach County~~District policies and procedures. for fulfilling their duties as Directors although Directors may be reimbursed for actual out of pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Corporation.

ARTICLE V

Amendments

SECTION 1. Method of Amendment. These By-laws may be ~~altered~~, amended or repealed at any and ~~new and other By-laws may be made and adopted at any annual or Regular~~

or Special Meeting of the Governing Board ~~or any Special Meeting called for that purpose~~ by the affirmative vote of a majority of the members of the Governing Board ~~Directors~~ in office.

ARTICLE VI

Dissolution of the Corporation

SECTION 1. In the event of the liquidation, dissolution or winding up of the Corporation whether voluntary, or involuntary, or operation of law, the Governing Board shall dispose of the assets of the Corporation in conformance with Federal and State of Florida law, as modified by the regulations promulgated by designated oversight agency or department, and in accordance with the Corporation's Articles of Incorporation.

CERTIFICATE

This is to certify that I am the ~~Board-Chair~~Secretary of the Governing Board of the Good Health Foundation, Inc. and that the foregoing Amended Bylaws of the Good Health Foundation, Inc. were duly ~~adopted~~ approved by ~~the~~ said Board at a meeting held on the 12th day of March, 2025~~0~~.

By: _____
Board Chair

HISTORY OF GOOD HEALTH FOUNDATION, INC. BYLAWS

Change Number	Date of Adoption	Section(s) Amended
1	April 22, 2010	Article II, Section 2 modifying the minimum number of Directors from 7 to 5. Article II, Section 7 modifying the minimum number to constitute a quorum from 4 to 3.
2	February 24, 2015	Article II, Section 2 modifying the composition of Directors minimum number of Directors from 2 to 3. Article II, Section 8 modifying Board's voting requirement on any proposals. Article V, Section 2 modifying address of the corporation.
3	May 26, 2015	Amended to reflect name Change from Glades Healthcare Foundation to Good Health Foundation.
4	March 9, 2016	Article II, Section 2 modifying the composition of Directors minimum number of Directors from 3 to 2 and modifying the respective Boards.
5	March 9, 2016	Article V, Section 5 modifying Corporation fiscal year end to September 30 of each year.
6	March 29, 2016	Amended and restated bylaws approved by Directors.
7	June 9, 2020	Article II, Section 10 permitting remote Board meetings during public emergencies.

8

March 12, 2025

Revised to allow for Board members to attend, participate and vote at Board meetings remotely. Updated to reflect that Officers are the same as those in the Finance Committee. Amended indemnification and conflict of interest sections.